



BSL/SEC/2024-25/27

14th July, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
(Maharashtra)
Scrip Code: 503722

National Stock Exchange of India Ltd
Exchange Plaza Bandra-Kurla,
Bandra (East), Mumbai-400051
(Maharashtra)
Symbol :BANSWRAS

Sub: Notice of 48th Annual General Meeting, E-Voting and Book Closure

Dear Sir /Madam,

Pursuant to Regulation 30, 42, 44 and other applicable regulations of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, we hereby inform you that: the 48th Annual General Meeting (“AGM”) of the company will be held on **Tuesday, August 06, 2024 at 04:30 P.M.** (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the businesses as listed in the Notice of AGM.

The company has provided the facility to vote by electronic means (Remote e-Voting) on all Resolutions as set out in notice of AGM to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. on **Tuesday, 30th July, 2024.**

The remote e-voting will commence at 9:00 A.M. (IST) on **Friday, August 2, 2024 and end at 5:00 P.M. (IST) on Monday 5, 2024.**

The Notice of 48th AGM and Annual Report for the Financial Year 2023-24 are also made available on the website of the Company and can be accessed at below link:-

https://www.banswarasyntex.com/wp-content/uploads/2024/07/BalSheet_202324.pdf

A copy of Notice of the AGM is attached for your information and records.

Thanking You,

Yours faithfully
For BANSWARA SYNTEX LIMITED

(H.P. KHARWAL)
Company Secretary & G.M. (Legal)
Membership No. FCS 12923
Ecl. 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 66336586
Email : info@banswarasyntex.com

REGISTERED OFFICE & MILLS

Industrial Area, Dahod Road, Banswara – 327001 (Rajasthan)
Tel : + 91 2962 240690-93, 257679-68 | Fax : + 91 2962 240692
Email : secretarial@banswarasyntex.com

NOTICE OF 48TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 48th Annual General Meeting (AGM) of the Members of Banswara Syntex Ltd. (the Company) will be held on Tuesday, the 6th day of August, 2024 at 4.30 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

"The Proceeding of the 48th AGM shall be deemed to be conducted at the Registered Office of the Company at Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001 (Rajasthan)."

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and Auditor's report thereon.
2. To declare final dividend on Equity Shares for the financial year ended 31st March, 2024.
3. To appoint a Director in place of Shri Rakesh Mehra, Whole Time Director (DIN: 00467321), who retires by rotation and, being eligible offers himself for re-appointment.

SPECIAL BUSINESS**4. To ratify the Remuneration to the Cost Auditors for the Financial Year 2024-25.**

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)], the remuneration of ₹ 2,60,000/- (Rupees Two Lakh Sixty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses in connection with the audit, payable to M/s. K.G. Goyal & Co., Cost Accountants (Firm Registration No.000017) who were appointed by the Board of Directors of the Company, as Cost Auditors to conduct the audit of the cost records maintained by the Company for Financial Year ending on 31st March, 2025, be and is here by ratified and confirmed.

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

5. To ratify the payment of excess managerial remuneration paid to Shri Rakesh Mehra (DIN – 00467321), Chairman and Whole-Time Director of the Company and to waive recovery thereof

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") read with Schedule V of the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to ratify and to waive recovery of excess remuneration amounting to ₹ 41,11,344/- (Rupees Forty One Lakh Eleven Thousand Three Hundred Forty Four only) paid to Shri Rakesh Mehra (DIN:00467321), Chairman and Whole-Time Director of the Company during the Financial Year 2023-24 being remuneration within the limits as approved by the Members of the Company at the 47th Annual General Meeting held on 5th August, 2023 however exceeding the limits prescribed by the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to take all steps as may be considered necessary for obtaining necessary approvals, in relation to the above, if any, and to settle all matters arising out of and incidental thereto and to sign and execute such documents and writings as may be required on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

6. To ratify the payment of excess managerial remuneration paid to Shri Ravindra Kumar Toshniwal (DIN: 00106789), Managing Director of the Company and to waive recovery thereof

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") read with Schedule V of the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to ratify and waive the recovery of excess remuneration amounting to ₹ 25,16,974/- (Rupees Twenty Five Lakh Sixteen Thousand Nine Hundred Seventy Four only) paid to Shri Ravindra Kumar Toshniwal (DIN: 00106789), Managing Director of the Company during the Financial Year 2023-24 being remuneration within the limits as approved by the Members of the Company at the 47th Annual General Meeting held on 5th August, 2023 however exceeding the limits prescribed by the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to take all steps as may be considered necessary for obtaining necessary approvals, in relation to the above, if any and to settle all matters arising out of and incidental thereto and to sign and execute such documents and writings as may be required on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

