



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, 110, and other applicable provisions of the Companies Act, 2013, as amended (**“the Act”**), read together with Rules 20 and 22 of 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 (**“the Listing Regulations”**), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and such other Circular as may be issued by the Ministry of Corporate Affairs, Government of India, from time to time (**“the MCA Circulars”**) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by SEBI, 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**:

Sr. No.	Particulars
1.	Change in designation of Mr. Ravindrakumar Toshniwal (DIN: 00106789) from Managing Director to Vice – Chairman w.e.f. 7 th August, 2025, and he shall be liable to retire by rotation.
2.	Change in designation of Mr. Shaleen Toshniwal (DIN: 00246432) from Joint Managing Director to Managing Director w.e.f. 7 th August, 2025 and he shall not be liable to retire by rotation.

Pursuant to Sections 102, 110 and other applicable provisions of the Act, an Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/ rationale thereof forms the part of this Postal Ballot Notice (**“the Notice”** or **“the Postal Ballot Notice”**).

In compliance with Regulation 44 of the Listing Regulations and pursuant to MCA circulars and SEBI Circulars, the manner of voting on the proposed resolution is restricted only to e-Voting i.e. **by casting votes electronically** instead of submitting Postal Ballot form.

Accordingly, the 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”**).

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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



The Board has appointed Mr. Mihen Halani, Proprietor of M/s. Mihen Halani & Associates, (FCS No: 9926, CP No: 12015), Practicing Company Secretaries, Mumbai, as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot through remote 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 a remote 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 services of Central Depository Services (India) Limited (“CDSL”) for facilitating e-Voting.

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

Commencement of e-Voting period	9.00 a.m. IST on Tuesday, 30 th September, 2025
Conclusion of e-Voting period	5.00 p.m. IST on Wednesday, 29 th October, 2025
Cut-off date for eligibility to vote	Friday, 26 th September, 2025

The e-Voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Wednesday, 29th October, 2025, 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 02 (two) working days from the conclusion of the e-Voting period i.e. on or before Friday, 31st October, 2025. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date specified by the Company for e-Voting i.e. Wednesday, 29th October, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. Change in designation of Mr. Ravindrakumar Toshniwal (DIN: 00106789) from Managing Director to Vice – Chairman w.e.f. 7th August, 2025, and he shall be liable to retire by rotation.

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

“RESOLVED THAT in partial modification of the Special Resolution approved by the Shareholders at the Annual General Meeting of the Company held on 5th August, 2023 and 6th August, 2024, w.r.t. re-appointment of and remuneration payable to Mr. Ravindrakumar Toshniwal (DIN: 00106789), as Managing Director of the Company for a period of three years from 1st January, 2024 to 31st December, 2026, Mr. Ravindrakumar Toshniwal (DIN: 00106789) be and is hereby re-designated as Vice-Chairman of the Company, with effect from 7th August, 2025 and that he shall be liable to retire by rotation.

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RESOLVED FURTHER THAT except for the change in designation mentioned above and subject to such appointment being liable to retire by rotation, all other terms and conditions of his re-appointment and remuneration as approved by the Shareholders remain unchanged.

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.”

2. Change in designation of Mr. Shaleen Toshniwal (DIN: 00246432) from Joint Managing Director to Managing Director w.e.f. 7th August, 2025 and he shall not be liable to retire by rotation.

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

“**RESOLVED THAT** in partial modification of the Special Resolutions approved by the Shareholders at the Annual General Meeting of the Company held on 5th August, 2023 and 6th August, 2024, w.r.t. re-appointment of and remuneration payable to Mr. Shaleen Toshniwal (DIN:00246432), as Joint Managing Director of the Company for a period of three years from 1st January, 2024 to 31st December, 2026, Mr. Shaleen Toshniwal (DIN:00246432) be and is hereby re-designated as Managing Director of the Company, with effect from 7th August, 2025 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT except for the change in designation mentioned above and subject to such appointment being not liable to retire by rotation, all other terms and conditions of his re-appointment and remuneration as approved by the Shareholders remain unchanged.

