

B.T. SYNDICATE LIMITED

CIN : L24231WB1983PLC035857

Registered Office : AA-47, Salt Lake City Sec: 1, BL - AA Kolkata - 700064. West.Bengal.

Email ID : btsyndicate1983@gmail.com | Website : www.btsync.com | Tel: 40074714

Date: 22nd May, 2019

<p>To, Department of Corporate Services, BSE LIMITED P. J. Towers, Dalal Street, Mumbai - 400 001. Scrip Code: 542206</p>	<p>To, Department of Corporate Services, Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai - 400 098, India.</p>
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Dear Sir/ Madam,


Sub: - Submission of Notice of Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith the notice along with the e-voting instructions of the Annual General Meeting of the company to be held on 13.06.2019. The aforesaid have also been sent to all the eligible shareholders and are also available on the website of the company at www.btsync.in.

Kindly take the same on your records.

Thanking You,
Yours Truly,

For B.T. SYNDICATE LTD
For B.T. SYNDICATE LIMITED


Mr. Bhavin Jain *Autho. Sign*
Director
DIN: 00741604

B.T. SYNDICATE LIMITED

CIN: L52100WB1983PLC035857

Registered Office: AA-47, Salt Lake City Sec: 1, BL – AA Kolkata – 700064. West Bengal.

Email ID: btsyndicateltd1983@gmail.com , info@bsync.in | Website: www.btsync.in|

Tel: 022 61642424

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF B.T. SYNDICATE LIMITED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT AA-47, SALT LAKE CITY SEC: 1, BL-AA KOLKATA - 700064 ON JUNE 13, 2019, THURSDAY AT 02.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.**
- 2. To appoint a Director in place of Mr. Bhavin Shantilal Jain (DIN: 00741604), who retires by rotation and being eligible offered himself for re-appointment.**
- 3. To appoint a Director in place of Mr. Priyesh Shantilal Jain (DIN: 00741595), who retires by rotation and being eligible offered himself for re-appointment.**
- 4. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration and in this regard 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 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of M/s. Viral Jain & Associates, Chartered Accountant, Mumbai, bearing Firm Membership No. 148019 as the Statutory Auditors of the Company, who holds the office for a term of Five Years, from the conclusion of the Annual General Meeting held on 13.06.2019 till the conclusion of Annual General Meeting of the Company to be held in the year 2024 (subject to ratification of their appointment at every Annual General Meeting) and to fix their remuneration as may be agreed upon, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable an expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

SPECIAL BUSINESS

5. To Increase The Authorized Share Capital Of The Company And Alter The Clause V Of Memorandum Of Association Of The Company:

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 61 and 13 and other applicable provisions, if any, of the Companies Act, 2013, read with (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of B.T. Syndicate Limited the authorized share capital of the Company be increased from Rs. 6,25,00,000 (Rupees Six Crores Twenty Five Lakhs) divided into 6,25,00,000 (Rupees Six Crores Twenty Five Lakhs) equity shares of the face value of Rs. 1 (Rupees One) each to Rs. 11,00,00,000 (Rupees Eleven Crores) divided into 11,00,00,000 (Eleven Crores) equity shares of the face value of Rs. 1 (Rupees One) each by creation of additional capital of Rs. 4,75,00,000 (Rupees Four Crores and Seventy Five Lakhs) divided into 4,75,00,000 (Four Crores Seventy Five Lakhs) equity shares of the face value of Rs. 1(Rupees One) each ranking pari-passu with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed **thereunder, the Memorandum of Associations of the Company is be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V as under:**

“V. The Authorised Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crores) divided into 11,00,00,000 (Eleven Crores) equity shares of the face value of Rs. 1 (Rupees One)each with power to increase and reduce the capital and divide the shares in the capital for the time being into several classes and attach thereto respectively such preference, deferred or special rights, privileges or conditions as may be determined by the and in accordance with regulations of the Company and to vary, modify or abrogate any rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the Company.”