7. To ratify the payment of excess managerial remuneration paid to Shri Shaleen Toshniwal (DIN: 00246432), Jt. Managing Director of the Company and to waive recovery thereof

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

“RESOLVED THAT pursuant to provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with Schedule V of the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to ratify and waive the recovery of excess remuneration amounting to ₹ 23,26,839/- (Rupees Twenty Three Lakh Twenty Six Thousand Eight Hundred Thirty Nine only) paid to Shri Shaleen Toshniwal (DIN:00246432), Jt. Managing Director of the Company during the Financial Year 2023-24 being remuneration within the limits as approved by the Members of the Company at the 47th Annual General Meeting held on 5th August, 2023 however exceeding the limits prescribed by the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to take all steps as may be considered necessary for obtaining necessary approvals, in relation to the above, if any and to settle all matters arising out of and incidental thereto and to sign and execute such documents and writings as may be required on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

8. Revision in Remuneration of Shri Rakesh Mehra (DIN:00467321), Chairman and Whole-Time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and subject to all other requisite approvals, permissions and sanctions if any, the consent of the Members of the Company, be and is hereby accorded to the revision in remuneration of Shri Rakesh Mehra (DIN:00467321), Chairman and Whole-Time Director (Chairman & WTD) of the Company w.e.f. 1st April, 2024 till the remaining period of his tenure as Chairman & WTD i.e. up to 31st December, 2026 on the terms and conditions including remuneration, as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions of remuneration as it may deem fit, subject to the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:-

(I) **Basic Salary:** ₹18,00,000/- per month, w.e.f.1st April, 2024 which shall be increased every year on 1st April by ₹. 2,50,000/- in the scale of ₹. 18,00,000 – 2,50,000– 23,00,000. The first increase in the above salary will be from 1st April, 2025.

(II) **Commission:** The Chairman & WTD shall be entitled to the Commission on the Net Profit of the Company as may be recommended by the Nomination and Remuneration Committee subject to the overall remuneration payable to all the Whole Time Directors as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The available profit will be equally distributed amongst Shri Rakesh Mehra, Chairman and Whole-time Director, Shri Ravindra Kumar Toshniwal, Managing Director and Shri Shaleen Toshniwal, Jt. Managing Director of the Company.

(III) **Perquisites and Benefits:** In addition to above, Chairman & WTD of the Company shall be entitled to the following perquisites:-

CATEGORY (A)

a) Housing:

He will be paid 45% of his basic salary as House Rent Allowance per month or Company may provide lease-based accommodation.

b) House Maintenance Allowance

He will be paid 3% of his basic salary as House Maintenance Allowance per month.

c) Club Fees

Fees of Annual membership fees for maximum 2 clubs as nominee of corporate member except entrance and life membership fees.

CATEGORY (B)

In addition to the perquisites, Shri Rakesh Mehra, Chairman & WTD shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company’s contribution to Provident Fund /Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month’s last drawn Basic Salary for each completed year of service.

c) Leave:

Leave and Leave Encashment as per the rules of the Company. Leave on full salary and allowances, for a period of 24 (twenty four) days for every 12 (twelve) months of service. Accumulation of leave as per Company’s policies and encashment of leave entitled but not utilised during the period at the end of tenure.

d) Insurance:

He will be entitled to group Medclaim insurance policy and group Accidental policy benefits as per policies of the Company.

CATEGORY (C)**a) Conveyance**

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence and other communication devices and their usage. Personal long-distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Shri Rakesh Mehra, Chairman & WTD, shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Shri Rakesh Mehra, Chairman & WTD, for attending the meetings of Board of Directors or any committee thereof.

e) He shall be liable to retire by rotation.

f) Where in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites shall be paid to Shri Rakesh Mehra, Chairman & WTD, subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

a) Shri Rakesh Mehra will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.

b) Either party i.e. the Company and Shri Rakesh Mehra, Chairman & WTD, may terminate the agreement by giving the other party three-months prior notice in writing to that effect.

c) If, at any time, Shri Rakesh Mehra ceases to be Director of the Company for any reason whatsoever, he shall also cease to be the Chairman & WTD of the Company.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites shall be paid/payable to Shri Rakesh Mehra, Chairman & WTD, subject to the applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year may exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the agreement between the Company and Shri Rakesh Mehra, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members for their approval.

