



**BSL/SEC/2026-27/16**

**6<sup>th</sup> July, 2026**

**BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001  
(Maharashtra)**

**National Stock Exchange of India Ltd  
Exchange Plaza Bandra–Kurla,  
Bandra (East), Mumbai–400051  
(Maharashtra)**

**Scrip Code: 503722**

**Symbol :BANSWRAS**

**Sub: Notice of 50<sup>th</sup> Annual General Meeting, E-Voting and Record Date for Dividend**

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 50<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of the Company is scheduled to be held on Thursday, 30<sup>th</sup> July, 2026 at 5:00 P.M. (IST) through Video Conferencing/Other Audio-Visuals Means (OAVM) facility. The Notice of the 50<sup>th</sup> AGM and Annual Report for the FY 2025-26 will be sent only through electronic mode to those shareholders whose email addresses are registered with the Company/Registrar to an Issue & Share Transfer Agents of the Company and with their respective Depository Participants (DP's).

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 Thursday, 23<sup>rd</sup> July, 2026.

The remote e-voting will commence at 9:00 A.M. (IST) on Saturday, 25<sup>th</sup> July, 2026 and end at 5:00 P.M. (IST) on Wednesday, 29<sup>th</sup> July, 2026.

Record date for the purpose of determining the eligibility of the Members entitled to dividend is fixed as Thursday, 23<sup>rd</sup> July, 2026. Dividend, if declared at the AGM, will be paid to the Members, whose names appear on the Register of Members of the Company / NSDL/ CDSL as on Thursday, 23<sup>rd</sup> July, 2026.

We request you to kindly take the above information on your record.

**Yours faithfully  
For BANSWARA SYNTEX LIMITED**

**SHALEEN TOSHNIWAL  
Managing Director  
DIN : 00246432  
Encl. As above**

**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)



**NOTICE OF 50<sup>TH</sup>  
ANNUAL GENERAL MEETING**

## NOTICE OF 50<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that 50<sup>th</sup> Annual General Meeting (AGM) of the Members of Banswara Syntex Ltd. (the Company) will be held on Thursday, the 30<sup>th</sup> day of July, 2026 at 5.00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

“The Proceedings of the 50<sup>th</sup> 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 31<sup>st</sup> March, 2026 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 31<sup>st</sup> March, 2026 and Auditor’s report thereon.
2. To declare final dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2026.
3. To appoint a Director in place of Mr. Ravindrakumar Toshniwal, Vice Chairman (DIN: 00106789), who retires by rotation and, being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

#### 4. To ratify the Remuneration to the Cost Auditor for the Financial Year 2026-27.

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 Rs. 2,60,000/- (Rupees Two Lakh Sixty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses in connection with the audit, as approved by the Board to be payable to M/s. K.G. Goyal & Co., Cost Accountants (Firm Registration No.000017) who were re-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 31<sup>st</sup> March, 2027, be and is hereby 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 consider and approve re-appointment of Mr. Rakesh Mehra, (DIN: 00467321) as a 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 196, 197, 198 and 203 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(6)(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), as per the recommendation of the Nomination & Remuneration Committee, Audit Committee and Board and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable, the consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Rakesh Mehra, (DIN: 00467321) as Chairman and Whole-time Director of the Company for a period of 3 Years (Three Years) w.e.f. 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2029 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 appointment and/or 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:** Rs. 23,00,000/- per month, w.e.f. 1<sup>st</sup> January, 2027 which shall be increased every year on 1<sup>st</sup> January by Rs. 1,50,000/- in the scale of Rs.23,00,000 – 1,50,000 – 26,00,000. The first increase in the above salary will be from 1<sup>st</sup> January, 2028.
- (II) **Commission:** The Chairman & Whole-time 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 Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director and Mr. Shaleen Toshniwal, Managing Director of the Company.
- (III) **Perquisites and Benefits:** In addition to above, Chairman & Whole-time Director of the Company shall be entitled to the following perquisites:

**CATEGORY (A)****a) Housing:**

He will be paid 50% of his basic salary as House Rent Allowance per month.

**b) Club Fees**

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, Mr. Rakesh Mehra, Chairman & Whole-time 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 12% of Basic salary / 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, 2025.

**b) Gratuity:**

Gratuity payable shall be as per the rules, regulations and policies of the Company from time to time and subject to applicable laws.

