

# BETEX INDIA LIMITED

CIN : L17119GJ1992PLC018073

CORPORATE OFF. : 504, TRIVIDH CHAMBER, 5TH FLOOR, OPP. FIRE BRIGADE STATION,  
RING ROAD, SURAT - 395 002, INDIA.

Phone : (91-261) 2328902 Fax: (91-261) 2334189

E-mail : corporate@betexindia.com

**Date: 30/08/2021**

To,  
**Department of Corporate Services**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, FORT,  
Mumbai: 400 001 (India)

**Scrip Code: 512477**

**Sub.: Notice of 34th Annual General Meeting of the Members of the Betex India Limited**

Dear Sir/Madam,

This is to inform that 34th Annual General Meeting (AGM) of the company will be held on Thursday 30th day of September 2021 at 12:00 p.m. to transact the business mentioned in the said AGM Notice of 34th Annual General Meeting is enclosed herewith.

We hereby inform you that the Register of Members and Share Transfer Book of the company will remain closed from Thursday, 23rd September 2021 to Thursday, 30th September, 2021 (both days inclusive) for the purpose of 34th Annual General Meeting of the company.

Further, we pleased to inform you that company is offering e-voting facility to the shareholders which would enable them to cast their vote electronically. This facility is being provided through CDSL e-voting platform. Please note that the e-voting period starts from Monday, 27th September, 2021 at (09:00 p.m. 1ST) and ends on Wednesday 29th September, 2021 at (05:00 p.m. 1ST).

Further, we inform you that, Wednesday, 22nd September, 2021 is the cut-off date in respect of the businesses to be transacted at the 34th Annual General Meeting.

In compliance with the applicable provisions and Circulars, the Notice of the 34th AGM along with the Annual Report 2020-21 including therein the Audited Financial Statements for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon will be sent only through electronic mode to those Members whose e-mail addresses are registered with the Registrar & Share Transfer Agents/Depositories. The said Notice & Annual Report 2020-21 are also available on the website of company [www.betexindia.com](http://www.betexindia.com)

Kindly take the same on your records.  
Thanking You

**FOR BETEX INDIA LIMITED**

*P. H. Gohel*



**Priyanka Gohel**  
**(Company Secretary and Compliance Officer)**  
**Enclosed: As above**

**NOTICE OF 34TH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 34th Annual General Meeting (AGM) of the members of BETEX INDIA LIMITED will be held on Thursday, 30th day of September, 2021 at 12:00 P.M. at Registered office of the company at 436, GIDC, Pandesara, Surat -394221, Gujarat, (India) to transact the following businesses;

**ORDINARY BUSINESS:**

1. To receive, consider and adopt;
  - i) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of **Mr. Manish Somani (DIN : 00356113)**, who retires by rotation and being eligible, offer himself for re-appointment.

**SPECIAL BUSINESS**

**3. REVISION IN THE REMUNERATION OF MR. MANISH SOMANI, EXECUTIVE DIRECTOR AND CFO OF THE COMPANY:**

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

**“RESOLVED THAT** in partial modification of resolution passed in this regard by the members of the Company at 31st Annual General Meeting held on Saturday, 29th Day of September, 2018 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Act’), the consent of the members be and is hereby accorded for revision in remuneration of **Mr. Manish Somani (DIN : 00356113)**, Whole-Time Director & CFO, with effect from 01st April, 2021.

**“RESOLVED FURTHER THAT** the remuneration payable to Mr. Manish Somani (DIN : 00356113), Whole-Time Director & CFO, with effect from 01st April, 2021 shall be as under:

Salary: Rs. 1,00,000/- p.m. with effect from 01st April, 2021 inclusive of all perquisite.

**“RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that **Mr. Manish Somani (DIN : 00356113)**, Whole-Time Director & CFO, of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 1,00,000/- (Rupees One lacs only) as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.”



“**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

“**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of **Mr. Manish Somani (DIN: 00356113)**, Whole-Time Director& CFO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.”

“**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-Time Director& CFO, of the Company, as approved by the resolution passed at the 33rd Annual General Meeting held on Wednesday, 30th Day of September, 2020 shall remain unchanged.”