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

9. Revision in Remuneration of Shri Ravindra Kumar Toshniwal (DIN:00106789), Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and subject to all other requisite approvals, permissions and sanctions if any, the consent of the Members of the Company, be and is hereby accorded to the revision in remuneration of Shri Ravindra Kumar Toshniwal (DIN:00106789), Managing Director of the Company w.e.f. 1st April, 2024 till the remaining period of his tenure as Managing Director i.e. up to 31st December, 2026 on the terms and conditions including remuneration, as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions of remuneration as it may deem fit, subject to the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:-

(I) **Basic Salary:** ₹ 11,25,000/- per month, w.e.f. 1st April, 2024 which shall be increased every year on 1st April by ₹ 1,75,000/- in the scale of ₹ 11,25,000– 1,75,000 – 14,75,000. The first increase in the above salary will be from 1st April, 2025.

(II) **Commission:** The Managing Director shall be entitled to the Commission on the Net Profit of the Company as may be recommended by the Nomination and Remuneration Committee subject to the overall remuneration payable to all the Whole Time Directors as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The available profit will be equally distributed amongst Shri Rakesh Mehra, Chairman and Whole-time Director, Shri Ravindra Kumar Toshniwal, Managing Director and Shri Shaleen

Toshniwal, Jt. Managing Director of the Company.

(III) Perquisites and Benefits: In addition to above, Managing Director shall be entitled to the following perquisites:-

CATEGORY (A)

a) Housing:

He will be paid 45% of his basic salary as House Rent Allowance per month or Company may provide lease-based accommodation.

b) House Maintenance Allowance

He will be paid 3% of his basic salary as House Maintenance Allowance per month.

c) Club Fees

Fees of Annual membership fees for maximum 2 clubs as nominee of corporate member except entrance and life membership fees.

CATEGORY (B)

In addition to the perquisites, Shri Ravindra Kumar Toshniwal, Managing Director shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month's last drawn Basic Salary for each completed year of service.

c) Leave:

Leave and Leave Encashment as per the rules of the Company. Leave on full salary and allowances, for a period of 24 (twenty four) days for every 12 (twelve) months of service. Accumulation of leave as per Company's policies and encashment of leave entitled but not utilised during the period at the end of tenure.

d) Insurance:

He will be entitled to group Medclaim insurance policy and group Accidental policy benefits as per policies of the Company.

CATEGORY (C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence and other communication devices and their usage. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Shri Ravindra Kumar Toshniwal, Managing Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Shri Ravindra Kumar Toshniwal, Managing Director, for attending the meetings of Board of Directors or any committee thereof.

e) He shall not be liable to retire by rotation.

f) Where in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites shall be paid to Shri Ravindra Kumar Toshniwal, Managing Director, subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

a) Shri Ravindra Kumar Toshniwal will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.

b) Either party i.e. the Company and Shri Ravindra Kumar Toshniwal, Managing Director, may terminate the agreement by giving the other party three-months prior notice in writing to that effect.

c) If, at any time, Shri Ravindra Kumar Toshniwal ceases to be Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director of the Company.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites shall be paid/payable to Shri Ravindra Kumar Toshniwal, Managing Director, subject to the applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year may exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the agreement between the Company and Shri Ravindra Kumar Toshniwal, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members for their approval.

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

10. Revision in Remuneration of Shri Shaleen Toshniwal (DIN: 00246432), Jt. Managing Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and subject to all other requisite approvals, Permission and Sanctions if any, the consent of the Members of the Company, be and is hereby accorded to the revision in remuneration of Shri Shaleen Toshniwal (DIN:00246432) as Jt. Managing Director of the Company w.e.f. 1st April, 2024 till the remaining period of his tenure as Jt. Managing Director i.e. up to 31st December, 2026 on the terms and conditions including remuneration, as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions of remuneration as it may deem fit, subject to the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:-

(I) **Basic Salary:** ₹ 10,25,000/- per month, w.e.f. 1st April, 2024 which shall be increased every year on 1st April by ₹ 1,75,000/- in the scale of ₹ 10,25,000 – 1,75,000 – 13,75,000. The first increase in the above salary will be from 1st April, 2025.

(II) **Commission:** The Jt. Managing Director shall be entitled to the Commission on the Net Profit of the Company as may be recommended by the Nomination and Remuneration Committee subject to the overall remuneration payable to all the Whole Time Directors as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) The available profit will be equally distributed amongst Shri Rakesh Mehra, Chairman and Whole-time Director, Shri Ravindra Kumar Toshniwal, Managing Director and Shri Shaleen Toshniwal, Jt. Managing Director of the Company.