**c) Leave:**

Leave and Leave Encashment as per the rules of the Company. 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, Mr. Rakesh Mehra, Chairman & Whole-time 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 Mr. Rakesh Mehra, Chairman & Whole-time Director, for attending the meetings of Board

of Directors or any committee thereof.

**e) He shall be liable to retire by rotation.****Other Terms & Conditions:**

a) Mr. 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 Mr. Rakesh Mehra, Chairman & Whole-time Director, may terminate the appointment by giving the other party three-months prior notice in writing to that effect.

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

**RESOLVED FURTHER THAT** approval of members of the Company be and is hereby accorded for payment of annual remuneration to Mr. Rakesh Mehra as a Chairman and Whole-time Director of the Company, together with other executive director who is promoter of the Company, in aggregate more than 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** if in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites and benefits shall be paid/payable to Mr. Rakesh Mehra, Chairman & Whole-time Director, as minimum remuneration during the currency of the tenure of his office 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 as may be specified 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(s) 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 terms of appointment 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** any Directors or the Company Secretary or Chief Financial Officer of the Company be and are 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."

**6. To consider and approve re-appointment of Mr. Ravindrakumar Toshniwal, (DIN: 00106789) as a Vice 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 196, 197, 198 and 203 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(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(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), as per the recommendation of the Nomination & Remuneration Committee, Audit Committee and Board and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable, the consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Ravindrakumar Toshniwal (DIN: 00106789) as Vice Chairman and Whole-time Director of the Company for a period of 3 Years (Three Years) w.e.f. 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2029 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 appointment and/or remuneration as it may deem it subject to the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:

- (I) **Basic Salary:** Rs. 14,75,000/- per month, w.e.f. 1<sup>st</sup> January, 2027 which shall be increased every year on 1<sup>st</sup> January by Rs. 1,00,000/- in the scale of Rs. 14,75,000 – 1,00,000 – 16,75,000. The first increase in the above salary will be from 1<sup>st</sup> January, 2028.
- (II) **Commission:** The Vice Chairman & Whole-time 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 Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director and Mr. Shaleen Toshniwal, Managing Director of the Company.
- (III) **Perquisites and Benefits:** In addition to above, Vice-Chairman & Whole-time Director shall be entitled to the following perquisites:

**CATEGORY (A)**

**a) Housing:**

He will be paid 50% of his basic salary as House Rent Allowance per month.

**b) Club Fees**

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, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time 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 12 % of Basic salary / 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, 2025.

**b) Gratuity:**

Gratuity payable shall be as per the rules, regulations and policies of the Company from time to time and subject to applicable laws.

**c) Leave:**

Leave and Leave Encashment as per the rules of the Company. 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 Mediclaim 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, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time 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 Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director, for attending the meetings of Board of Directors or any committee thereof.

e) He shall be liable to retire by rotation.

**Other Terms & Conditions:**

- a) Mr. Ravindrakumar 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 Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director, may terminate the appointment by giving the other party three-months prior notice in writing to that effect.
- c) If, at any time, Mr. Ravindrakumar Toshniwal ceases to be Director of the Company for any reason whatsoever, he shall also cease to be the Vice Chairman of the Company.

**RESOLVED FURTHER THAT** approval of members of the Company be and is hereby accorded for payment of annual remuneration to Mr. Ravindrakumar Toshniwal as a Vice Chairman and Whole-time Director of the Company, together with other executive director who is promoter of the Company, in aggregate more than 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** if in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites and benefits shall be paid/payable to Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director, as minimum remuneration during the currency of the tenure of his office 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 as may be specified 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(s) 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 terms of appointment 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** any Directors or the Company Secretary or Chief Financial Officer of the Company be and are 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.”

**7. To consider and approve re-appointment of Mr. Shaleen Toshniwal (DIN: 00246432) as a 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 196, 197, 198 and 203 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(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(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), as per the recommendation of the Nomination & Remuneration Committee, Audit Committee and Board and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable, the consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Shaleen Toshniwal (DIN: 00246432) as Managing Director of the Company for a period of 3 Years (Three Years) w.e.f. 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2029 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 appointment and/or 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:** Rs.13,75,000/- per month, w.e.f. 1<sup>st</sup> January, 2027 which shall be increased every year on 1st January by Rs. 1,00,000/- in the scale of Rs. 13,75,000 – 1,00,000 – 15,75,000. The first increase in the above salary will be from 1<sup>st</sup> January, 2028.
- (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 Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director and Mr. Shaleen Toshniwal, 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 50% of his basic salary as House Rent Allowance per month.

