

BSL:SEC:19

Date: 29th March, 2019

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"

Dear Sir/ Madam,

Subject: Postal Ballot Notice- Disclosure under regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

We would like to inform you that seeking for approval of members of the company by way of Special Resolution for continuation of directorship of Shri Jagdeesh Mal Mehta, independent director who has attained the age of above 75 years, through postal ballot route and in term of Regulation 30 of SEBI (LODR) Regulation 2015, we are enclosing herewith a copy of the Postal Ballot Notice and Ballot Form.

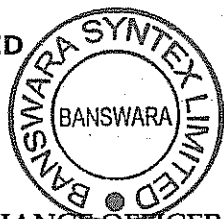
The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members, the voting through postal Ballot and through e-voting shall be commenced from Sunday, 31st March, 2019 at 9.00 A.M. and end on Monday, 29th April, 2019 at 5.00 P.M.

This is for your information and records please.

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, Dahad Road, Banswara - 327 001 (Rajasthan)
Tel : +91 2962 240690 - 93, 257676 - 81
Email : info@banswarafabrics.com



BANSWARA SYNTEX LIMITED

Registered Office: Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Rajasthan)

CIN:L24302RJ1976PLC001684

Tel.: +91 2962 240690 / 257679-681; **Fax:** +91 2962 240692

Website: www.banswarasyntex.com; **E-mail:** hpkharwal@banswarasyntex.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management & Administration) Rules, 2014)

Dear Shareholder(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act"), read with the Companies (Management and Administration) Rules, 2014 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Company is seeking consent of the shareholders on special business set out herein below, proposed to be passed by way of postal ballot or electronic voting (e-voting).

RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT

SPECIAL BUSINESS:

ITEM NO. 1: CONTINUATION OF DIRECTORSHIP OF SHRI JAGDEESH MAL MEHTA (DIN: 00847311), INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, the following Resolution as **Special Resolution** through Postal Ballot:

"RESOLVED THAT in supersession of the special resolution passed by the Shareholders of the Company at the 41st Annual General Meeting ("AGM") held on 14th September, 2017, regarding the appointment of Shri Jagdeesh Mal Mehta (DIN: 00847311) for the period of five years commencing from 27th October, 2016 and pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee and of the Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded for continuation of directorship of Shri Jagdeesh Mal Mehta (DIN: 00847311), as Independent Director on the Board of the Company who has crossed the age limit of 75 years and aged around 77 years at present, on the existing terms and conditions, from the effective date of the said Amendment Regulations i.e. 01st April, 2019 till the expiry of his term i.e. up to the 26th October, 2021.

RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

PLACE: BANSWARA

DATE: 27.03.2019

BY THE ORDER OF THE BOARD OF DIRECTORS

**Registered Office
Industrial Area, Dahod Road,
Banswara-327001 (Rajasthan)**

**sd/-
H.P. KHARWAL
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP No. 28614**

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect to the special business is annexed herewith and forms part of this notice.
2. Notice of Postal Ballot is being sent to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as received from Registrar and Share Transfer Agent (RTA) i.e. Computech Sharecap Limited as on Friday, 22nd March, 2019 (cut-off date).
3. Members who have registered their email IDs for receipt of documents in electronic form are being sent the Notice of Postal Ballot by e-mail to their email addresses registered with their Depository Participants / the Company's RTA. Members who receive the Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can download the same from the website of the Company (www.banswarasyntex.com). For members whose email IDs are not registered, physical copies of this Notice of Postal Ballot are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. To seek a duplicate Postal Ballot Form, a member may send email to hpkharwal@banswarasyntex.com. The RTA/company shall forward the same along with postage-prepaid self-addressed Business Reply envelope to the Member.
4. Members who has fully paid-up share and whose names appear on the Register of Members/ List of Beneficial Owners on cut-off date will be considered for the purpose of voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
5. Resolutions passed by members through postal ballot are deemed to have been passed (if approved by requisite majority) as if they have been passed at a duly convened General Meeting of the members.
6. Members can opt for only one mode of voting i.e. either by physical postal ballot or e-voting. In case members cast their votes through both the modes, then voting done by e-voting shall prevail and votes cast through physical Postal ballot forms will be treated as invalid.
7. In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of

the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to shareholders to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Postal Ballot Notice.

8. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board resolution/Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the postal ballot form, in case the voting is done in the physical form.
9. A member cannot exercise his vote by proxy on postal ballot.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed postage-prepaid self-addressed Business Reply envelope to the Scrutinizer, not later than the close of working hours on Monday, 29th April, 2019 (05:00 P.M.), to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Postal Ballot Form should be completed and signed by the shareholder. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members, will also be accepted. Postal Ballot Forms received after 05:00 P.M. on Monday, 29th April, 2019 shall be deemed invalid.
11. The Board of Directors of the Company has appointed CS Manoj Maheshwari (FCS 3355), Company Secretary in practice, Jaipur as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
12. The Scrutinizer will submit his report to authorized person after the completion of scrutiny of the voting done through the postal ballot forms received in physical and through e-voting process, and the consolidated results thereof will be announced on or before Wednesday, 1st May, 2019 at the Registered Office of the Company situated at Industrial Area, Dahod Road, Banswara-327001 (Rajasthan) at 5:00 P.M. (appointed time) by authorized Director of the Company. The result will be communicated to the stock exchanges, depository and will be uploaded on the Company's website i.e. www.banswarasyntex.com.
13. The last date of receipt of the Postal Ballot Forms / e-voting i.e. Monday, 29th April, 2019, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
14. This Postal Ballot Notice is also placed on the website of the Company www.banswarasyntex.com and on the website of CDSL at www.evotingindia.com.
15. The dispatch of the Postal Ballot Notices will be completed by Saturday 30th March, 2019. The voting through Postal Ballot/e-voting will commence on Sunday, 31st March, 2019 at 9:00 A.M. and end on Monday, 29th April, 2019 at 05:00 P.M.
16. Any query/grievances in relation to the resolution proposed to be passed by Postal Ballot may be sent to Shri H.P. Kharwal the Company Secretary & Compliance officer at the Registered Office of the Company situated at Industrial Area, Dahod Road, Post Box No. 21, Banswara-327001 (Rajasthan). E-mail ID: hpkharwal@banswarasyntex.com, Contact No. 02962-257676, 257679-681.
17. All relevant documents referred in the Postal Ballot Notice shall be open for inspection at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and National Holidays) during business hours up to the date of declaration of the result of Postal Ballot.

18. E-voting Facility.

The business may be transacted through e-voting Services provided by Central Depository Services (India) 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 Sunday 31st March, 2019 and ends at 5:00 P.M. on Monday, 29th April, 2019. 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. Friday, 22nd March, 2019 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 through e-voting would not be entitled to vote through postal ballot.
- (iii) The share holders should logon to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab
- (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) 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. In case of any other queries/grievances connected with voting by electronic means, you may also contact Shri Patrick A. Butelho of Computech Sharecap Limited, on 022-22635000-01. E-mail ID: helpdesk@computechsharecap.in.
- (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 helpdeskevoting@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 Sunday 31st March, 2019 and ends at 5:00 P.M. on Monday, 29th April, 2019. 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. Friday 22nd March, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) In case you have any queries or issues regarding remote 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.
- (d) Members have the option either to vote through the remote e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from the Company, fill in the requisite details and send the same to the Company.

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

ITEM NO. 1:

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

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

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

Since Shri Jagdeesh Mal Mehta, (DIN: 00847311) Independent Director of the company has attained the age of Seventy Seven years, and require shareholders' approval for continuation of his current term. The appointment of Shri Jagdeesh Mal Mehta as an Independent Directors of the Company to hold office for the period of 5 years effective from 27th October, 2016 was approved by the shareholders of the Company at their 41st Annual General Meeting held on 14th September 2017. He has attained the age of 75 years on 21st October, 2017. The Nomination & Remuneration Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that he is expert in his respective field and his experience and valuable guidance is beneficial to the Company. Hence, in order to take advantage of his counsel and advice would be appropriate that he continue to serve on the Board till the completion of his present terms of appointment as already approved by the Members. Accordingly, the Board through resolution by circulation, on the recommendation of the Committee, have recommended for the approval of the Members, the continuation of the term of Shri Jagdeesh Mal Mehta as Independent Director of the Company w.e.f. 1st April, 2019 till the end of current tenure i.e. up to the 26th October, 2021. The Board recommends the Resolution as set out above for approval of the members as Special Resolution. In the opinion of the Board, he fulfills the conditions specified under the Companies Act, 2013 for such appointment and that he is independent of the management.