“**RESOLVED FURTHER THAT** the Board of Director or the Chief Financial Officer or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

#### **4. TO GRANT LOAN AND/OR GIVE GUARANTEE AND/OR MAKE INVESTMENTS.**

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

“**RESOLVED THAT** pursuant to provision of Section 186 of the Companies Act, 2013 read with the Companies ( Meeting of Board and its Power) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, if any, the consent of the members of the Company is be and is hereby accorded to exercise the power to (i) give any loan(s) to any person or other body corporate ; (ii) to give guarantee including corporate guarantee or (iii) to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors (vi) to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas as board may think fit, from time to time, in one or more tranches, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more, provided that the loans or investments made, guarantees given, and securities provided shall not any time exceed **Rs. 25 Crores (Rupees Twenty Five Crores Only)** over and above the paid up capital of the Company and its free reserves, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of Companies Act, 2013 as in their absolute discretion deem beneficial and in the interest of the Company.:

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Executive Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining



approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By Order of the Board of Directorsfor, BETEX INDIA  
LIMITED



M. J. J. J.

MAHESHKUMAR SOMANI  
(CHAIRMAN)  
(DIN: 00106449)

Date: 30th August, 2021  
Place: Surat

Registered office:  
436, GIDC, PANDESARA,  
SURAT-394221, GUJARAT (INDIA)  
CIN: L17119GJ1992PLC018073  
Tel: +91 0261 2898595/96  
E-mail: [corporate@betexindia.com](mailto:corporate@betexindia.com)  
Website: [www.betexindia.com](http://www.betexindia.com)

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are Liable to be considered as invalid. It is advisable that the Proxy Holder's signature may also be furnished in the Proxy Form, for identification purposes. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ("the Act") and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of Special Business under Item Nos. 3 and 4 of the accompanying Notice is annexed hereto.
4. Members are requested to bring their copies of the Annual Report to the meeting. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.



6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, M/s. Bigshare Services Pvt. Ltd. case the shares are held by them in physical form.

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 their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Bigshare Services Pvt. Ltd.

7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or M/s. Bigshare Services Pvt. Ltd. for assistance in this regard.

8. The Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. Bigshare Services Pvt. Ltd. the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

9. Members intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.

10. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 23rd September, 2021 to Thursday, 30th September, 2021 (both days inclusive) for the purpose of AGM.

11. All relevant documents referred to in the accompanying Notice along with the Statutory Registers maintained by the Company as per the Act will be available for inspection in electronic mode upto the date of AGM of the Company and will also be available electronically for inspection by the Members during AGM. Members seeking to inspect such documents can send an email to [corporate@betexindia.com](mailto:corporate@betexindia.com).

12. The Notice of the 34th Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2021 is uploaded on the Company's website [www.betexindia.com](http://www.betexindia.com) and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same.



13. Electronic copy of the Annual Report for 2020-21 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
14. Trading in equity shares of the Company is compulsorily in dematerialised mode by all the Members. Also, as per provisions of the Listing Regulations, transfer of listed securities shall not be processed unless the securities are in dematerialised form. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.
15. SEBI vide its circular dated 20th April 2018, directed all the listed companies to record the Income Tax PAN and Bank account details of all their shareholders holding shares in physical form. 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 Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
16. With a view to conserve natural resources, we request Members to update and register their email addresses and Mobile No. with their Depository Participants (DPs) or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically. Members holding shares in Physical mode may register their email id by providing necessary details like Folio No., Name of Member(s) and self-attested scanned copy of PAN card or Aadhar Card by email to [info@bigshareonline.com](mailto:info@bigshareonline.com) or by clicking the link: <https://www.bigshareonline.com/ForInvestor.aspx>
17. Nomination facility is available for the Members as per Section 72 of the Act. Members of the Company have an option to nominate any person as their nominee to whom their shares shall vest in the unfortunate event of death of Member. It is advisable to avail this facility, especially by the Members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to Depository Participant (DP).
18. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
19. The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again



20. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Central Depository Services (India) Limited ("CDSL") in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 7th September 2021, may cast their vote either by remote e-voting as well as e-voting system as on date of AGM.

