



BSL/SEC/17

21<sup>st</sup> August, 2017

BSE Limited  
Listing Deptt.  
Floor 25, P.J. Towers  
Dalal Street  
MUMBAI - 400 001

National Stock Exchange of India Ltd.  
Listing Department  
Exchange Plaza Bandra-Kurla Complex  
Bandra (East), MUMBAI - 400 051

Code No.503722

Symbol" BANSWRAS"

Kind Attn: Corporate Relationship Department

Dear Sir,

Sub: Notice of 41<sup>st</sup> Annual General Meeting of the company.

Please note that the 41<sup>st</sup> Annual General Meeting of Banswara Syntex Limited shall be held on Thursday, 14<sup>th</sup> September, 2017 at 3.00 p.m., at Registered Office: Industrial Area, Dahod Road, Banswara-327001 (Raj.), please find attached herewith a copy of the Notice convening of the 41<sup>st</sup> Annual General meeting of the Company.

Please take the same on record.

Thanking You,

Yours faithfully  
For BANSWARA SYNTEX LIMITED

(H.P. KHARWAL)  
COMPANY SECRETARY

Encl: As above.

BANSWARA SYNTEX LIMITED

CORPORATE OFFICE

5th Floor, Gopal Bhawan, 199, Princess Street, Mumbai - 400 002

Tel : +91 22 66336571-76 | Fax : +91 22 2266 4406

Email : [info@banswarafabrics.com](mailto:info@banswarafabrics.com)

REGISTERED OFFICE & MILLS

Industrial Area, Dahod Road, Banswara - 327 001 (Rajasthan)

Tel : +91 2982 20690 - 93, 257876 - 81

Email : [info@banswarafabrics.com](mailto:info@banswarafabrics.com)

An IS / ISO 9001: 2008 Company | CIN : 124302R1976PLC001604 | [www.banswarasyntex.com](http://www.banswarasyntex.com)

## NOTICE

NOTICE is hereby given that 41<sup>st</sup> Annual General Meeting ("AGM") of the shareholders of Banswara Syntex Limited, will be held on Thursday, the 14<sup>th</sup> day of September, 2017 at 3.00 p.m. at its Registered Office at Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001(Raj.) to transact the following business:

### ORDINARY BUSINESS

- To consider and adopt:
  - the audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the reports of the Board of Directors and Auditors thereon, and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and auditors' report thereon.
- To declare final dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2017.
- To appoint a Director in place of Shri R.L. Toshniwal (DIN: 00106933), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for reappointment.
- To appoint K.G. Somani & Co., New Delhi, as Statutory Auditors of the Company.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for appointment of M/s K.G. Somani & Co., Chartered Accountants (Registration No. 006591N), as Statutory Auditors of the Company in place of the retiring auditors M/s Kalani & Co., Chartered Accountants (Registration No. 000722C), to hold office from the conclusion of 41<sup>st</sup> AGM till the conclusion of 46<sup>th</sup> AGM (Subject to ratification of their appointment by the members at every Annual General Meeting held after this AGM) and that the Board of Directors of the Company, be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors of the Company."

### SPECIAL BUSINESS

- To ratify the payment of Remuneration to the Cost Auditors for the Financial Year 2017-18.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution :

**"RESOLVED THAT** pursuant to the provisions of Section 148 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 payment of the remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) plus applicable Service Tax and reimbursement of actual out of pocket expenses to M/s. K.G. Goyal & Company, Cost Accountants (Registration No.000017) who were appointed by the Board of Directors of the Company, as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for Financial Year ending on 31<sup>st</sup> March, 2018, be and is hereby ratified.