(III) **Perquisites and Benefits:** In addition to above, Jt. Managing Director shall be entitled to the following perquisites:-

CATEGORY (A)

a) Housing:

He will be paid 45% of his basic salary as House Rent Allowance per month or Company may provide lease based accommodation.

b) House Maintenance Allowance

He will be paid 3% of his basic salary as House Maintenance Allowance per month.

c) Club Fees

Fees of Annual membership fees for maximum 2 clubs as nominee of corporate member except entrance and life membership fees.

CATEGORY (B)

In addition to the perquisites, Shri Shaleen Toshniwal, Jt. Managing Director shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law.

a) Provident Fund / Superannuation Fund or Annuity Fund:

The Company's contribution to Provident Fund/ Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

b) Gratuity:

Gratuity payable shall not exceed half month's last drawn Basic Salary for each completed year of service.

c) Leave:

Leave and Leave Encashment as per the rules of the Company. Leave on full salary and allowances, for a period of 24 (twenty four) days for every 12 (twelve) months of service. Accumulation of leave as per Company's policies and encashment of leave entitled but not utilised during the period at the end of tenure.

d) Insurance:

He will be entitled to group Medclaim insurance policy and group Accidental policy benefits as per policies of the Company.

CATEGORY (C)

a) Conveyance

Free use of the Company's car along with the driver. Personal use of car shall be billed by the Company.

b) Telephone

Free telephone facility at residence and other communication devices and their usage. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses

Apart from the remuneration as aforesaid, Shri Shaleen Toshniwal, Jt. Managing Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee

No sitting fee shall be paid to Shri Shaleen Toshniwal, Jt. Managing Director, for attending the meetings of Board of Directors or any committee thereof.

e) He shall be liable to retire by rotation.

- f) Where in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites shall be paid to Shri Shaleen Toshniwal, Jt. Managing Director, subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

- a) Shri Shaleen Toshniwal will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.
- b) Either party i.e. the Company and Shri Shaleen Toshniwal, Jt. Managing Director, may terminate the agreement by giving the other party three-months prior notice in writing to that effect.
- c) If, at any time, Shri Shaleen Toshniwal ceases to be Director of the Company for any reason whatsoever, he shall also cease to be the Jt. Managing Director of the Company.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites shall be paid/payable to Shri Shaleen Toshniwal, Jt. Managing Director, subject to the applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year may exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act

and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the agreement between the Company and Shri Shaleen Toshniwal, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members for their approval.

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

**By order of the Board of Directors
For Banswara Syntex Ltd.**

Place: Mumbai
Dated: 11th May, 2024

Sd/-
(H.P. KHARWAL)
COMPANY SECRETARY
FCS 12923

Registered Office
Industrial Area, Dahod Road,
Post Box No. 21,
Banswara-327001
Rajasthan

NOTES:

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 48th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the **48th AGM** of the Company is being held through VC/OAVM on **Tuesday, 6th August, 2024 at 4.30 P.M. (IST)**. The deemed venue for the AGM will be the Registered Office of the Company, i.e., Industrial Area, Dahod Road, Banswara -327001.
 2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
 3. As per the provisions of Clause 3A.II of the General Circular No. 20/2020 dated 5th May, 2020, the matter of Special Business as appearing at Item Nos. 4 to 10 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
 4. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act) relating to the Special Business to be transacted at the ensuing Annual General Meeting (the Meeting / AGM) is appended hereto. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) is annexed herewith.
 5. Corporate/Institutional Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinize by email through its registered email address at mihen_halani@mha-cs.com with a copy marked to helpdesk.evoting@cdslindia.com
 6. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.
 7. In case of joint holders attending the Meeting, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM..
 8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 10. In compliance with the aforesaid MCA Circulars and SEBI Circulars Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories /Registrar & Transfer Agent ("RTA"), unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.banswarasyntex.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and <https://www.nseindia.com/> respectively, and on the website of CDSL www.evotingindia.com
 11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 48th AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at secretarial@banswarasyntex.com
- 12. Book Closure and Dividend**
- The Register of Members and Shares Transfer Book of the Company shall remain closed from **Wednesday, 31st July, 2024 to the Tuesday, 6th August, 2024** (both days inclusive) for the purposes of the AGM and determining the eligibility of the Members entitled to dividend, subject to the

approval of the Members at the AGM.