**b) Club Fees**

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, Mr. Shaleen 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 12% of Basic Salary /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, 2025.

**b) Gratuity:**

Gratuity payable shall be as per the rules, regulations and policies of the Company from time to time and subject to applicable laws.

**c) Leave:**

Leave and Leave Encashment as per the rules of the Company. 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, Mr. Shaleen 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 Mr. Shaleen 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.**
**Other Terms & Conditions:**

- a) Mr. 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 Mr. Shaleen Toshniwal, Managing Director, may terminate the appointment by giving the other party three-months prior notice in writing to that effect.
- c) If, at any time, Mr. Shaleen Toshniwal ceases to be the Director of the Company for any reason whatsoever, he shall also cease to be the Managing Director of the Company.

**RESOLVED FURTHER THAT** approval of members of the Company be and is hereby accorded for payment of annual remuneration to Mr. Shaleen Toshniwal as a Managing Director of the Company, together with other executive director who is promoter of the Company, in aggregate more than 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** if in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites and benefits shall be paid/payable to Mr. Shaleen Toshniwal, Managing Director, as minimum remuneration during the currency of the tenure of his office 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 as may be specified 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(s) 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 terms of appointment 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** any Directors or the Company Secretary or Chief Financial Officer of the Company be and are 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."

**8. To consider and approve appointment of Mr. Udeypaul Singh Gill (DIN: 00004340) as Non-Executive Independent 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 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 (“the Rules”), and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactments(s) thereof for time being in force) and the relevant provisions of the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors (“the Board”), Mr. Udeypaul Singh Gill, (DIN: 00004340), who was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board w.e.f. 20<sup>th</sup> May, 2026, who meets the criteria of independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, 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 Non-Executive Independent Director of the Company for first term of 5 (five) consecutive years from 20<sup>th</sup> May, 2026 to 19<sup>th</sup> May, 2031 (both days inclusive) and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/ amendment(s) / re-enactment(s) thereto), approval of the members of the Company, be and is hereby accorded to the continuation of directorship of Mr. Udeypaul Singh Gill (DIN: 00004340), after he attains the age of 75 years during the tenure of his directorship with the Company as aforesaid.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary or Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing Resolution.”

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

**Sd/-**

**Shaleen Toshniwal**  
Managing Director  
(DIN: 00246432)

Place: Mumbai  
Dated: 19<sup>th</sup> May, 2026

**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 03/2025 dated 22<sup>nd</sup> September, 2025, as amended from time to time, issued by the Ministry of Corporate Affairs 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 50<sup>th</sup> 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 ('SEBI Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations and MCA Circulars, the 50<sup>th</sup> AGM of the Company is being held through VC/OAVM on, **Thursday, 30<sup>th</sup> July, 2026 at 5.00 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 3 A. II of the General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025, as amended from time to time, the matter of Special Business as appearing at Item Nos. 4, 5, 6, 7 & 8 of the accompanying Notice, is 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. Such Explanatory Statement also includes the Board of Directors recommendation along with rationale for each item of Special Business, pursuant to Regulation 17(11) of SEBI Listing Regulations. 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. Pursuant to Section 113 of the Companies Act 2013, the 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 Scrutinizer/ RTA by email through its registered email address at [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto: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 who is higher in the order of names will be entitled to vote.
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, 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 for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the Financial Year 2025-26 will also be available on the Company's website [www.banswarasyntex.com](http://www.banswarasyntex.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL <https://www.cdslindia.com>
11. The Members desiring inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 during AGM and the relevant documents refer to in the Notice of AGM, may send their request in writing (by email) to the Company at [secretarial@banswarasyntex.com](mailto:secretarial@banswarasyntex.com). Members

may also inspect the documents referred to in this Notice at the Registered Office of the Company, during business hours (9:00 AM to 5:00 PM).