**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 take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- To re-appoint Shri R.L. Toshniwal as Chairman and Whole Time Director**

To consider and, if thought fit, to pass, the following Resolution 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 rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any) 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 Shri R.L. Toshniwal (DIN-00106933) 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, 2018 to 31<sup>st</sup> December, 2020** 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 same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and / or any statutory modification(s) or re-enactment(s) thereof:-

- (I) Basic Salary:** ₹ 8,00,000/- per month, w.e.f. 1<sup>st</sup> January, 2018 which shall be increased every year on 1<sup>st</sup> April, by ₹ 75,000/- in the scale of ₹ 8,00,000 - 75,000 - 9,50,000. The first increase in the above salary will be from 1<sup>st</sup> April, 2019.
- (II) Commission:** 1% commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. This is also subject to the overall remuneration payable to all the Whole Time Executive Directors as prescribed under Section 197

of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

- (III) Perquisites and Benefits:** In addition to above, the following perquisites not exceeding the overall ceiling as prescribed under Schedule V, annexed to the Companies Act, 2013, will be provided to Shri R.L. Toshniwal, Chairman:

#### **CATEGORY (A)**

**a) Housing:**

He will be paid 30% of his basic salary as House Rent Allowance per month.

**b) Medical Reimbursement / Mediclaim Insurance:**

Reimbursement of expenses, actually incurred, for Self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of 3 years. However, only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the Company from time to time.

**c) Leave Travel Concession:**

For self and family once in a year; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years.

**d) Club Fees**

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

**e) Personal Accident Insurance:**

Premium not to exceed ₹ 10,000/- per annum.

**f) Servant allowance:**

Not exceeding ₹ 60,000/- per annum.

#### **CATEGORY (B)**

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

**a) Provident Fund / Superannuation Fund or Annuity Fund:**

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

**b) Gratuity:**

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

**c) Leave:**

Leave and Leave Encashment as per the rules 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. Personal long distance calls shall be billed by the Company.

**c) Reimbursement of Expenses**

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

**d) Sitting Fee**

No sitting fee shall be paid to Shri R.L. Toshniwal, Chairman, for attending the meetings of Board of Directors or any committee thereof.

**e) He shall be liable to retire by rotation.**

**f) Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration and benefits shall be paid to Shri R.L. Toshniwal, Chairman, subject to the applicable provisions of Schedule V to the said Act.**

#### **Other Terms & Conditions:**

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

**b) Either party i.e. the Company and Shri R.L. Toshniwal, Chairman, may terminate the agreement by giving the other party three-months prior notice in writing to that effect.**

**c) If, at any time, Shri R.L. Toshniwal ceases to be Director of the Company for any reason whatsoever, he shall also cease to be the Chairman and Whole time Director of the Company.**

**RESOLVED FURTHER THAT** when in any financial year, the Company has no profits or its profits are inadequate during the period of 3 years, the remuneration including the perquisites as aforesaid, in such case paid/payable to Shri R.L. Toshniwal shall be within the limits specified under section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT** the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

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

**RESOLVED FURTHER THAT** the Board of Directors, Shri J.K. Jain, Chief Financial Officer and Shri H.P. Kharwal, Company Secretary, of the Company be and are hereby severally 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 re-appoint Shri Ravindra Kumar Toshniwal as Managing Director**

To consider and, if thought fit, to pass the following Resolution 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 rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any) 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 Shri Ravindra Kumar Toshniwal (DIN – 00106789) as Managing Director of the Company for a period of **3 Years (Three Years) w.e.f. 1<sup>st</sup> January, 2018 to 31<sup>st</sup> December, 2020** 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 same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:-

- (I) Basic Salary:** ₹ 6,75,000/- per month, w.e.f. 1<sup>st</sup> January, 2018 which shall be increased every year on 1<sup>st</sup> April, by ₹ 60,000/- in the scale of ₹ 6,75,000 – 60,000 – 7,95,000. The first increase in the above salary will be from 1<sup>st</sup> April, 2019.
- (II) Commission:** 1% commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. This is also subject to the overall remuneration payable to all the Whole Time

Executive Directors as prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The first such 1% commission of the net profit, will be paid to Shri R.L. Toshniwal, Chairman of the Company and thereafter balance available profit, will be equally distributed to Shri Ravindra Kumar Toshniwal, Managing Director, Shri Rakesh Mehra, Vice Chairman and Shri Shaleen Toshniwal, Jt. Managing Director of the Company, subject to maximum ceiling of 1% Commission to each one of them on net profit of the Company as above.