Payment of Dividend, if declared at the Meeting, will be paid to the Members, whose names appear on the Register of Members of the Company as on 30th July, 2024. In respect of the shares held in dematerialized form, the Dividend will be paid to Members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners at the close of business hours on 30th July, 2024.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('IT Act'). For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company's RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

14. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

15. Updation of Members' Details

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number,

MICR code, IFSC, etc.,:

- (a) For shares held in electronic form: to their DPs.
- (b) For shares held in physical form: The following details/ documents should be sent to the Company's RTA.
 - (i) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://www.banswarasyntex.com/investors/> and on the website of the RTA at <http://www.computechsharecap.com/forms-center/>
 - (ii) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.
 - (iii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
 - (iv) Self-attested copy of the PAN Card of all the holders; and
 - (v) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

Further, Members are requested to refer to process detailed on website of RTA at www.computechsharecap.com and proceed accordingly.

Shares held in electronic form: Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/ deletion in such bank details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs.

16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.banswarasyntex.com/investors/> and on the website of the Company's RTA's at <http://www.computechsharecap.com/forms-center/> It may be noted that any service request can be processed only after the folio is KYC Compliant.

17. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.

18. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.

19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates alongwith the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

20. Nomination Facility

As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from Company's website at www.banswarasyntex.com and website of the Registrar and Transfer Agent ('RTA') at www.computechsharecap.com Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical Form quoting their Folio No.

21. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA /Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

22. Green Initiative

To support the "Green initiative" and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through

electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s) unless any member has requested for a hard copy of the same. The Annual Report for the Financial Year 2023-24 alongwith Notice for AGM is available at the website of the Company at www.banswarasyntex.com under 'Financials' Section.

23. Unclaimed Dividends

(a) Transfer to the Investor Education and Protection Fund:

Members are hereby informed that the Company is required to transfer dividends which have remained unpaid/unclaimed for a period of seven years from the date on which dividend has become due for payment to the Investor Education and Protection Fund (IEPF) established by the Government. Accordingly, during the year, unclaimed dividends amounting ₹ 4,12,515/- pertaining to the financial year 2015-16 has been transferred to IEPF. Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed/ unpaid for a period of seven years from the dates they became first due for payment. Any Member, who has not claimed the dividend in respect of the financial year 2016-17 to 2022-23 is requested to approach the Company/ RTA of the Company for claiming the same as early as possible.

(b) Details of Unclaimed Dividends on Website:

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends from the financial year 2016-17 and subsequent years under "Investor Relations" section on the website of the Company at www.banswarasyntex.com

(c) Transfer of "Underlying Share" into IEPF:

In terms of Section 124(6) of the Act read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Suspense Account established by the Central Government. As required under the said Rules, the Company has published a Notice in the newspapers inviting the Members attention to the aforesaid Rules. The Company has also sent individual communication to the concerned Members whose shares are liable to be transferred to IEPF Suspense Account, pursuant to the said Rules. The Company has also uploaded full details of such shares due for transfer as well as unclaimed dividends under "Investor Relations" section on the website of the Company at <https://www.banswarasyntex.com/investor-education-protection-fund/>

d) The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form no. IEPF-5, which is available on www.iepf.gov.in for claiming the dividend and/or shares.

- 24. National Automated Clearing House (NACH):** With respect to the payment of dividend, the Company provides the facility of remittance of dividend amount electronically through National Automated Clearing House (NACH) to all Shareholders holding shares in demat and physical form. Shareholders holding shares in physical form who wish to avail NACH facility, may submit their bank details viz., Name of the Bank and Branch, their A/c type and Core Banking A/c No. with 9 digit MICR and 11 digit IFSC code along with the copy of cancelled cheque in the prescribed form, which can be obtained from the Company's Registrar & Share Transfer Agent (RTA), Computech Sharecap Limited, (RTA) at 147, Mahatama Gandhi Road, Fort, Mumbai – 400001, Maharashtra. Requests for payment of dividend through NACH for the year 2023-24 should be lodged with RTA on or before the book closure date. Email id for the same is helpdesk@computechsharecap.in
- 25.** The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 30th July, 2024.
- 26.** CS Mihen Halani (FCS 9926) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting process to be carried out at this AGM in a fair and transparent manner.
- 27.** The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, within Two working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favor or against, if any, and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same.

The results declared along with the Scrutiniser's Report shall be placed on the website of the Company www.banswarasyntex.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins from 9.00 A.M. on Friday, the

2nd August, 2024 and ends at 5.00 P.M. on Monday, the 5th August, 2024. 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 30th July, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v) **Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

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. <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.
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- vi) After entering these details appropriately, click on "SUBMIT" tab
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. 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.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. 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.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@banswarasyntex.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile

Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email ID at secretarial@banswarasyntex.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email ID at secretarial@banswarasyntex.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 _

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item numbers 4 to 10 of the accompanying Notice dated 11th May, 2024.