## 12. Record Date and Dividend

The Board has recommended dividend of Rs. 1/- per equity share of Rs.5/- i.e. 20% for the financial year 2025-26. 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 **Thursday, 23<sup>rd</sup> July, 2026**. 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 **Thursday, 23<sup>rd</sup> July, 2026**.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Members who have not updated their bank account details are requested to do so at the earliest to ensure timely receipt of dividend.

**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.**

Effective April 1, 2020, dividend income is taxable in the hands of shareholders. Hence the Company is required to tax deducted at source ("TDS") from the amount of dividend paid to shareholders at the prescribed rates. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by e-mail to [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in) on or before Thursday, 23<sup>rd</sup> July, 2026. Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year 2025-26 does not exceed Rs.10,000/-. Members may note that in case PAN is not updated with the Depository Participant/ Registrar of the Company, the tax will be deducted at a higher rate of 20%.

Non-resident members can avail beneficial tax rates under Double Tax Avoidance Agreement ("DTAA") i.e. tax treaty between India and their country of residence. Non-resident members are required to provide details on applicability of beneficial tax rates and provide following documents: (a) Copy of PAN card, if any, allotted by Indian Income Tax Authorities duly self-attested by the member. (b) Copy of Tax Residency Certificate ("TRC") for the FY 2025-26 obtained from the revenue authorities

of country of tax residence duly self-attested by the member. (c) Self-Declaration in Form 10-F. (d) No-PE [permanent establishment] certificate. (e) Self-Declaration of beneficial ownership by the non-resident members. (f) Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities

The members/shareholders are required to provide above documents/declarations by sending an E-mail to [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in) on or before Thursday, 23<sup>rd</sup> July, 2026. The Shareholders in the category of Mutual Funds are required to submit their respective SEBI Registration Certificates to [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in) on or before Thursday, 23<sup>rd</sup> July, 2026. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 2025. In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 398 of the Income Tax Act, 2025 @20% plus applicable Surcharge and Cess or at the rate as per the relevant DTAA, whichever is beneficial.

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 [www.banswarasyntex.com](http://www.banswarasyntex.com) and on the website of the RTA at [www.computechsharecap.com](http://www.computechsharecap.com)
  - (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](http://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 [www.banswarasyntex.com](http://www.banswarasyntex.com) and on the website of the Company's RTA's at [www.computechsharecap.com](http://www.computechsharecap.com). 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](http://www.banswarasyntex.com) and website of the Registrar to an Issue and Share Transfer Agent ('RTA') at [www.computechsharecap.com](http://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, as amended from time to time, 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 2025-26 along with Notice for AGM is available at the website of the Company at [www.banswarasyntex.com](http://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 Rs. 2,18,482/- pertaining to the financial year 2017-18 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 2018-19 to 2024-25 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 for the financial year 2018-19 and subsequent years on the website of Investor Education and Protection Fund, [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investor Relations" section on the website of the Company at [www.banswarasyntex.com](http://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 [www.banswarasyntex.com](http://www.banswarasyntex.com)

(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](http://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 to an Issue & 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 2025-26 should be lodged with RTA on or before the book closure date fixed for the entitlement of dividend at [www.computechsharecap.com](http://www.computechsharecap.com)

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 **Thursday, 23<sup>rd</sup> July, 2026**.

26. **CS Mihen Halani (FCS 9926)**, Proprietor of M/s. Mihen Halani & Associates, Practicing Company Secretaries 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 Scrutinizer's Report of the total votes cast in favor or against, if any, shall be submitted to the Chairman or a person authorised by him in writing who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.banswarasyntex.com](http://www.banswarasyntex.com) and on the website of CDSL [www.evotingindia.com](http://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 FOR 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 at **9.00 A.M. on Saturday, 25<sup>th</sup> July, 2026 and ends at 5.00 P.M. on Wednesday, 29<sup>th</sup> July, 2026**. 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 Thursday, 23<sup>rd</sup> July, 2026 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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>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 &amp; 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.</li> <li>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> </ol>

	<ol style="list-style-type: none"> <li>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>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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.nsd.com">https://eservices.nsd.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 or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDEAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 or joining virtual meeting &amp; voting during the meeting.</li> <li>For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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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 <b>CDSL</b>	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 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</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.

(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](http://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](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 holding shares in Demat.</b>	
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (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 Banswara Syntex Ltd. (**EVSN 260701021**) 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](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 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](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.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM 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.