- (III) Perquisites and Benefits:** In addition to above, the following perquisites not exceeding the overall ceiling as prescribed under Schedule V, annexed to the Companies Act, 2013, will be provided to Shri Ravindra Kumar Toshniwal, Managing Director:

**CATEGORY (A)**

**a) Housing:**

He will be paid 30% of his basic salary as House Rent Allowance per month.

**b) Medical Reimbursement / Mediclaim Insurance:**

Reimbursement of expenses, actually incurred, for Self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of 3 years. However, only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the Company from time to time.

**c) Leave Travel Concession:**

For self and family once in a year; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years.

**d) Club Fees**

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

**e) Personal Accident Insurance:**

Premium not to exceed ₹ 10,000/- per annum.

**f) Servant allowance:**

Not exceeding ₹ 60,000/- per annum.

**CATEGORY (B)**

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

**a) Provident Fund / Superannuation Fund or Annuity Fund:**

The Company's contribution to Provident Fund/ Superannuation Fund or Annuity Fund will not be

included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

**b) Gratuity:**

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

**c) Leave:**

Leave and Leave Encashment as per the rules 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. Personal long distance calls shall be billed by the Company.

**c) Reimbursement of Expenses**

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

**d) Sitting Fee**

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

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

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

**Other Terms & Conditions:**

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

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

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

**RESOLVED FURTHER THAT** when in any financial year, the Company has no profits or its profits are inadequate during the period of 3 years, the remuneration including the perquisites as aforesaid, in such case paid/payable to

Shri Ravindra Kumar Toshniwal shall be within the limits specified under section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT** the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

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

**RESOLVED FURTHER THAT** the Board of Directors, Shri J.K. Jain, Chief Financial Officer and Shri H.P. Kharwal, Company Secretary, of the Company be and are hereby severally 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 re-appoint Shri Rakesh Mehra as Vice Chairman and Whole time Director.**

To consider and if thought fit, to pass, the following Resolution 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 rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any) 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 Shri Rakesh Mehra (DIN – 00467321) 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, 2018 to 31<sup>st</sup> December, 2020** 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 same not exceeding the limits specified under Schedule V of the

Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:-

- (I) **Basic Salary:** ₹ 6,75,000/- per month, w.e.f. 1<sup>st</sup> January, 2018 which shall be increased every year on 1<sup>st</sup> April, by ₹ 60,000/- in the scale of ₹ 6,75,000 – 60,000 – 7,95,000. The first increase in the above salary will be from 1<sup>st</sup> April, 2019.
- (II) **Commission:** 1% commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. This is also subject to the overall remuneration payable to all the Whole Time Executive Directors as prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The first such 1% commission of the net profit, will be paid to Shri R.L. Toshniwal, Chairman of the Company and thereafter balance available profit, will be equally distributed to Shri Ravindra Kumar Toshniwal, Managing Director, Shri Rakesh Mehra, Vice Chairman and Shri Shaleen Toshniwal, Jt. Managing Director of the Company, subject to maximum ceiling of 1% Commission to each one of them on net profit of the Company as above.
- (III) **Perquisites and Benefits:** In addition to above, the following perquisites not exceeding the overall ceiling as prescribed under Schedule V, annexed to the Companies Act, 2013, will be provided to Shri Rakesh Mehra, Vice Chairman :

#### **CATEGORY (A)**

- a) **Housing:**  
He will be paid 30% of his basic salary as House Rent Allowance per month.
- b) **Medical Reimbursement / Mediclaim Insurance:**  
Reimbursement of expenses, actually incurred, for Self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of 3 years. However, only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the Company from time to time.
- c) **Leave Travel Concession:**  
For self and family once in a year; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years.
- d) **Club Fees**  
Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.
- e) **Personal Accident Insurance:**  
Premium not to exceed ₹ 10,000/- per annum.
- f) **Servant allowance:**  
Not exceeding ₹ 60,000/- per annum.

#### **CATEGORY (B)**

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

a) **Provident Fund / Superannuation Fund or Annuity Fund:**

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

b) **Gratuity:**

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

c) **Leave:**

Leave and Leave Encashment as per the rules 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. Personal long distance calls shall be billed by the Company.

c) **Reimbursement of Expenses**

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

d) **Sitting Fee**

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

e) He shall be liable to retire by rotation.