“FURTHER RESOLVED THAT the Chairman and Managing Director of the Company or any one of the Directors of the Company or the Company Secretary of the Company be and are hereby authorised to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the Registrar of Companies, West Bengal at Kolkata, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. Issue of Bonus Equity Shares

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of section 63 and other applicable provisions of the Companies Act, 2013 (the Act), Rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Foreign Exchange Management Act 1999, (including statutory modifications or re-enactment of aforesaid and for the time being in force), enabling provisions of the Memorandum and Articles of Association of B.T. Syndicate Limited (the Company), other statutes, law, notifications, circulars, rules and regulations as may be applicable and relevant and subject to requisite approvals or permissions, if any, and subject to such conditions as may be prescribed by any of them while granting approval or permission as may be agreed by the Board of the Company, the approval and consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized for capitalization of such sum as indicated in explanatory statement, from and out of the capital redemption reserve, securities premium account, and/or retained earnings including general reserve and/or any other permitted reserves/surplus of the Company and in such manner and proportion, as may be considered appropriate, for the purpose of issue of bonus equity shares of face value of ` 1 each (Bonus Shares or Bonus Issue), to be credited / allotted as fully paid-up equity shares to the holders of existing equity shares of the Company, in consideration of their said holding, in the proportion of four equity share of face value of ` 1 each for every five equity share of face value of ` 1 each held by the Members as on the record date to be specified in this respect, and that the Bonus shares so distributed shall for all purpose be treated as an increase in the paid-up capital of the Company and held by each of such members.

RESOLVED FURTHER THAT the members as on date as may be determined for this purpose shall be entitled for Bonus Shares and in this respect for determining the eligibility of members for Bonus Issue, the Register of Members / Share Transfer Books will be closed for such period as may be fixed and/or a Record date to be fixed (for sake of brevity, referred to as the “Record Date” or “Entitlement Date”) and Bonus Shares shall be allotted / credited to those Members holding equity shares of the Company on the aforesaid date.

RESOLVED FURTHER THAT The bonus equity shares to be so issued and allotted under this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company for the time being in force and shall rank pari passu in all respect with the fully paid-up equity shares of the Company as exist on record date fixed in this respect.

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in demat or dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective depository participant and in the case of members who hold equity shares in physical or certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to non-resident members including non-resident Indians, persons of Indian origin, overseas citizens, foreign portfolio

investors (FPI), foreign institutional investors (FIIs) and other foreign or non-resident investors, shall be subject to the approval of the Reserve Bank of India or any other authority as may be necessary, or the Board may decide to allot the relevant Bonus Shares after receipt of statutory approvals and in case of non receipt of the approvals, the entitlement may be moderated or be treated in such manner as the Board may appropriately decide.

RESOLVED FURTHER THAT pursuant to SEBI (Share Based Employee Benefits) Regulations 2014 and any amendments thereto from time to time, employee stock options outstanding including granted whether vested or not and remain unexercised, as per the Employee Stock Option Scheme of the Company, shall be deemed as appropriately adjusted including number, exercise price etc. keeping in view to give effect of the Bonus Issue and further the Board or the Committee is hereby authorized to make appropriate adjustments, arrangement, change of the terms, letter, allot bonus options and determine the matters as may be necessary to give reasonable effect of the Bonus Issue to the options.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the Bonus Shares, the Board be and is hereby authorized to make such suitable arrangements to deal with the fractions or to decide to disregard or ignore the fractions and give appropriate effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (in this Resolution and explanatory statement referred to as the "Board" which term includes committee thereof) be and is hereby authorized, in its absolute discretion as deem fit, subject to SEBI Regulations and applicable law, create, issue, allot, credit or distribute the Bonus Shares, to do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, listing of the allotted equity shares on the stock exchanges, and to clarify, settle and issue directions for all matters and difficulties arising out of and incidental thereto, and approve / authorize to sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings that may be necessary in relation to giving effect to this resolution and relating thereto, including to withdraw or diminish the Bonus Issue to the extent permitted and generally to do all acts, deeds, and steps that may be necessary, desirable, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution including to settle all matters, issues, questions, difficulties or doubts that may arise at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions, deeds and decisions taken by the Board and/or key managerial personnel in relation to any matters referred or contemplated in these resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to delegate all or any of the above powers including to decide the record date, entitlement date to Committee or Director or Officer of the Company or any other person and generally to do all acts, deeds, and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

7. To Approve Change In Name Of The Company:

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to the availability of name, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from “B.T. Syndicate Limited ” to “NIVAKA FASHIONS LIMITED” or any other name as may be approved by the Central Government, Registrar of Companies and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is **“NIVAKA FASHIONS LIMITED”**

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof be and is hereby authorized to file applications with the regulatory authority, respective forms for making application for change of name or apply for such other name with the brand name “NIVAKA” and accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company without making any further reference to the members for their approval.”