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 email id [secretarial@banswarasyntex.com](mailto: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 [secretarial@banswarasyntex.com](mailto: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 EGM/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](mailto: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, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, 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 toll free no. 1800 21 09911.

### **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 number 4, 5, 6, 7 and 8 of the accompanying Notice dated 19<sup>th</sup> May, 2026.

#### **ITEM NO. 4**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the re-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 31<sup>st</sup> March, 2027.

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 ending 31<sup>st</sup> March, 2027 as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 19<sup>th</sup> May, 2026 will be Rs. 2,60,000/- (Rupees Two Lakh Sixty Thousand only) plus applicable taxes and reimbursement of 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 31<sup>st</sup> March, 2027.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, deemed to be 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**

As recommended by the Nomination and Remuneration Committee and Audit Committee, the Board at its meeting held on 19<sup>th</sup> May, 2026, approved, re-appointment and revision in remuneration of Mr. Rakesh Mehra (DIN: 00467321) as Chairman and Whole-Time Director, Mr. Ravindrakumar Toshniwal (DIN: 00106789) as Vice Chairman and Whole-Time Director and Mr. Shaleen Toshniwal (DIN: 00246432) as Managing Director of the Company w.e.f. 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2029 on terms and conditions and remuneration as enumerated in the resolutions.

As per the Regulation 23 of the SEBI Listing Regulations, 2015, the payment of remuneration to a promoter director qualifies as a Related Party Transaction ("RPT"), however the same is not

the material transaction as per Regulation 23(1) of the SEBI Listing Regulations, 2015.

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 Qualification of Directors) Rules, 2014;
- (ii) Intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that they are is not disqualified in accordance with Section 164(2) of the Companies Act, 2013;
- (iii) Declaration that they are not debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any other such authority;
- (iv) A notice in writing by a member proposing their candidature under Section 160(1) of the Act.

Pursuant to Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the re-appointment and managerial remuneration of said Managerial personnel, is required to be approved by the members of the Company.

Pursuant to Section 190 of the Companies Act, 2013, the particulars of re-appointment of Mr. Rakesh Mehra as Chairman and Whole-Time Director, Mr. Ravindrakumar Toshniwal as Vice Chairman and Whole-Time Director and Mr. Shaleen Toshniwal as Managing Director, as specified in the resolution together with the accompanying explanatory statement, shall be deemed to constitute a memorandum setting out the terms and conditions of his appointment.

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(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Members are requested to consider the re-appointment and revision in remuneration of Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice Chairman and Whole-time Director and Mr. Shaleen Toshniwal, 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.**

Additional Information in respect of Mr. Rakesh Mehra, Mr. Ravindrakumar Toshniwal and Mr. Shaleen Toshniwal, including his brief resume and other requirements pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and SS-2 – Secretarial Standards of General Meeting in accordance of Section 118(10) of Companies Act, 2013 is provided in **Annexure – 2**.

The Board is of the view that knowledge and experience of

Mr. Rakesh Mehra, Mr. Ravindrakumar Toshniwal and Mr. Shaleen Toshniwal will continue to be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and Audit Committee, recommends their re-appointment and remuneration for a period from 1<sup>st</sup> January, 2027 to 31<sup>st</sup> December, 2029 to the Members for approval.

Further, as per Regulation 17(6)(e) of SEBI Listing Regulations, members approval by way of special resolution will be required if the total remuneration payable to more than one executive directors who are promoters or members of the promoter group exceeds 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013. Hence, your Company thought it prudent to obtain approval from the members by way of Special Resolution.

Mr. Rakesh Mehra, Mr. Ravindrakumar Toshniwal and Mr. Shaleen Toshniwal (being related to each other) are interested in the resolutions set out at Item No. 5,6 & 7 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 Mr. Rakesh Mehra, Mr. Ravindrakumar Toshniwal, Mr. Shaleen Toshniwal, Mrs. Kavita Soni and their relatives to the extent of their shareholding interest, in the Company, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5,6 & 7 of the Notice.