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

#### **Other Terms & Conditions:**

- a) Shri Rakesh Mehra will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.
- b) Either party i.e. the Company and Shri Rakesh Mehra, Vice Chairman, may terminate the agreement by giving the other party three-months prior notice in writing to that effect.

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

**RESOLVED FURTHER THAT** when in any financial year, the Company has no profits or its profits are inadequate during the period of 3 years, the remuneration including the perquisites as aforesaid, in such case paid/payable to Shri Rakesh Mehra shall be within the limits specified under section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT** the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

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

**RESOLVED FURTHER THAT** the Board of Directors, Shri J.K. Jain, Chief Financial Officer and Shri H.P. Kharwal, Company Secretary, of the Company be and are hereby severally authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution"

#### 9. To re-appoint Shri Shaleen Toshniwal as Jt. Managing Director.

To consider and, if thought fit, to pass the following Resolution 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 rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any) 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 Shri Shaleen Toshniwal (DIN – 00246432) as Jt. Managing Director of the Company for a period of **3 Years (Three Years) w.e.f. 1<sup>st</sup> January, 2018 to 31<sup>st</sup> December, 2020** 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 same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:-

- (I) **Basic Salary:** ₹ 6,00,000/- per month, w.e.f. 1<sup>st</sup> January, 2018 which shall be increased every year on 1<sup>st</sup> April, by ₹ 60,000/- in the scale of ₹ 6,00,000 – 6,00,000 – 7,20,000. The first increase in the above salary will be from 1<sup>st</sup> April, 2019.
- (II) **Commission:** 1% commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. This is also subject to the overall remuneration payable to all the Whole Time Executive Directors as prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The first such 1% commission of the net profit, will be paid to Shri R.L. Toshniwal, Chairman of the Company and thereafter balance available profit, will be equally distributed to Shri Ravindra Kumar Toshniwal, Managing Director, Shri Rakesh Mehra, Vice Chairman and Shri Shaleen Toshniwal, Jt. Managing Director of the Company, subject to maximum ceiling of 1% Commission to each one of them on net profit of the Company as above.
- (III) **Perquisites and Benefits:** In addition to above, the following perquisites not exceeding the overall ceiling as prescribed under Schedule V, annexed to the Companies Act, 2013, will be provided to Shri Shaleen Toshniwal, Jt. Managing Director:

#### CATEGORY (A)

##### a) Housing:

He will be paid 30% of his basic salary as House Rent Allowance per month.

##### b) Medical Reimbursement / Mediclaim Insurance:

Reimbursement of expenses, actually incurred, for Self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of 3 years. However, only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the Company from time to time.

##### c) Leave Travel Concession:

For self and family once in a year; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of three years.

**d) Club Fees**

Fees of clubs payable subject to a maximum of two clubs except entrance and life membership fees.

**e) Personal Accident Insurance:**

Premium not to exceed ₹ 10,000/- per annum.

**f) Servant allowance:**

Not exceeding ₹ 60,000/- per annum.

**CATEGORY (B)**

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

**a) Provident Fund / Superannuation Fund or Annuity Fund:**

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

**b) Gratuity:** Gratuity payable shall not exceed half month's Basic Salary for each completed year of service.

**c) Leave:**

Leave and Leave Encashment as per the rules 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. Personal long distance calls shall be billed by the Company.

**c) Reimbursement of Expenses**

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

**d) Sitting Fee**

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

**e) He shall be liable to retire by rotation.**

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

**Other Terms & Conditions:**

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

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

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

**RESOLVED FURTHER THAT** when in any financial year, the Company has no profits or its profits are inadequate during the period of 3 years, the remuneration including the perquisites as aforesaid, in such case paid/payable to Shri Shaleen Toshniwal shall be within the limits specified under section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT** the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

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

**RESOLVED FURTHER THAT** the Board of Directors, Shri J.K. Jain, Chief Financial Officer and Shri H.P. Kharwal, Company Secretary, of the Company be and are hereby severally authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**10. To appoint Shri J.M. Mehta as an Independent Director.**

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions (if any) of the Companies Act, 2013 ("the Act") and

the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the company be and is hereby accorded for appointment of Shri J.M. Mehta (DIN:00847311), who was appointed as an Additional Director in the Board meeting held on 27<sup>th</sup> October, 2016 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and being eligible and in respect of whom a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, along with the requisite amount of deposit, as an Independent Director of the Company, to hold office for 5 (five) consecutive years commencing from 27<sup>th</sup> October, 2016 and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable to give effect to this resolution."