**By order of the Board
For B. T. Syndicate Limited**

____Sd/-_____
Bhavin Shantilal Jain
Managing Director
DIN- 00741604

____Sd/-_____
Priyesh Shantilal Jain
Director
DIN-00741595

Place: Kolkata
Date: 21.05.2019

NOTES:

1. A Member entitled to attend and Vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing a proxy, in order to be effective, 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 not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any member holding more than 10% of the Total paid-up capital of the company may appoint a single person as proxy and in such case, the said person shall not act as a proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
2. 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 representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from June 7, 2019, Friday to June 13, 2019, Thursday (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.

10. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, ABS Consultant Private Limited, for assistance in this regard. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
13. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination with their depository Participant for recording nomination in respect of their shares.
14. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode. Electronic copy of the Annual Report for 2019 is being sent to all the members who's 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 2019 is being sent in the permitted mode. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
15. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company. As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to the Company from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies

of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.

17. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website www.btsync.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: btsyndicateltd1983@gmail.com.
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
19. In terms of relevant provisions of SEBI (LODR) 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Jaymin Modi, Scrutinizer, A/302, Om Mahavir CHSL, Navghar Cross , S.V Road, Bhayandar (East), Thane - 401105.
20. Members can request for a Ballot Form at B.T. Syndicate Ltd, AA-47, Salt Lake City SEC: 1, BL-AA Kolkata - 700064, West Bengal, Tel No: 033- 40074714, Email Id:- btsyndicateltd1983@gmail.com, Web Site :- www.btsync.in.
21. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
22. The E-voting period for all items of business contained in this Notice shall commence from June 10, 2019, Monday at 9.00 a.m. and will end on June 12, 2019, Wednesday at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of June 6, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on June 6, 2019.
23. M/s Jaymin Modi & Co., Company Secretaries (Membership No. ACS 44248) has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

24. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
25. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

26. (A) Voting through electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (www.btsync.com).

The e-voting period commences on June 10, 2019 (9:00 am) and ends on June 12, 2019 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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 6th June, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 6th June, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (btsyndicateltd1983@gmail.com)

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

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

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person

authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Assuring you of our best services,

Regards,
e-Voting support desk
National Securities Depository Limited (www.nsdl.co.in)

Explanatory Statement Pursuant To Section 102 (1) Of the Companies Act, 2013

Item No. 5 & 6: Increase in Authorized Share Capital and issue of Bonus Equity Shares

The equity shares of the Company are listed and traded on the BSE Limited and MSEI Limited. Considering, inter-alia the financial parameters, and the position of reserves of the Company, the Board at its meeting held on 21 May 2019, subject to consent of the members of the Company, recommended issue of bonus equity shares to the holders of equity shares of the Company in the ratio of 4:5 (i.e. 4 bonus fully paid-up equity share of ` 1 each for every 5 existing fully paid-up equity share of ` 1 each held), by capitalizing a sum not exceeding ` 4,56,40,000 or appropriate sum as may be necessary, out of capital redemption reserve, securities premium account and/or retained earnings including general reserve and/or any other permitted reserves/surplus of the Company, as may be considered appropriate. The Board recommends issue of Bonus Shares also keeping in view to encourage the participation of small investors by making equity shares of the Company affordable and to expand the retail shareholders base.

A record date for the purpose of Bonus Shares will be fixed and disclosed to the Stock Exchanges and also made available on the Company's website. Bonus Shares will be allotted to those members whose names appear on the Company's Register of Members on the Record Date and; in respect of the shares held in dematerialized mode, to members whose names and details are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

Article 213(a) of the Articles of Association of the Company inter alia provides for capitalization of reserve, security premiums and of profit, surplus etc otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares. Increase in the Authorized Share Capital is intended in order to enable the Company to issue Bonus Shares. In order to accommodate the Bonus Issue, it is proposed to increase the authorised share capital of the Company in the manner as set out in the resolution. Presently, the subscribed and paid-up share capital of the Company is ` 6.25 crores which will be increased by virtue of allotment of Bonus Shares.