ITEM NO. 4

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s K.G. Goyal & Co., Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025.

In terms of the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Audit and Records) Rules 2014, the remuneration of the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is required to be ratified by the members.

The remuneration payable to M/S. K.G. Goyal & Co., Cost Auditors of the Company for conducting the audit of the cost records for the financial year ended 2025 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 11th May, 2024 will be ₹ 2,60,000/- (Rupees Two Lakh Sixty Thousand only) plus applicable taxes and reimbursement out of pocket expenses.

Accordingly, consent of the members is sought, for passing an Ordinary Resolution as set out in Item No. 4 of the accompanying Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the members of the Company.

ITEM NO. 5, 6 & 7

Under the provision of Section 197 and other applicable provisions of the Act, if the Company has more than one managing director or whole-time director or manager, remuneration payable to all such directors and manager taken together shall not exceed 10% of the net profits of the Company computed in accordance with Section 198 of the Act.

During the Financial Year 2023-24, the Company has paid remuneration to Shri Rakesh Mehra, Chairman and Whole-time Director (Chairman & WTD), Shri Ravindra Kumar Toshniwal, Managing Director and Shri Shaleen Toshniwal, Jt. Managing Director of the Company in terms of the resolution which was approved by the shareholders in their 47th Annual General meeting held on 5th August, 2023.

For the purpose of managerial remuneration, net profits need to be computed in accordance with Section 198 of the Companies Act, 2013. Due to subdued demand, Textile industry is going through headwinds. Lack of exports demand due to geopolitical tensions, recession and slowdown in Europe, Turkey, US and UK had an impact Company's exports turnover and domestic market continued to face challenges on demand and pricing pressure and overall revenue from operation declined by 16% for the year. Due to this margins were under tremendous pressure

hence, while computing the net profits of the Company, in terms of Section 198 of the Act, resulted into inadequate profits for the purpose of payment of remuneration to Shri Rakesh Mehra, Chairman & Whole Time Director, Shri Ravindra Kumar Toshniwal, Managing Director, and Shri Shaleen Toshniwal, Jt. Managing Director of the Company for the financial year 2023-24 and hence the remuneration paid to the Chairman & WTD, Managing Director and Jt. Managing Director has exceeded the limits specified in Section 197 and Schedule V of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of the Company believes that the remuneration paid to Shri Rakesh Mehra, Chairman & Whole Time Director, Shri Ravindra Kumar Toshniwal, Managing Director, and Shri Shaleen Toshniwal, Jt. Managing Director of the Company is justified in terms of their key role within the Company.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for continues period of 30 days in the preceding financial year and in the current financial year.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on 11th May, 2024, subject to the approval of the Members of the Company, accorded its approval for waiver of the recovery of excess managerial remuneration paid by the Company to Shri Rakesh Mehra, Chairman & Whole Time Director, Shri Ravindra Kumar Toshniwal, Managing Director, and Shri Shaleen Toshniwal, Jt. Managing Director of the Company.

In terms of Section 197(10) of the Act, the Members of the Company can waive the recovery of excess remuneration paid to managerial personnel by way of passing a special resolution, hence it is proposed to seek the approval from the Members of the Company by way of special resolution for waiver of recovery of excess remuneration.

The disclosure required under Schedule V of the Act are mentioned in Annexure 1 to this Notice.

Shri Rakesh Mehra, Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal (being related to each other) are interested in the resolution/s set out at Item Nos. 5, 6 & 7 of this Notice. Their relatives may also be deemed to be interested in the respective resolutions, to the extent of their shareholding interest, if any, in the Company.

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

The Board recommends the Special Resolution set out in the Item No.5, 6 & 7 for the approval of the Members of the Company.

ITEM NO. 8, 9 & 10

As recommended by the Nomination and Remuneration Committee, the Board at its meeting held on 11th May, 2024, approved, revision in remuneration of Shri Rakesh Mehra (DIN: 00467321), Chairman and Whole-Time Director, Shri Ravindra Kumar Toshniwal (DIN: 00106789), Managing Director and Shri Shaleen Toshniwal (DIN: 00246432), Jt. Managing Director of the Company w.e.f. 1st April, 2024 till the remaining period of their tenure i.e. up to 31st December, 2026 on terms and conditions enumerated in the resolutions.