#### Registered Office

Industrial Area, Dahod  
Road Post Box No. 21  
BANSWARA-327001 (Raj.)  
Place: Mumbai  
Date : 25<sup>th</sup> May, 2017

By order of the Board

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

#### NOTES:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the ensuing Annual General Meeting (hereinafter referred to as "Meeting" / "AGM") is appended hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the Proxy, in order to be effective, should be duly stamped, filled, signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE

CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. A copy of Audited Financial Statements (standalone and consolidated) for the year ended 31<sup>st</sup> March, 2017 together with the Board's and Auditor's Report thereon are enclosed herewith.
4. Corporate Members intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their copies of the Annual Report to the meeting.
6. Members/Proxies/ Authorized representatives attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting's venue.
7. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in case of any change in their residential status on return to India for permanent settlement, 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.
8. 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 the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. Members holding shares in physical form can avail the nomination facility as permitted under Section 72 of the Companies Act, 2013 by filing Form No. SH-13 with the Company's Registrar and Share Transfer Agents which will be made available on request; Members holding shares in dematerialized form may contact their respective depository participants for recording nomination in respect of their equity shares.
10. Members are requested to send their demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Transfer Agent (RTA).
11. Computech Sharecap Limited, 147, Mahatma Gandhi Road, Fort, Mumbai - 400001 is the Registrar and Share Transfer Agents (RTA) for physical shares and is also the depository interface of the Company with both CDSL and NSDL.
12. The Register of Members and Shares Transfer Books of the Company shall remain closed from 8<sup>th</sup> September, 2017 to 14<sup>th</sup> September, 2017 (both days inclusive) in connection with the payment of dividend for the financial year 2016-17.

13. Shareholders are requested to immediately notify, to the Company, any change in their address.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
15. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA, for consolidation into single folio.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports 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).
17. The shareholders, who have not converted their shares into demat form, are requested to do so, in their own interest.
18. Payment of dividend, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made on or after 18<sup>th</sup> September, 2017 as under:-
  - a) To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) as on 7<sup>th</sup> September, 2017.
  - b) To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company, before the closing hours on 7<sup>th</sup> September, 2017.
19. Members holding shares in physical form are advised to furnish, on or before 7<sup>th</sup> September, 2017, particulars of their bank account, if changed, to the Company to incorporate the same in the dividend warrants. In case of payments to the shareholders holding shares in dematerialized form, particulars of bank account registered with their depository participants will be considered by the Company to incorporate the same in the dividend warrants.
20. The Company has declared dividends for the years 2009-10 to 2015-16. It has also declared interim dividends for the years 2009-10 and 2010-11. The shareholders who have, so far, not encashed the dividend warrants for the year 2009-10 to 2015-16, are hereby informed to encash their dividend warrants by surrendering the same, in original, to the Company and getting demand drafts issued in lieu thereof/get the same credited in their account by NEFT.
 

As per the provisions of the Companies Act, 1956 and 2013 respectively, the unpaid dividend after the expiry of seven years from the date of declaration will be transferred to Investors' Education and Protection Fund (IEPF). Unpaid dividend for the year 2009-10 can be encashed till 14<sup>th</sup> August, 2017, thereafter the same will be transferred to the above fund. Please, therefore, encash the unclaimed dividend before its transferred to above fund.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account.

