

BETEX INDIA LIMITED

CIN : L17119GJ1992PLC018073

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

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

E-mail : corporate@betexindia.com

Date: 31/08/2019

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Daial Street, FORT,
Mumbai: 400 001

Scrip Code: 512477

Sub. : Notice of 32nd Annual General Meeting of the Members of the Company

Dear Sir/Madam,

Please find enclosed herewith the notice convening the 32nd Annual General Meeting (AGM) of the members of the company scheduled to be held on Monday, 30th September, 2019 at 10.00 A.M. to transact the business mentioned in the said AGM Notice.

As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of the SEBI (LODR), Regulations, 2015, the Company is providing to its members the facility to cast their vote by electronic means on all resolutions set forth in the said Notice. The instructions for e-voting are mentioned in it.

Kindly take the same on your records.

Thanking You

FOR BETEX INDIA LIMITED

Varsha

VARSHA MAHESHWARI
(Company Secretary and Compliance Officer)



Encl: As above

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of BETEX INDIA LIMITED will be held on Monday, 30th September, 2019 at 10:00 a.m. at 436, GIDC, Pandesara, Surat -394221 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt;
 - i) The Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and Profit & Loss Account for the year ended March, 2019 together with the reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Rajkumar Somani (DIN No. 00254038), who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible, offer himself for re-appointment.
3. **APPOINTMENT OF STATUTORY AUDITORS**

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

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, including any statutory enactment or modification thereof, **M/s. B.CHORDIA & CO, Chartered Accountants (FRN No. 121083W), Surat**, be and is hereby appointed as the Statutory Auditors of the Company for the term of 3 years i.e. 01.04.2019 to 31.03.2022 and hold office until the conclusion of the 35th Annual General Meeting of the Company to be held in the calendar year 2022, at such remuneration plus tax, out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors and the Auditors."

SPECIAL BUSINESS:

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

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149,152 and other applicable provisions if any, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors, **Mr. Mahesh Kumar Somani (DIN:00106449)**, a Non-Executive Director of the Company whose term of office expires at this Annual General Meeting and in respect of whom the company has received a notice in writing from a member along with deposit of the requisite amount under Section 160 of the Act, proposing his candidature for the office of director be and is hereby appointed as Non- Executive Director of the Company to hold office for a term up to 3 (Three) consecutive years with effect from October 1st, 2019 whose office shall be liable to retire by rotation and other terms and conditions including designation of his appointment shall remain the same unless otherwise as may be decided by the Board and Members of the Company."



“RESOLVED FURTHER THAT any one director of the company be and is hereby severally authorized to do all such acts, deeds and things as may be required to give full effect to this resolution.”

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mahesh Kumar Somani as Non-Executive Director, for the approval by the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is interested, financial or otherwise, in the resolution set out at Item No. 4 except Mr. Mahesh Kumar Somani.

On behalf of the Board of Directors
For Betex India Limited



Rajkumar Somani

Rajkumar Somani
(Director)

Place: Surat

Date: 05th August, 2019

Registered Office:

436, GIDC, Pandesara,

Surat-394221

CIN: L17119GJ1992PLC018073

Website: www.betexindia.com

Email: corporate@betexindia.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are Liable to be considered as invalid. It is advisable that the Proxy Holder's signature may also be furnished in the Proxy Form, for identification purposes. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their copies of the Annual Report to the meeting. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Members intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 2 days in advance of the Annual General Meeting.
6. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz M/s. Bigshare Services Pvt. Ltd. Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.

8. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
9. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2019 is uploaded on the Company's website www.betexindia.com and may be accessed by the members.
10. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes 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 2018-19 is being sent in the permitted mode.
11. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
12. Company's environment friendly agenda and to participate in MCA's Green Initiative, members are requested to register/update their e-mail address with their Depository Participants. Members who are holding shares in physical form are requested to send their e-mail address at investor@bigshareonline.com for updation.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar.
14. **Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 32ND Annual General Meeting (AGM) by electronic means, as an alternative to vote physically at the AGM, and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited. It may be noted that this e-voting facility is optional.
15. The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:-

- (i) The voting period begins on 27/09/2019 at 9:00 AM IST and ends on 29/09/2019 at 5:00 PM IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date 20/09/2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders tab.
- (iv) Now Enter your User ID



c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) If you are a first time user, follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Rakesh Kumar with serial number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

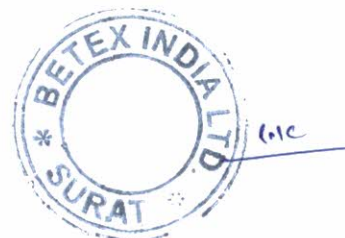
(xi) Click on the EVSN for the "BETEX INDIA LIMITED" on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app. M-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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, 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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.

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 on 27/09/2019 at 9:00 A.M. IST and ends on 29/09/2019 at 05:00 P.M. IST. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20/09/2019 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 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
16. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off date of 20/09/2019.
17. Mr. Dhiren R. Dave, Practicing Company Secretary (Membership no. FCS 4889) has been appointed as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
18. The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
19. The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.betexindia.com within three days of the passing of the resolutions at the Annual General Meeting of the Company will be held on Monday, 30th day of September, 2019 and communicated to the BSE Ltd. within the prescribed period



DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant To Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements Regulations, 2015) & Secretarial Standard 2]

| Name of Director | Mr. Raj Kumar Somani | Mr. Mahesh Kumar Somani |
|---|--|---|
| Date of Birth | 10/04/1960 | 28/06/1953 |
| Date of Appointment | 27/08/2001 | 27/08/2001 |
| Expertise in specific functional areas | Project & Administration | General Management |
| Qualifications | B.com | B.com |
| Shareholding in the Company as on 05.08.2019 | 45000 | 45000 |
| List of other public limited companies in which Directorship held as on 05.08.2019 | 1. Sumicot Limited | NONE |
| List of other entities in which the person also holds membership of committee of the Board. | NONE | NONE |
| Relationships between Directors inter-se | Brother of Mr. Mahesh Kumar Somani and Father of Ritesh Kumar Somani | Brother of Mr. Raj Kumar Somani and Father of Manish Kumar Somani |

Explanatory Statements Pursuant To Section 102(1) of the Companies Act, 2013**ITEM NO. : 04**

The Board of Directors at their meeting held on 13.08.2019, on the recommendation of Nomination and Remuneration Committee and board of directors, Mr. Mahesh Kumar Somani who has been appointed as a Non-Executive Director of the Company pursuant to the provision of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, whose office is going to expire on the conclusion of this meeting on 30.09.2019, is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and eligible for appointment of Director and has also given his consent to act as a Non-Executive Director is proposed to be appointed as a Non- Executive Director of the Company for a consecutive period of 3 years with effect from October 1, 2019.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mahesh Kumar Somani as a Non- Executive Director. Accordingly, the Board recommends this resolution in relation to their appointment as Non-Executive Director, for the approval by the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is interested, financial or otherwise, in the resolution set out at Item No. 4 except Mr. Mahesh Kumar Somani.

On behalf of Board of Directors
For Betex India Limited

Rajkumar Somani

Rajkumar Somani
(Director)

Place: Surat

Date: 05th August, 2019

Registered Office:

436, GIDC, Pandesara,

Surat-394221

CIN: L17119GJ1992PLC018073

