



### Postal Ballot Notice

(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following special resolution:

S.no.	Particulars
1.	Approval for the appointment of Shri Narendra Ambwani (DIN: 00236658) as an Independent Director, of the Company.

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/ rationale thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by **casting votes electronically**. Accordingly, the

#### **BANSWARA SYNTEX LIMITED**

##### **CORPORATE OFFICE**

5<sup>th</sup> Floor, Gopal Bhawan, 199 Princess Street Mumbai 400 002  
Tel : + 91 22 66336571-76 | Fax : + 91 22 66336586  
Email : [info@banswarasyntex.com](mailto: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](mailto:secretarial@banswarasyntex.com)



Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”).

The Board has appointed Shri Manoj Maheshwari, FCS: 3355, Practicing Company Secretary, Jaipur, having entity id 30964 with CDSL, as the scrutinizer (“Scrutinizer”), failing him Ms. Sunita Manish Agarwal, FCS: 11024, Practising Company Secretary, having entity id 36300 with CDSL, as an alternate scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

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

Commencement of e-voting period	9.00 a.m. IST on Sunday, February 11, 2024
Conclusion of e-voting period	5.00 p.m. IST on Monday, March 11, 2024
Cut-off date for eligibility to vote	Friday, February 02, 2024

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Monday, March 11, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 48 hours from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on Wednesday, March 13, 2024. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Monday, March 11, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

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## **SPECIAL BUSINESSES:**

### **Resolution**

Item no. 1 – Approval for the appointment of Shri Narendra Ambwani (DIN: 00236658) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161, schedule IV and other relevant provisions of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s), or re-enactments(s) thereof for time being in force), Regulation 17(1A) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant provisions of the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors (the Board), Shri Narendra Ambwani (DIN: 00236658), who was appointed as an Additional Director in the capacity of an Independent Director by the Board w.e.f. January 29, 2024, who meets the criteria for independence as provided under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, who has attained the age of 75 years and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till January 28, 2029 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors  
For Banswara Syntex Limited

Sd/-

(H.P. KHARWAL)  
COMPANY SECRETARY  
FCS 12923

Place: Mumbai

Date: 29<sup>th</sup> January, 2024

Registered Office

Industrial Area, Dahod Road,

Post Box No. 21, Banswara-327001 (Raj)

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**NOTES:**

1. The Explanatory Statement, pursuant to Section 102 and Section 110 of the Act read with Rule 22 of the Rules, in respect of the proposed Special Resolution setting out, all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. The Postal Ballot Notice is being sent to all the members, whose names appear in the register of members / list of beneficial owners, received from the depositories as on Friday, February 2, 2024 ("Cut-off Date").
3. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. **Members are requested to provide their assent or dissent through e-Voting only.**
4. In terms of the MCA Circulars, the Postal Ballot Notice is being sent only by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. The members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail to Registrar and Transfer Agent of the Company, i.e. Computech Sharecap Limited at [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in) or to the Company at [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com) with name of registered member(s), folio number(s)/DP Id/Client Id and no. of Equity Shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by CDSL.
5. The voting rights of member(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any 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 vote through e-Voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
6. A member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
7. Resolution, if approved, by the members by means of Postal Ballot / E-Voting is deemed to have been passed at a General Meeting of the members and the last date of the E- Voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
8. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Shri H.P. Kharwal, Company Secretary and Compliance Officer

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at Email:[secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com) or for any query/ grievance with respect to E-voting, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Rakesh Dalvi (022-23058542) or call at toll free no. 1800 22 55 33.

9. Voting through Electronic Means (“E-voting”)

In compliance with provisions of Section 108 & Section 110 of the Act read with Rule 20 and Rule 22 of the Rules, Regulation 44 of SEBI Listing Regulations and any other applicable provisions, the Company is pleased to offer remote e-voting facility to its members to cast their vote by electronic means through e-voting platform of CDSL. The E-voting facility is available at [www.evotingindia.com](http://www.evotingindia.com)

10. Postal Ballot Notice is also available on the website of the Company i.e. [www.banswarasyntex.com](http://www.banswarasyntex.com) and can also be downloaded by accessing website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com) and at the relevant sections of the websites of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com)

11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in (vernacular language i.e. Hindi).

12. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date i.e. **Friday, February 02, 2024.**

13. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to the Company at [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com) mentioning their Name, Client ID and DP ID.

14. For Members who have not registered their e-mail addresses, may register the same as under:

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<p><b>For shares held in Physical form</b></p>	<p>The members holding shares in physical form would need to send the Form ISR -1 duly signed by the registered shareholder(s) along with the requisite documents mentioned in the Form to our Register and Share Transfer Agent at: M/s. Computech Sharecap Ltd. 147, Mahatma Gandhi Road, Opp. Jahangir Art Gallery Fort, Mumbai - 400001</p>
<p><b>For shares held in Dematerialized form</b></p>	<p>The members holding shares in electronic mode are requested to register/update their e-mail address, PAN and Bank Account details with the Depository Participant where their respective dematerialized accounts are maintained.</p>

15. In accordance with the proviso to Regulation 40(1) of the SEBI LODR Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, and eliminate risks associated with physical holding.
16. Brief profile and other additional information of the proposed appointee pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.
17. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading “**THE INSTRUCTIONS OF REMOTE E-VOTING FOR SHAREHOLDERS**” of Postal Ballot Notice.
18. The result of the postal ballot will be posted on the Company’s website [www.banswarasyntex.com](http://www.banswarasyntex.com) and CDSL website [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Ltd. within stipulated time period as prescribed in this regard. The Scrutinizer’s decision on the validity of e-voting will be final.

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## THE INSTRUCTIONS OF REMOTE E-VOTING FOR SHAREHOLDERS:

**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 on 9.00 a.m. (IST) on Sunday, February 11, 2024, and ends on 5.00 p.m. (IST) on Monday, March 11, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, February 02, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

- (iii) 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

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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 above said SEBI Circular, Login method for e-Voting 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	<ol style="list-style-type: none"> <li data-bbox="521 646 1464 884">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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li data-bbox="521 926 1464 1276">2) After successful login the Easi / Easiest user will be able to see thee-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. 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.</li> <li data-bbox="521 1325 1464 1478">3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li data-bbox="521 1514 1464 1814">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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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<p>Individual Shareholder holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> 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.</li></ol>
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<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<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.</p>
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**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.

(iv) Login method for Remote e-Voting 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](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID

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- 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](http://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:

	<b>For Physical shareholders and other than individual shareholders holdingshares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with theCompany/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details  <b>OR</b>  Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>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.</p>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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 loginpassword 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

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utmost care to keep your password confidential.

- (vii) For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN to choose Banswara Syntex Ltd. to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the adminlogin and password. The Compliance User would be able to link the

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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](mailto: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.

#### **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 Registrar and Transfer Agent of the Company, i.e Computech Sharecap Limited at [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in) or to the Company at [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com)
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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

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## **Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013**

### **Item no. 1 - Approval for the appointment of Shri Narendra Ambwani (DIN: 00236658) as an Independent Director of the Company**

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions of the Act, the Board at its meeting held on January 29, 2024, appointed Shri Narendra Ambwani (DIN: 00236658) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from January 29, 2024, to January 28, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- (viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Banswara Syntex Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

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The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. On the basis of those attributes, the NRC recommended the candidature of Shri Narendra Ambwani (DIN: 00236658).

In accordance with the provisions of regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a person who has attained the age of 75 years can be appointed as a non-executive Director only by passing a special resolution, in which case, the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Shri Narendra Ambwani fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. He has an extensive experience and expertise in management & leadership field. He helps high potentials & executives to enhance their management & leadership capabilities. He worked for over 3 decades as CEO of a multi-division, multi-country, global corporation. He acquired & developed many stress management and life balancing skills. The Board is of the opinion that the appointment of Shri Narendra Ambwani as an Independent Non-Executive Director, would be in the interest of the Company and it is desirable to avail his services, due to his background and experience, regardless of his age.