The Company has sent notices to all the members whose Dividends are lying unpaid/unclaimed against their names for seven consecutive years or more. Members are requested to claim the same on or before 14<sup>th</sup> August, 2017. In case the dividends are not claimed by the said date, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
21. The Company is providing facility of Electronic Clearing Services (ECS) for payment of dividend to shareholders residing in selected cities. Shareholders holding shares in physical form are requested to provide details of their bank accounts for availing ECS facility in the form being forwarded with the Annual Report. However, if the shares are held in dematerialized form, the ECS mandate has to be communicated to the respective Depository Participant (DP). Changes, if any, in the details furnished earlier may also be communicated to the Company or DP, as the case may be.
22. The documents referred to in the proposed resolutions are available for inspection by members at the Registered Office of the Company during working hours between 10.00 A.M. and 1.00 P.M. except on holidays up to the date of this AGM.
23. Queries, if any, on accounts and operations may please be sent to the Company at least 7 days in advance of the Annual General Meeting so that the answers can be made available at the meeting.
24. As required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume and the relevant details of the Director retiring by rotation and seeking re-appointment at the ensuing AGM and also other Director seeking reappointment as Independent Director are furnished in the Corporate Governance Report which forming part of the Annual Report.
25. 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.

26. The Notice of AGM along with the Annual Report for 2016-17 is being sent by electronic mode to those members whose e-mail address is registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, hard copies are being sent by the permitted mode.
27. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 7<sup>th</sup> September, 2017.
28. CS Manoj Maheshwari, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting and polling process to be carried out at this AGM in a fair and transparent manner.
29. The Scrutinizer, after scrutinizing the votes cast at the meeting through polling paper and remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated 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.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
30. E-voting Facility.

The business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and cast your vote earlier for EVSN of any Company, then your existing login id and password are to be used.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9 A.M. on 10<sup>th</sup> September, 2017 and ends at 5 P.M. on 13<sup>th</sup> September, 2017. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 7<sup>th</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits ClientID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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 voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN *</b>	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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the code NPBSL alongwith the 5 digits of the sequence number mentioned on the attendance slip.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the member ID / Folio No. in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Banswara Syntex Ltd. on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Non – Individual Shareholders and Custodians Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.

**In case of members receiving the physical copy:**

- (a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (b) The voting period begins at 9 A.M. on 10<sup>th</sup> September, 2017 and ends at 5 P.M. on 13<sup>th</sup> September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 7<sup>th</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
31. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is also offering remote e-voting facility to the Members to enable them to cast their votes electronically at the 41<sup>st</sup> Annual General Meeting (AGM) from a place other than the venue of the AGM . Please note that remote e-voting is optional and not mandatory.
32. The facility for voting through polling paper shall be made available at the AGM & members who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
33. The route map showing the direction to reach the venue of AGM is attached at the end of the Report/Notice of AGM.

34. The Company has designated two exclusive email IDs viz [hpkharwal@banswarasyntex.com](mailto:hpkharwal@banswarasyntex.com) and [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in) to enable investors to register their complaints/ queries, if any.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 5**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K.G. Goyal & Company (Registration No. 000017), to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2018.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Audit and Records) Rules 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought, by passing an Ordinary Resolution as set out in Item No. 5 of the Notice, for ratification of the remuneration of ₹ 2,00,000/- payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2018.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

**ITEM NO. 6**

Shri R.L. Toshniwal, aged 83 years, is the main promoter and currently Chairman of the Company. He is Masters in Textiles from Leeds University, UK and has 54 years' vast experience in textile industry. He joined the Company in 1976. He has been associated with a number of industries organizations since the beginning of his career. He is Ex-Chairman of Rajasthan Textile Mills Association, Ex-President of Indian Spinners Association and Ex-Chairman of the Synthetic & Rayon Textile Export Promotion Council (SRTEPC). Besides Banswara Syntex Ltd., he is member of the Board of Directors of another Company. Being an industrialist with high social obligations, he is associated with a number of charitable trusts also.

The Company is in textile sector and has been functioning for over forty (40) years. The financial performance of the Company has been satisfactory. The Company is not having any foreign collaboration. The remuneration proposed is as recommended by Nomination and Remuneration Committee and is appropriate considering the job profile and experience of the Chairman.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except Shri R.L. Toshniwal, being the appointee himself and Shri Ravindra Kumar Toshniwal, Shri Shaleen Toshniwal and Shri Rakesh Mehra, being the relatives of the appointee.