The information and other instructions regarding remote e-voting are detailed in Note No. 24

21. The Company has appointed Mr. Dhiren R. Dave, Practicing Company Secretary (Membership No. FCS 4889) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

22. Results of voting shall be declared by the Chairperson or a person so authorised by him in writing on receipt of consolidated report from the Scrutiniser. The results declared along with the Scrutiniser's Report shall be placed on the Company's website i.e. [www.betexindia.com](http://www.betexindia.com) and on the website of CDSL and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

**23. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.**

#### **24. INSTRUCTIONS FOR E-VOTING**

- (i) The voting period begins on Monday, 27th September, 2021 at 09:00 a.m. and ends on Wednesday 29th September, 2021 at 05:00 p.m. 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. 22nd September, 2021 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.

**A. For Individual Members holding shares in Demat mode:**

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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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 i.e.CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>





<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**B.shareholders other than individual shareholders holding in Demat form physical shareholders.**

- (i) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 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 Shareholders holding shares in Demat Form other than individual 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>• 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>
<b>Dividend Bank Details</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.



<b>OR Date of Birth (DOB)</b>	<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 as mentioned in instruction (v).</li></ul>
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- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Betex India Limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- 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 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.
- Alternatively Non Individual shareholders are required 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;[corporate@betexindia.com](mailto:corporate@betexindia.com)(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.
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 022- 23058738 and 022 23058542/43.**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.



**EXPLANATORY STATEMENT**

(Pursuant To Section 102 of the Companies Act, 2013 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**ITEM NO. 03**

Mr. Manish Somani (DIN : 00356113) was appointed as Whole Time Director& CFO of the Company with effect from 1stApril, 2020for a period of 5 years at the 33rd Annual General Meeting of the shareholders held on Wednesday, 30th Day of September, 2020.

Mr. Manish Somani, aged 38 years, is a Bachelors of Business Administration. He has held various leadership roles in the Company. He has always been exploring new business opportunities and challenges. He was working with the group in its various business divisions and looking after company's day to day activities. His experience will be valuable in efficient management of the Company in the ever changing business environment.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Manish Somani, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 29th June, 2021 has approved the proposal to increase the salary of Mr. Manish Somani, Whole Time Director& CFO, subject to the approval of shareholders, as set out in the resolution being item no. 3 of the accompanying notice w.e.f. 01st April, 2021.

**Minimum Remuneration:** Where in any financial year, during the currency of the tenure of Mr. Manish Somani Ray as Whole-Time Director& CFO, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 5 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting held on 29th June, 2021 has already approved the above remuneration payable to Mr. Manish Somani Ray, Whole-time Director & CFO of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director & CFO of the Company as approved by the members of the Company shall remain unchanged.

Considering Mr. Manish Somani Ray's experience in Textile industry, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013

<b>I. GENERAL INFORMATION:</b>		
1	Nature of industry	Textile Industry
2	Date or expected date of commencement of commercial production	The Company was incorporated on 07/01/1987 and commenced commercial production thereafter.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators. (As per audited financial statements for the year ended 31.03.2021)	Sales & Other Income: Rs. 4881.51 lakhs EBIDTA: Rs. 376.75 lakhs Net Profit: Rs. 206.43 Lakhs
5	Foreign investments or collaborations, if any	Not Applicable

<b>II. INFORMATION ABOUT THE DIRECTOR</b>		
<b>Mr. Manish maheshkumarsomani</b>		
1	Background details	Mr. Manish Somani, Whole Time Director & CFO of the Company belongs to business family who is looking into family business from more than 10 years.
2	Past remuneration	Rs. 50,000/- per month.
3	Recognition or awards	-
4	Job profile and his suitability	Mr. Manish Somani is the Whole Time Director & CFO of the Company and devotes whole time attention to the Financial matters of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
5	Remuneration proposed	Rs. 1,00,000/- per month
6	Comparative remuneration profile with	The remuneration proposed to be paid to Mr. Manish

	respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin	Somani, Whole-time Director & CFO is purely based on merit. Considering the responsibility shouldered by Mr. Manish Somani of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Manish Somani has pecuniary relationship with the Relationship with managerial personnel Mr. Mahesh Somani and Mr. Ritesh Somani