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**

Pursuant to the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 read with Schedule IV of the Act, SEBI Listing Regulations and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 19<sup>th</sup> May, 2026, appointed Mr. Udeypaul Singh Gill, (DIN: 00004340) as an Additional Director in the category of Non-Executive Independent Director of the Company for a first term of five (5) consecutive years from 20<sup>th</sup> May, 2026 to 19<sup>th</sup> May, 2031 (both days inclusive) subject to approval of Shareholders.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mr. Udeypaul Singh Gill as an Independent Director pursuant to Sections 149 and 152 of the Companies Act, 2013. The Company has also received notice in writing from a member proposing the candidature of Mr. Udeypaul Singh Gill to be appointed as Independent Director of the Company.

The Company has received a declaration from Mr. Udeypaul Singh Gill confirming that he meets the criteria of independence under the Companies Act, 2013 and the SEBI Listing Regulations. Further, the Company has also received from Mr. Udeypaul Singh Gill a consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred

from holding the office of a director by virtue of any SEBI order or any such other regulatory authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

Additional Information in respect of Mr. Udeypaul Singh Gill, including his brief resume and other requirements pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and SS-2 – Secretarial Standards of General Meeting in accordance of Section 118(10) of Companies Act, 2013 is provided in **Annexure – 2**.

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 Mr. Udeypaul Singh Gill.

In the opinion of the Board, Mr. Udeypaul Singh Gill fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI 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. The Board is of the opinion that the appointment of Mr. Udeypaul Singh Gill as Non-Executive Independent Director, would be in the interest of the Company and it is desirable to avail his services, due to his background and experience. In line with the Company's remuneration policy for Independent Directors, Mr. Udeypaul Singh Gill will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings / Committee meetings, if any.

As per regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), the appointment of any person on the Board of directors is required to be approved by the shareholders earlier of the next general meeting or three months. Accordingly, the resolution seeks the approval of Members for the appointment of Mr. Udeypaul Singh Gill as Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years from 20<sup>th</sup> May, 2026 to 19<sup>th</sup> May, 2031 (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.

Pursuant to Regulation 17(1A) of the SEBI Listing Regulations, it is also proposed to obtain prior approval of the shareholders, for continuation of directorship of Mr. Udeypaul Singh Gill, even after he attains the age of 75 years during the tenure of his directorship with the Company. The Board is of the view that continuation of Mr. Udeypaul Singh Gill as Director will be in the interest of the Company as he possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company.

Except, Mr. Udeypaul Singh Gill, being appointee and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

The Board recommends the Special Resolution as set out in Item No. 8 of this notice for the approval of Members.

## 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 <sup>th</sup> 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 2025-26, the Company recorded a turnover of Rs. 1,355.78 Crore and Profit of Rs. 28.40 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		
		Mr. Rakesh Mehra, Chairman & Whole-time Director	Mr. Ravindrakumar Toshniwal, Vice Chairman & Whole-time Director	Mr. Shaleen Toshniwal, Managing Director
1.	Background Details	Mr. Rakesh Mehra Aged 68 Years, is a Chartered Accountant, having more than 39 years of experience in the Textile Industry. He is responsible for entire commercial and financial activities with an emphasis on Yarn and Automotive Fabric Business.  He has been Chairman of The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC) for two terms and has also served as the Chairman of Confederation of Indian Textile Industry (CITI).  Presently he is the Chairman of CITI-CIDRA standing committee on Cotton.	Mr. Ravindrakumar Toshniwal, aged 62 years, is a B.Tech (Chem.) from IIT, Mumbai. He has completed OPM course of Harvard University, USA. He is having over 38 years' experience in textile industry.  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.  He is also involved in Strategic decision making, drawing up of business plans and stakeholder management and is also responsible for Fabric Business and new product developments.	Mr. Shaleen Toshniwal, aged 49 years, is a Bachelor in Business Management from Bentley College, USA and has over 22 years' experience in the textile industry. He is responsible for overall activities of the Company with emphasis on Readymade garment business, Thermal Power Plant Operation and HR Strategy of the Company.  He is currently the Chairman of Manmade and Technical Textiles Export Promotion Council (MATEXIL).
2.	Past remuneration	Rs. 399.46 Lakhs in FY 2025-26	Rs. 253.46 Lakhs in FY 2025-26	Rs. 234.00 Lakhs in FY 2025-26
3.	Recognition or awards	N.A.	N.A.	N.A.
4.	Job profile and his suitability	He is looking after over all affairs of the Company.	He is Responsible for the overall activities of the Company with an emphasis on export of Fabrics & Garments	He is looking after entire readymade garment business, Thermal Power Plant Operation and HR Strategy of the Company.