Pursuant to section 197 and 198 read with Schedule V of the Companies Act, 2013 the revised managerial remuneration of Shri Rakesh Mehra, Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal is required to be approved by the Members of the Company.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for continues period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limit specified in section 197 of the Companies Act, 2013 and Regulation 17 (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Members are requested to consider the revision in remuneration of Shri

Rakesh Mehra, Chairman and Whole-time Director, Shri Ravindra Kumar Toshniwal, Managing Director and Shri Shaleen Toshniwal, Jt. Managing Director of the company.

The disclosure required in terms of Part II, Section II of Schedule V of the Act are mentioned in Annexure 1 to this Notice.

Shri Rakesh Mehra, Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal (being related to each other) are interested in the resolutions set out at Item No. 8, 9 & 10 of the Notice. Their relatives may also be deemed to be interested in the respective resolutions, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors or Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 8, 9 & 10 of the Notice.

The Board recommends the Special Resolution set out in the Item No.8, 9 & 10 for the approval of the Members of the Company

Annexure - 1

Pursuant to clause (iv) of section II of Schedule V of the Companies Act, 2013 the following statement is given

I GENERAL INFORMATION

Sl. No.	Particulars/Subject	Information
1.	Nature of industry	Manufacturing of Textile Products
2.	Date or expected date of commencement of commercial Production	05 th May, 1976
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance based on given indicators	In the Financial Year 2023-24, the Company made a turnover of ₹1264 Crore and Profit of ₹ 36 Crore after tax.
5.	Foreign Investments or collaborators, if any.	No such investment or collaboration except minor shareholding of Non Resident Indians.

II INFORMATION ABOUT THE APPOINTEES

Sl. No.	Particulars/ Subject	Information		
		Shri Rakesh Mehra, Chairman & Whole Time Director	Shri Ravindra Kumar Toshniwal, Managing Director	Shri Shaleen Toshniwal, Joint Managing Director
1.	Background Details	Shri Rakesh Mehra Aged 66 Years, is a Chartered Accountant, having more than 37 years of experience in the Textile Industry. He has been Chairman of The Synthetic & Rayon Textiles Export Promotion	Shri Ravindra Kumar Toshniwal, aged 61 years, is a B.Tech (Chem.) From IIT, Mumbai. He has completed OPM course of Harvard University, USA. He is having over 36 years' experience in textile industry. He is looking after overall activities of the Company. He has travelled extensively to Europe, USA and other developed countries to promote the products of the Company.	Shri Shaleen Toshniwal, aged 47 years, is a Bachelor in Business Management from Bentley College, USA and has over 20 years'

		Council (SRTEPC) for two terms. Presently, he is Convener of the MMF Textiles Sub Committee of Confederation of Indian Textile Industry (CITI) and President of Indian Spinners' Association (ISA).	He has attracted a number of reputed buyers from all over the world as a result by of which the exports of the Company have increased substantially over the last fifteen years.	experience in the textile industry. He looks after all the five readymade garment units of the Company at Daman and Surat.
2.	Past remuneration	₹ 279.25.Lakhs in FY 2023-24	₹ 173.82 Lakhs in FY 2023-24	₹ 161.26 Lakhs in FY 2023-24
3.	Recognition or awards	N.A.	N.A.	N.A.
4.	Job profile and his suitability	He is Chairman & Whole Time Director of the Company and looking after over all affairs of the Company.	He is Managing Director of the Company and Responsible for the overall activities of the company with an emphasis on export of Fabrics & Garments	He is Joint Managing Director of the Company and looking after entire readymade garment business of the company.
5.	Remuneration proposed	Salary, perquisites and other terms as fully set out in item no. 6 of the notice.	Salary, perquisites and other terms as fully set out in item no. 7 of the notice	Salary, perquisites and other terms as fully set out in item no. 8 of the notice
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Yes	Yes	Yes
7.	Pecuniary relationship directly or indirectly with the Company personnel, if any	Except, Shri Rakesh Mehra, Chairman and Whole Time Director, Shri Ravindra Kumar Toshniwal, Managing Director and Shri Shaleen Toshniwal, Jt. Managing Director, no other director of the Company or relative is having any material pecuniary relationships with the Company.	Except, Shri Rakesh Mehra, Chairman and Whole Time Director, Shri Ravindra Kumar Toshniwal, Managing Director and Shri Shaleen Toshniwal, Jt. Managing Director, no other director of the Company or relative is having any material pecuniary relationships with the Company.	Except, Shri Rakesh Mehra, Chairman and Whole Time Director, Shri Ravindra Kumar Toshniwal, Managing Director and Shri Shaleen Toshniwal, Jt. Managing Director, no other director of the Company or relative is having any material pecuniary relationships with the Company.