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

Place: Mumbai
Date: 6th August, 2025

(Ketan Kumar Dave)
Company Secretary & Compliance Officer
ACS : 52309

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

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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 Management 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, 26th September, 2025 (“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 or to the Company at 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 i.e. Friday, 26th September, 2025. 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.
7. Resolution, if approved, by the Members by means of Postal Ballot 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 Secretarial Department at Email: secretarial@banswarasyntex.com or for any query/ grievance with respect to e-Voting, you can write an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

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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 Management Rules, Regulation 44 of 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
10. Postal Ballot Notice is also available on the website of the Company i.e. www.banswarasyntex.com and can also be downloaded by accessing website of the CDSL at www.evotingindia.com and at the relevant sections of the websites of the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at 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 daily newspaper published in the language of the region (i.e. Hindi), where the Registered Office of the Company is situated (i.e. Rajasthan).
12. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-Voting. Members who wish to inspect the documents are requested to send an e-mail to the Company at secretarial@banswarasyntex.com mentioning their Name, Client ID and DP ID.
13. For Members who have not registered their e-mail addresses, may register the same as under:

For shares held in Physical form	The Members holding shares in physical form would need to send the Form ISR -I 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
For shares held in Dematerialized form	The Members holding shares in electronic mode are requested to register/update their email address, PAN and Bank Account details with the Depository Participant where their respective dematerialized accounts are maintained.

14. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022,

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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.

15. 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.
16. The result of the postal ballot will be posted on the Company’s website www.banswarasyntex.com and CDSL website 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 Limited within stipulated time period as prescribed in this regard. The Scrutinizer’s decision on the validity of e-Voting will be final.

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 Tuesday, 30th September, 2025, and ends on 5.00 p.m. (IST) on Wednesday, 29th October, 2025**. 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, 26th September, 2025**, 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 9th December, 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 shareholder’s / 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

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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 9th December, 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 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 Depository	<p>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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>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</p>

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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> <p>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.nsdl.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email</p>
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	id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 21 09911.
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.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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- 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. 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.

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

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- (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.**
 - 1. 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.
 - 2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 3. 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.
 - 4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

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Email : info@banswarasyntex.com

REGISTERED OFFICE & MILLS

Industrial Area, Dahod Road, Banswara – 327001 (Rajasthan)

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5. 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.
6. 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.

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

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 or to the Company at 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 or contact at toll free no. 1800 21 09911.

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 at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013 ANNEXED TO NOTICE DATED 6TH AUGUST, 2025

Item No. 1 & 2:

The Shareholders vide Special Resolution passed at Annual General Meeting held on 5th August, 2023 had

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approved :

- (i) the re-appointment and remuneration of Mr. Ravindrakumar Toshniwal (DIN: 00106789) as Managing Director, not liable to retire by rotation, for a term of 3 years w.e.f. 1st January, 2024 to 31st December, 2026 and
- (ii) the re-appointment and remuneration of Mr. Shaleen Toshniwal (DIN:00246432) as Joint Managing Director, liable to retire by rotation, for a term of 3 years w.e.f. 1st January, 2024 to 31st December, 2026.

Further the terms of remuneration for both of them, were revised by the shareholders at the Annual General Meeting held on 6th August, 2024. The terms and conditions of re-appointment, including remuneration was approved by the shareholders in accordance with the provisions contained in Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with Rule thereunder.

As per Article No.88 of the Articles of Association of the Company, the Board have power to determine the Directors whose period of office is or is not liable to determination by retirement of directors by rotation.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 6th August, 2025, subject to the approval of the Members, have (i) re-designated Mr. Ravindrakumar Toshniwal from Managing Director to Vice-Chairman of the Company w.e.f. 7th August, 2025 and he shall be liable to retire by rotation and (ii) re-designated Mr. Shaleen Toshniwal from Joint Managing Director to Managing Director of the Company w.e.f. 7th August, 2025 and he shall not be liable to retire by rotation.

Since the designation and determination of term as not liable /liable to retire by rotation was specifically mentioned while appointing Mr. Ravindrakumar Toshniwal and Mr. Shaleen Toshniwal, respectively, these resolutions are being proposed to partially modify the same. Except the change in designation mentioned above and subject to such appointment being liable to retire by rotation for Mr. Ravindrakumar Toshniwal and not liable to retire by rotation for Mr. Shaleen Toshniwal, all other terms and conditions of their re-appointment and remuneration as approved by the Shareholders at the Annual General Meeting of the Company held on 5th August, 2023 and 6th August, 2024 shall remain unchanged.

Mr. Ravindra Kumar Toshniwal and Mr. Shaleen Toshniwal to whom the resolution relates and Mr. Rakesh Mehra and Mrs. Kavita Soni (being related to each other) are deemed to be interested in Resolutions set out in Item No. 1 & 2. 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/Key Managerial Personnel of the Company/their relative is, in any way, financially or otherwise deemed to be concerned or interested in the Resolutions set out in Item No. 1 & 2.

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The Board recommends the Special Resolution as set out in Item No. 1 & 2 of this notice for the approval of the Members.