5.	Remuneration proposed	Salary, perquisites and other terms as fully set out in Resolution no. 5 of the notice.	Salary, perquisites and other terms as fully set out in Resolution no. 6 of the notice.	Salary, perquisites and other terms as fully set out in Resolution no. 7 of the notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the prospective operations, business requirements, expertise and work profile of the Mr. Rakesh Mehra, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level personnel in other companies in the industry.	Taking into consideration the prospective operations, business requirements, expertise and work profile of the Mr. Ravindrakumar Toshniwal, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level personnel in other companies in the industry.	Taking into consideration the prospective operations, business requirements, expertise and work profile of the Mr. Shaleen Toshniwal, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level personnel in other companies in the industry.
7.	Pecuniary relationship directly or indirectly with the Company personnel, if any	Except, Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice-chairman and Whole-time Director, Mr. Shaleen Toshniwal, Managing Director and Mrs. Kavita Soni, Whole-time Director no other director of the Company or relative is having any material pecuniary relationships with the Company.	Except, Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice-chairman and Whole-time Director, Mr. Shaleen Toshniwal, Managing Director and Mrs. Kavita Soni, Whole-time Director no other director of the Company or relative is having any material pecuniary relationships with the Company.	Except, Mr. Rakesh Mehra, Chairman and Whole-time Director, Mr. Ravindrakumar Toshniwal, Vice-chairman and Whole-time Director, Mr. Shaleen Toshniwal, Managing Director and Mrs. Kavita Soni, Whole-time 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	Not applicable, as the Company has posted a net profit after tax of Rs. Rs. 28.40 crores during the year ended 31 <sup>st</sup> March, 2026. However, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to some local and global economic factors.
2.	Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profits.
3.	Expected increase in the productivity and profits in measurable terms	Not applicable as the Company has adequate profits.

**IV. Disclosures:**

The information and disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration of Directors".

## Annexure – 2

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	Vice-chairman	Managing Director	Independent Director
<b>Name of the Director</b>	<b>Mr. Rakesh Mehra</b>	<b>Mr. Ravindrakumar Toshniwal</b>	<b>Mr. Shaleen Toshniwal</b>	<b>Mr. Udeypaul Singh Gill</b>
<b>DIN</b>	00467321	00106789	00246432	00004340
<b>Date of Birth / Age</b>	19.11.1957 68 Years	01.09.1963 62 Years	18.03.1977 49 Years	16.10.1953 72 Years
<b>Date of Appointment</b>	23/04/1986	01/08/1987	21/10/2003	20/05/2026
<b>Qualification(s)</b>	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.	Master in Business Administration (MBA) from PAU, Ludhiana and B.Sc. (Honours) in Economics.
<b>Relationships between the Directors inter- se</b>	1. Mr. Ravindra Kumar Toshniwal - Brother –in-law 2. Mr. Shaleen Toshniwal – Brother-in-law 3. Mrs. Kavita Soni - Sister-in-law (Promoters of the Company)	1. Mr. Rakesh Mehra - Brother –in-law 2. Mr. Shaleen Toshniwal – Brother 3. Mrs. Kavita Soni - Sister (Promoters of the Company)	1. Mr. Rakesh Mehra - Brother –in-law 2. Mr. Ravindra Kumar Toshniwal – Brother 3. Mrs. Kavita Soni - Sister (Promoters of the Company)	Mr. Udeypaul Singh Gill is not related to any Director of the Company.
<b>Brief Profile, Experience, Skills and capabilities required for the role</b>	Mr. Rakesh Mehra Aged 68 Years, is a Chartered Accountant, having more than 39 years of experience in the Textile Industry. He is responsible for entire commercial and financial activities with an emphasis on Yarn and Automotive Fabric Business.  He has been Chairman of The Synthetic & Rayon Textiles Export Promotion Council (SRTEPC) for two terms and has also served as the Chairman of Confederation of Indian Textile Industry (CITI).  Presently he is the Chairman of CITI-CIDRA standing committee on Cotton.	Mr. Ravindra Kumar Toshniwal, aged 62 years, is a B.Tech (Chem.) from IIT, Mumbai. He has completed OPM course of Harvard University, USA. He is having over 38 years' experience in textile industry.  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.  He is also involved in Strategic decision making, drawing up of business plans and stakeholder management and is also responsible for Fabric Business and new product developments.	Mr. Shaleen Toshniwal, aged 49 years, is a Bachelor in Business Management from Bentley College, USA and has over 22 years' experience in the textile industry.  He is responsible for overall activities of the Company with emphasis on Readymade garment business, Thermal Power Plant Operation and HR Strategy of the Company.  He is currently the Chairman of Manmade and Technical Textiles Export Promotion Council (MATEXIL).	Mr. Udeypaul Singh Gill aged 72 years, is a board-level business leader with over four decades of experience as an executive and strategist.  Renowned for his expertise in building new businesses, driving leadership development, and championing sustainability initiatives. Mr. Gill has made significant contributions towards strategic innovation, carbon neutrality and energy transition. His multifaceted career spans industries such as natural and synthetic fibers, chemicals, fertilizers, banking, textiles, and management consulting.
<b>Nature of expertise in specific functional areas</b>	As detailed in "Brief Profile" hereinabove	As detailed in "Brief Profile" hereinabove	As detailed in "Brief Profile" hereinabove	As detailed in "Brief Profile" hereinabove