Your directors recommend the above Special Resolution for approval. This may also be treated as the Abstract of terms and memorandum under Section 190 of the Companies Act, 2013.

**ITEM NO. 7**

Shri Ravindra Kumar Toshniwal, aged 53 years, is a B.Tech (Chem.) from IIT, Mumbai. He has undergone OPM course of Harvard University, USA. He is having over 25 years' experience in textile industry. He is looking after overall activities of the Company. He has traveled extensively to Europe, USA and other developed countries to promote the products of the Company. He has attracted a number of reputed buyers from all over the world as a result by of which the exports of the Company have increased substantially over the last thirteen years.

The Company is in textile sector and has been functioning for over forty (40) years. The financial performance of the Company has been satisfactory. The Company is not having any foreign collaboration. The remuneration proposed is as recommended by Nomination and Remuneration Committee and is appropriate considering the job profile and experience of the Managing Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except Shri Ravindra Kumar Toshniwal, being the appointee himself and Shri R.L. Toshniwal, Shri Shaleen Toshniwal and Shri Rakesh Mehra, being relatives of the appointee.

Your directors recommend the above Special Resolution for approval. This may also be treated as the Abstract of terms and memorandum under Section 190 of the Companies Act, 2013.

**ITEM NO. 8**

Shri Rakesh Mehra, Aged 60 Years, is a Chartered Accountant having 29 Years experience in the Textile Industry. In past he has been the Chairman of SRTEPC. He was the Chief Executive of M/s. RR Toshniwal Enterprises before joining the Company. Shri Mehra looks after the entire Commercial and Financial activities of the Company besides export sales of yarn.

The Company is in textile sector and has been functioning for over forty (40) years. The financial performance of the Company has been satisfactory. The Company is not having any foreign collaboration. The remuneration proposed is as recommended by Nomination and Remuneration Committee and is appropriate considering the job profile and experience of the Vice Chairman.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except Shri Rakesh Mehra being the appointee himself and Shri R.L. Toshniwal, Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal, being relatives of the appointee.

Your directors recommend the above Special Resolution for approval. This may also be treated as the Abstract of terms and memorandum under Section 190 of the Companies Act, 2013.

**ITEM NO. 9**

Shri Shaleen Toshniwal, aged 40 years, is a Bachelor in Business Management from Bentley College, USA and has over 14 years' experience in the textile industry. He looks after all the five readymade garment units of the Company at Daman and Surat.

The Company is in textile sector and has been functioning for over forty (40) years. The financial performance of the Company has been satisfactory. The Company is not having any foreign collaboration. The remuneration proposed is as recommended by Nomination and Remuneration Committee and is appropriate considering the job profile and experience of the Jt. Managing Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except Shri Shaleen Toshniwal, being the appointee himself and Shri R.L. Toshniwal, Shri Ravindra Kumar Toshniwal and Shri Rakesh Mehra, being relatives of the appointee.

Your directors recommend the above resolution for approval. This may also be treated as the Abstract of terms and memorandum under Section 190 of the Companies Act, 2013.

**ITEM NO. 10**

Shri J.M. Mehta was appointed as an Additional Director of the Company w.e.f. 27<sup>th</sup> October, 2016 by the Board of Directors, as recommended by Nomination and Remuneration Committee, pursuant to the provisions of Section 161(1) of Companies Act, 2013 and the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Shri J.M. Mehta would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri J.M. Mehta for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Shri J.M. Mehta that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He possesses requisite skills, experience and knowledge. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. A brief resume of Shri J.M. Mehta, and the other details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report, forming part of the Annual Report. Copy of the draft letter of appointment of Shri J.M. Mehta as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except, Shri J.M. Mehta, being the appointee himself, none of the other Directors/ Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

**Registered Office**

Industrial Area, Dahod Road,  
Post Box No. 21,  
BANSWARA-327001 (Raj.)

By order of the Board

Place: Mumbai  
Date : 25<sup>th</sup> May, 2017

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