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:

Particulars	Details	Details
Name of the Director	Mr. Ravindrakumar Toshniwal	Mr. Shaleen Toshniwal
Position/Post	Change in designation of Mr. Ravindrakumar Toshniwal from Managing Director to Vice – Chairman w.e.f. 7 th August, 2025	Change in designation of Mr. Shaleen Toshniwal from Joint Managing Director to Managing Director w.e.f. 7 th August, 2025
Date of Birth / Age	01.09.1963 61 Years	18.03.1977 48 Years
DIN	00106789	00246432
Date of First Appointment on Board	24/08/1992	21/10/2003
Qualification (s)	B. Tech (Chemical) from IIT, Mumbai and OPM Course of Harvard University USA	Bachelor’s degree in Business Management from Bentley College, U.S.A.

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Brief Profile and Nature of expertise in specific functional areas	<p>He is having over 37 years of experience in textile industry. He is looking after overall activities of the Company.</p> <p>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 last fifteen years.</p> <p>He has also got deep product knowledge in dyed synthetic spinning, woven and knitted fabric manufacturing and has expertise in New Product Development(NPD).</p>	<p>He has over 21 years of experience in the textile industry and managing the operations of the Company. He is instrumental in setting up and growth of readymade garment units of the Company. Further, he looks after the operations of the thermal power plant.</p> <p>He has been elected as the Chairman of 'The Manmade and Technical Textiles Export Promotion Council' (MATEXIL) for a term of two years effective from 30th March 2025.</p> <p>He has led the company in launching its first Direct to Consumer Digital (e-commerce) ready-to-wear brand "OneMile".</p>
Relationship with other Directors / Key Managerial Personnel of the Company	<p>1. Mr. Rakesh Mehra - Brother –in- Law 2. Mr. Shaleen Toshniwal – Brother 3. Mrs. Kavita Soni – Sister</p>	<p>1. Mr. Rakesh Mehra - Brother –in- Law 2. Mr. Ravindrakumar Toshniwal – Brother 3. Mrs. Kavita Soni - Sister</p>
Nature of expertise in specific functional areas	Please refer to 'Brief Profile' hereinabove	Please refer to 'Brief Profile' hereinabove
Name(s) of the Companies in which directorship held as on Date. (including Listed Company, if any)	<p>1. Banswara Syntex Limited (Listed) 2. Lawson Trading Co. Pvt. Ltd. 3. TESCA Textiles & Seat Components (India) Pvt. Ltd.</p>	<p>1. Banswara Syntex Limited (Listed) 2. Speedshore Trading Co. Private Limited. 3. Manmade and Technical Textiles Export Promotion Council (formerly known as Synthetic and Rayon Textiles Export Promotion Council) 4. Banswara Brands Private Limited</p>
Membership / Chairmanship of the Committees of Boards of other companies	NIL	NIL

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Resignation during past 3 years from listed Companies	NIL	NIL
No. of Shares held in the Company	38,97,334 Equity Shares	42,81,490 Equity Shares
Remuneration Sought to be paid	As already approved by shareholders in FY 2024-25	As already approved by shareholders in FY 2024-25
last drawn Remuneration	Rs. 219.40 Lakh in FY2024-25	Rs. 199.93 Lakh in FY2024-25
Terms & Conditions of appointment	Subject to re-designation from Managing Director to Vice-Chairman of the Company w.e.f. 7 th August, 2025 & liable to retire by rotation, all other terms of his re-appointment as approved by shareholders in AGM held on 5 th August, 2023 and revision of remuneration as approved by shareholder in AGM held on 6 th August, 2024 remains unchanged.	Subject to re-designation from Joint Managing Director to Managing Director of the Company w.e.f. 7 th August, 2025 & not liable to retire by rotation, all other terms of his re-appointment as approved by shareholders in AGM held on 5 th August, 2023 and revision of remuneration as approved by shareholder in AGM held on 6 th August, 2024 remains unchanged.
The number of meetings of the Board attended during the year (2024-25)	During FY 24-25, Mr. Ravindrakumar Toshniwal attended all the 4 (Four) Board meetings of the Company. Further, during FY 25-26, 2 (Two) meeting was held till the date of Notice which was attended by him.	During FY 24-25, Mr. Shaleen Toshniwal attended all the 4 (Four) Board meetings of the Company. Further, during FY 25-26, 2 (Two) meeting was held till the date of Notice which was attended by him.

By Order of the Board of Directors

Place: Mumbai
Date: 6th August, 2025

(Ketan Kumar Dave)
Company Secretary & Compliance Officer
ACS : 52309

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

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