III OTHER INFORMATION

Sl. No.	Particulars/Subject	Information
1.	Reason of loss or inadequate profits	Textile industry is going through headwinds. Lack of exports demand due to geopolitical tensions, recession and slowdown in Europe, Turkey, US and UK had an impact Company's exports turnover and domestic market continued to face challenges on demand and pricing pressure and overall revenue from operation declined by 16% for the year. Due to this margins were under tremendous pressure.

2.	Steps taken or proposed to be taken for improvement	Company is well-positioned to leverage emerging export opportunities and optimize capacity utilization for operational efficiency. Moving forward, our priorities include developing Value Added yarn, expanding our branded fabric business, and increasing exports in the garment sector
3.	Expected increase in the productivity and profits in measurable terms	In view of the steps taken by the Company as stated above, the Company believes that there will be improvement in productivity and profitability in the years to come.

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:

Position/Post	Chairman	Managing Director	Joint Managing Director
Name of the Director	Shri Rakesh Mehra	Shri Ravindra Kumar Toshniwal	Shri Shaleen Toshniwal
DIN	00467321	00106789	00246432
Date of Birth / Age	19.11.1957 66 Years	01.09.1963 61 Years	18.03.1977 47 Years
Date of Appointment	23.04.1986	01.08.1987	21.10.2003
Qualification (s)	Fellow Member of The Institute of Chartered Accountants of India.	B.Tech (Chem.) from IIT, Mumbai and completed OPM Course of Harvard University, U.S.A.	Bachelor's degree in Business Management from Bentley College, U.S.A.
Relationships between the Directors inter- se	1. Shri Ravindra Kumar Toshniwal - Brother -in- Law 2. Shri Shaleen Toshniwal – Brother-in-law	1. Shri Rakesh Mehra - Brother -in- Law 2. Shri Shaleen Toshniwal – Brother	1. Shri Rakesh Mehra - Brother – in- Law 2. Shri Ravindra Kumar Toshniwal – Brother
Nature of expertise in specific functional areas	He is Chartered Accountant having 37 years' experience in the Textile Industry. Ex-Chairman of The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC) and looking after the commercial and financial activities besides export sales of Yarn and Automotive Fabric Business.	He is having over 36 years' experience in textile industry. He is looking after overall activities of the Company. He has travelled extensively to Europe, USA and other developed countries to promote the products of the Company. He has attracted a number of reputed buyers from all over the world as a result by of which the exports of the Company have increased substantially over the last thirteen years.	He is having over 20 years' experience in the textile industry. He looks after all the five readymade garment units of the Company at Daman and Surat.
Name(s) of the Companies in which directorship held as on Date.	1. Moonfine Trading Co. Pvt. Ltd. 2. Excel Pack Pvt. Ltd. 3. TESCA Textile & Seat Components (India) Pvt. Ltd. 4. Banswara Syntex Limited 5. Textile Sector Skill Council 6. Confederation of Indian Textile Industry 7. Indian Technical Textiles Association 8. Banswara Brands Pvt Ltd 9. National Skill Development Corporation	1. Lawson Trading Co. Pvt. Ltd. 2. TESCA Textiles & Seat Components (India) Pvt. Ltd. 3. Banswara Syntex Limited	1. Banswara Syntex Limited 2. Speedshore Trading Co. Pvt. Ltd. 3. Manmade and Technical Textiles Export Promotion Council (formerly known as Synthetic and Rayon Textiles Export Promotion Council) 4. Banswara Brands Private Limited
Membership/ Chairmanship of the Committees of Boards of other companies	NIL	NIL	NIL
No. of Shares held in the Company	12,122 Shares	38,97,334 Shares	42,81,490 Shares
Remuneration Sought to be paid	As per Resolution set out in the item no. 8 of the Notice	As per Resolution set out in the item no. 9 of the Notice	As per Resolution set out in the item no. 10 of the Notice

last drawn Remuneration	₹ 279.25 Lakh in FY 2023-24	₹ 173.82 Lakh in FY 2023-24	₹ 161.26 Lakh in FY 2023-24
Terms & Conditions of re-appointment	Not Applicable	Not Applicable	Not Applicable
The number of meetings of the Board attended during the year (2023-24)	4 (Four)	4 (Four)	4 (Four)

**By order of the Board of Directors
For Banswara Syntex Ltd.**

Place: Mumbai
Dated: 11th May, 2024

Sd/-
(H.P. KHARWAL)
COMPANY SECRETARY
FCS 12923

Registered Office
Industrial Area, Dahod Road,
Post Box No. 21,
Banswara-327001
Rajasthan