Brief profile of Director including the information required to be furnished under regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are given below:

Name of Director	Shri Jagdeesh Mal Mehta
DIN	00847311
Date of Birth	22.10.1942 (77 years of age)
Date of appointment	27.10.2016
Nationality	Indian
Qualification	B.A. L.LB
Relationship between the directors inter-se	N.A.
Experience & nature of expertise in specific function areas	He has career spanning over 48 years since 1971; he has been CEO, with the total responsibility of a company, reporting directly to chairman. He has excellent track record in managing various type of companies in different industries like, oil & gas (Refinery), Textiles, Chemicals, Power Newspaper etc.
Name of the company in which directorship	Technocraft Industries (India) Limited
Member of the committee of the Board of other companies	Member of Audit Committee of Technocraft Industries (India) Limited
No. of shares held in company	205
Terms and condition of continuation of appointment	Same as approved by shareholders in the 41 st Annual General Meeting held on 14 th day of September, 2017
Remuneration sought to be paid/last drawn	Only sitting fees is being provided
The Number of meeting of the board of directors attained during the year	4
Chairmanship of Committees in other Boards	Nil

Keeping in view the experience of and contributions made by Shri Jagdeesh Mal Mehta who have attained the age of 75 years, the Board recommends the Special Resolution set out in the Item No. 1 for the approval of the shareholders of the Company.

Except Shri Jagdeesh Mal Mehta, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

**PLACE: BANSWARA
DATE: 27.03.2019**

BY THE ORDER OF THE BOARD OF DIRECTORS

**Registered Office
Industrial Area, Dahod Road,
Banswara-327001 (Rajasthan)**

**H.P. KHARWAL
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP No. 28614**



POSTAL BALLOT FORM

(To be sent dully filled and signed to the Scrutinizer appointed by the company)
(Please read the instructions carefully before filling this form)

Serial No.:-

1.	Name(s) of Member(s)/Beneficial Owner: (including joint holders, if any, in block letters)	_____
2.	Registered address of the sole/first named Member/Beneficial Owner:	_____ _____ _____
3.	Registered Folio no./DP ID*/Client ID*: (*applicable to members holding shares in dematerialized form)	_____
4.	Number of shares held:	_____

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 27th day of March, 2019 issued by the Company by conveying my/our assent (FOR)/dissent (AGAINST) to the said Resolution by placing the tick mark (✓) in the appropriate column below:

Sr. no.	Particulars	No. of Share(s) held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution for Continuation of Directorship of Shri Jagdeesh Mal Mehta, (DIN: 00847311), Independent Director.			

Place:

Date:

Signature of the Member/ Beneficial Owner

NOTE:

- If the voting rights are exercised electronically, there is no need to use this form.
- Please read carefully the instructions mentioned overleaf before exercising your vote.

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



ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the <https://www.evotingindia.com>. The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Sunday, March 31 , 2019 at 09:00 A.M.	Monday, April 29 , 2019 at 05:00 P.M.

Notes:

Please read instructions printed below carefully before filing this form and for e-voting, please refer to the instructions for voting through electronic means

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INSTRUCTIONS:

1. A member desiring to exercise vote by postal ballot should complete this postal ballot form with the assent (for) or dissent (against) and send it to the scrutinizer in the attached postage-prepaid self-addressed Business Reply envelope so as to reach the Scrutinizer, not later than the close of working hours on Monday, 29th April, 2019 (05:00 P.M.), to be eligible for being considered. Any Postal Ballot Form received after the aforesaid time and date will be treated as if Postal Ballot Form, from such Members, has not been received.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the shareholder. In case of joint shareholding, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named Member and in his absence, by the next named Member. Joint shareholders shall be counted as single shareholder when voting right is considered.
4. Unsigned/incomplete/defaced/mutilated Postal Ballot Form will be rejected.
5. Where the postal ballot form has been signed by an authorised representative of Body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form.
6. Shareholders need not to use all his votes nor he needs to cast all his votes in the same way.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholder on the cut-off date.
8. The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy thereof is permitted.
9. Envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.
10. Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.).
11. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in-duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in instruction number 1 above.
12. Votes of the Members from whom no Postal Ballot Form is received or is received after the stipulated time, as mentioned in the instruction number 1 of this leaf, shall not be counted for the purpose of the passing the Resolutions.
13. Members are requested NOT to send any other paper alongwith the postal ballot form in the enclosed postage-prepaid self-addressed Business Reply envelope.

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