<b>Name(s) of the Companies in which directorship held as on Date.</b>	<ol style="list-style-type: none"> <li>1. Banswara Syntex Limited.</li> <li>2. Moonfine Trading Co. Pvt. Limited.</li> <li>3. Excel Pack Pvt. Limited</li> <li>4. TESCA Textiles &amp; Seat Components (India) Pvt. Limited</li> <li>5. Confederation of Indian Textile Industry</li> <li>6. Banswara Brands Private Limited</li> <li>7. NSDC International Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Banswara Syntex Limited</li> <li>2. Lawson Trading Co. Pvt. Limited</li> <li>3. TESCA Textiles &amp; Seat Components (India) Pvt. Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Banswara Syntex Limited</li> <li>2. Speedshore Trading Co. Pvt. Limited</li> <li>3. Manmade and Technical Textiles Export Promotion Council (Formerly Known as The Synthetic and Rayon Textile Export Promotion Council)</li> <li>4. Banswara Brands Private Limited</li> <li>5. Bharat Tex Trade Federation</li> </ol>	<ol style="list-style-type: none"> <li>1. Vardhman Textiles Limited</li> <li>2. Rossari Biotech Limited</li> <li>3. Nirvrt Consultancy Private Limited</li> </ol>
<b>Membership/ Chairmanship of the Committees of Boards of other companies</b>	NIL	NIL	NIL	<ol style="list-style-type: none"> <li>1. Vardhman Textiles Limited - Chairman Audit Committee</li> <li>2. Rossari Biotech Limited - member Audit Committee</li> </ol>
<b>No. of Shares held in the Company</b>	12,122 Shares	38,97,334 Shares	42,81,490 Shares	NIL
<b>Remuneration Sought to be paid</b>	Salary, perquisites and other terms as fully set out in Resolution no. 5 of the notice.	Salary, perquisites and other terms as fully set out in Resolution no. 6 of the notice.	Salary, perquisites and other terms as fully set out in Resolution no. 7 of the notice.	Sitting fees for attending the Board and Committee Meetings.
<b>last drawn Remuneration</b>	Rs. 399.46 Lakhs in FY 2025-26	Rs. 253.46 Lakhs in FY 2025-26	Rs. 234.00 Lakhs in FY 2025-26	Not Applicable
<b>Terms &amp; Conditions of appointment / re-appointment</b>	As per resolution set out in item no. 5 of the Notice.	As per resolution set out in item no. 6 of the Notice.	As per resolution set out in item no. 7 of the Notice.	As per resolution set out in item no. 8 of the Notice.
<b>The number of meetings of the Board attended during the year (2025-26)</b>	4 (Four)	4 (Four)	4 (Four)	N.A. (Appointed as Additional Director w.e.f. 20 <sup>th</sup> May, 2026.)

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

**Sd/-**  
**Shaleen Toshniwal**  
Managing Director  
(DIN: 00246432)

Place: Mumbai  
Dated: 19<sup>th</sup> May, 2026

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