Consequent to the increase in the authorized share capital of the Company, Clause V of the Memorandum of Association is proposed to be altered as set out in the Resolution in this respect. Pursuant to applicable provisions of the Companies Act, 2013, consent of the members is sought for the issue of Bonus equity shares and the increase in Authorized Share Capital and consequential alteration in capital clause in the Memorandum of Association of the Company as set out in the **Resolutions at Item Nos. 5 and 6 of the accompanying Notice.**

A copy of the Memorandum and Articles of Association of the Company is available for inspection during business hours on working days at the registered office and corporate office of the Company. The Board recommends the passing of the resolutions relating to Bonus Issue and increase in the authorized capital as set out in the accompanying Notice.

Directors, Key Managerial Personnel of the Company and their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares and/or stock options in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

Item No. 7: To Approve Change In Name Of The Company:

The Board of Directors of the Company in its meeting held on 21st May 2019 decided to change the name of the Company from “B.T. SYNDICATE LIMITED” to “NIVAKA FASHIONS LIMITED” because NIVAKA stands for “Improvised as well as Surprised, Board considered the same as an appropriate name for the company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

The name “NIVAKA FASHIONS LIMITED” is available on the portal of Registrar of Companies. The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

**By order of the Board
For B. T. Syndicate Limited**

_____Sd/-_____
Bhavin Shantilal Jain
Managing Director
DIN- 00741604

_____Sd/-_____
Priyesh Shantilal Jain
Director
DIN-00741595

Place: Kolkata
Date: 21.05.2019

ATTENDANCE SLIP

36TH ANNUAL GENERAL MEETING ON 13TH June, 2019

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 36th Annual General Meeting of the Company at AA-47, Salt Lake City Sec:1, BL-AA Kolkata - 700064 on June 13, 2019, Thursday at 02.00 P.M.

Signature of the Shareholder or Proxy

Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

Electronic Voting Event Number (EVEN)	USER I'D	PASSWORD

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration Rules, 2014]

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No. /Client Id & DP. Id:	

I/We.....being a member / members holding.....shares of B.T.SYNDICATE LIMITED hereby appoint:

1	Name:	Address:
	Email ID:	Signature:
2	Name:	Address:
	Email ID:	Signature:
3	Name:	Address:
	Email ID:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held Thursday, June 13, 2019 **at 02:00 P.M.** at **AA-47, Salt Lake City Sec: 1, Bl- AA Kolkata - 700064, West Bengal** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Description.	No. of shares held	FOR	AGAINST
1	To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31 st March, 2019 and Balance Sheet as at that date, Cash Flow statement for the year ended 31 st March, 2019			

	and Report of the Directors and Auditors thereon.			
2	To appoint a Director in place of Mr. Bhavin Shantilal Jain who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
3	To appoint a Director in place of Mr. Priyesh Shantilal Jain who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
4	To ratify the appointment of Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit			
5	To Increase The Authorized Share Capital Of The Company And Alter The Clause V Of Memorandum Of Association Of The Company			
6	Issue of Bonus Equity Shares			
7	To Approve Change In Name Of The Company			

Signed this 13th day of June, 2019

Signature(s) of the Shareholder(s).....

Signature of Proxy Holder.....

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

PAPER – MGT -12

BALLOT PAPER/POLLING PAPER

Name(s) of Member(s) : (In BLOCK/CAPITAL LETTERS)	
Registered Address :	
DP ID / Client ID* or Registered Folio No :	
No. of equity shares held :	

***Applicable in case of Share held in electronic form**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 36th Annual General Meeting of Company scheduled to be held on Thursday, 13th June, 2019 at 02:00P.M. at AA-47, Salt Lake City Sec:1, BL-AA Kolkata – 700064, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated here in below:

ResoNo.	Resolution	No. of Equity Share(s) held	I/We assent to the resolutio n (For)*	I/We dissent to the resolutio n (Against) *
Ordinary Businesses				
1.	To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31 st March, 2019 and Balance Sheet as at that date, Cash Flow statement for the year ended 31 st March, 2019 and Report of the Directors and Auditors thereon.			

2.	To appoint a Director in place of Mr. Bhavin Shantilal Jain who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
3.	To appoint a Director in place of Mr. Priyesh Shantilal Jain who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
4.	To ratify the appointment of Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit			
Special Businesses				
5.	To Increase The Authorized Share Capital Of The Company And Alter The Clause V Of Memorandum Of Association Of The Company			
6.	Issue of Bonus Equity Shares			
7.	To Approve Change In Name Of The Company			

*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Date:

Signature of Member

Route Map towards venue of AGM 2018-19 of B.T. Syndicate Limited