The resolution seeks the approval of members for the appointment of Shri Narendra Ambwani as an Independent Director of the Company for a period of 5 (five) years starting from January 29, 2024 to January 28, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the Listing Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the members is sought for the appointment of Shri Narendra Ambwani as an Independent Director of the Company who has attained the age of 75 years , as a special resolution as set out above.

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No director, key managerial personnel (KMP) or their relatives except Shri Narendra Ambwani, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

By order of the Board  
For Banswara Syntex Limited

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

Place: Mumbai  
Date: 29<sup>th</sup> January, 2024

**Registered Office**

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

**Brief profile of Shri Narendra Ambwani, Non-Executive Independent Director of the Company 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:**

<b>Position/Post</b>	<b>Non-Executive Independent Director</b>
<b>Name of the Director</b>	Shri Narendra Ambwani
<b>DIN</b>	00236658
<b>Date of Birth/ Age</b>	November 15, 1948
<b>Date of Appointment</b>	29/01/2024
<b>Qualification (s)</b>	B.Tech. in Electrical Engineering: IIT Kanpur and PG MBA IIM, Ahmedabad
<b>Relationships between the Directors inter- se</b>	None
<b>Nature of expertise in specific functional areas</b>	Business Strategy Advisor and Coaching people

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<b>Brief Resume</b>	<p>Shri Narendra Ambwani, aged 75 years, is a professionally trained executive coach and business advisor. He brings with him experience of over 34 years of work with renowned multi-national Johnson &amp; Johnson. He was Managing Director in Indonesia for 5 years followed by appointment as MD in India in 1995. He completed his corporate career in April 2009. Shri Narendra Ambwani serves on boards of leading corporates in India and acts as business strategy advisor. Currently, he serves on the board of three listed companies. He also mentors and guides CEO level leaders to successfully handle their multiple challenges. He brings with him outstanding marketing and general management experience to the board.</p>
<b>Name(s) of the Companies in which directorship held as on Date.</b>	<ol style="list-style-type: none"> <li>1. Indiagames Limited</li> <li>2. The Indian Society of Advertisers</li> <li>3. Agro Tech Foods Limited - <b>Listed</b></li> <li>4. Zeus Career &amp; Performance Coach Private Limited</li> <li>5. RPG Life Sciences Limited -<b>Listed</b></li> <li>6. Prigiv Specialties Private Limited</li> <li>7. Broadcast Audience Research Council</li> <li>8. Parag Milk Foods Limited - <b>Listed</b></li> </ol>
<b>Membership/ Chairmanship of the Committees of Boards of other companies</b>	<p>Member in following Committee of <b>Agro Tech Foods Ltd</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination &amp; Remuneration Committee</li> <li>• Stakeholder Relationship Committee</li> <li>• Risk Management Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul> <p>Member of Audit Committee of <b>RPG Life Sciences Ltd</b> and Chairperson of Following Committee</p> <ul style="list-style-type: none"> <li>• Stakeholder Relationship Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul> <p>Member of Audit Committee of <b>Parag Milk Foods Ltd</b> and Chairperson of Following Committee</p> <ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul>
<b>Listed Entities from which resigned as Director in past 3 years</b>	<p>Godrej Consumer Product Limited due to completion of tenure with effect from 14<sup>th</sup> November, 2023.</p>

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<b>Shareholding in the Company</b>	NIL
<b>Remuneration Sought to be paid</b>	Sitting Fee
<b>last drawn Remuneration</b>	Not Applicable
<b>Terms &amp; Conditions of re-appointment</b>	Appointment as an Independent Director for First term
<b>The number of meetings of the Board attended during the year (2023-24)</b>	NIL

By order of the Board of Directors  
For Banswara Syntex Limited

Sd/-

**(H.P. KHARWAL)**  
COMPANY SECRETARY  
FCS 12923

Place: Mumbai  
Date: 29<sup>th</sup> January, 2024

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