<b>III. OTHER INFORMATION:</b>		
1	Reasons of loss or inadequate profits	At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration. Management is confident that in next three years company will have adequate profits as per limits prescribed in the Schedule V.
2	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins. These steps are expected to positively impact the company's operations in the near to medium term.
3	Expected increase in productivity and profits in measurable terms.	The Company is very conscious about improvement in productivity and profitability and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

**The Board recommends the Resolution set out at Item No. 3 of the accompanying Notice as Special Resolution for the approval of the Members.**

#### **ITEM NO. 04**

#### **TO GRANT LOAN AND/OR GIVE GUARANTEE AND/OR MAKE INVESTMENTS.**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.



Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of **Rs. 25 Crores (Rupees Twenty Five Crores Only)**, as proposed in the Notice.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution financially or otherwise, in the Resolutions at Item Nos. 3, of the accompanying Notice except Mr. Mahesh Somani, Mr. Ritesh Somani and Mr. Manish Somani, since his remuneration is proposed to be revised.

By Order of the Board of Directors for, **BETEX INDIA LIMITED**



*M. Somani*

**MAHESHKUMAR SOMANI**  
(CHAIRMAN)  
(DIN: 00106449)

Date: 30th August, 2021  
Place: Surat

Registered office:  
436, GIDC, PANDESARA,  
SURAT-394221, GUJARAT (INDIA)  
CIN: L17119GJ1992PLC018073  
Tel: +91 0261 2898595/96  
E-mail: [corporate@betexindia.com](mailto:corporate@betexindia.com)  
Website: [www.betexindia.com](http://www.betexindia.com)





**For ease of participation by Members, provided below are key details regarding the AGM for reference:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details of access</b>
1	Venue of AGM and for participation	Betex India Limited 436, GIDC, Pandesara, Surat- 394221, GUJARAT (INDIA)
2.	Link for remote e-voting	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
3.	Username and password	Please refer the instructions provided in the Notice.
4.	Helpline number for e-voting	Contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022 2305 8738 or 022 2305 8542-43 Contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
5.	Cut-off date for e-voting	Wednesday, 22nd September, 2021
6.	Time period for remote e-voting	Commences on Monday, 27th September, 2021 at (09:00 p.m. IST) and ends on Wednesday 29th September, 2021 at (05:00 p.m. IST)
7.	Book closure dates	Thursday 23rd September, 2021 to Thursday 30th September, 2021 (both days inclusive)
8.	Link for Members to update email ID (for physical shareholders)	<a href="https://www.bigshareonline.com/ForInvestor.aspx">https://www.bigshareonline.com/ForInvestor.aspx</a> or send email on <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a>
9.	Registrar and Transfer Agent Contact details	BIGSHARE SERVICES PVT LTD E-2/3 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai-400 072. India Tel.:+91 22 62638200 Fax : +91 22 62638299 Email: <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a>
10.	Betex India Limited – Contact details	Contact No: (91-0261) 2898595/2328902 Email: <a href="mailto:corporate@betexindia.com">corporate@betexindia.com</a> Visit us at: <a href="http://www.betexindia.com">www.betexindia.com</a>



## ROUTE MAP TO THE ANNUAL GENERAL MEETING VENUE

### BETEX INDIA LIMITED

34th Annual General Meeting  
Date: Thursday, 30th Day of September, 2021  
Time: 12:00 P.M

Venue:  
436, GIDC, Pandesara,  
Surat- 394221  
Gujarat, (India)

Link for Venue: [https://www.google.com/maps/place/Sumeet+Silk+Mills+Unit-2+\(+Betex+India+Limited+\)/@21.1374396,72.838468,17z/data=!3m1!4m5!3m4!1s0x3be051c8b32825b5:0x4e08fc348386b579!8m2!3d21.137432!4d72.8406569?hl=en](https://www.google.com/maps/place/Sumeet+Silk+Mills+Unit-2+(+Betex+India+Limited+)/@21.1374396,72.838468,17z/data=!3m1!4m5!3m4!1s0x3be051c8b32825b5:0x4e08fc348386b579!8m2!3d21.137432!4d72.8406569?hl=en)

