

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting (EGM) of the members of BETEX INDIA LIMITED will be held on Friday, 06th day of May, 2022 at 10:30 A.M. at Registered office of the company at 436, GIDC, Pandesara, Surat -394221, Gujarat, (India) to transact the following businesses;

SPECIAL BUSINESS:**1. TO APPOINT MR. HANUMANSINGH KARANSINGH SHEKHAWAT (DIN NO.: 09477751) AS AN INDEPENDENT, NON-EXECUTIVE DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company **Mr. Hanumansingh Karansingh Shekhawat (Din No.: 09477751)** who was appointed as an additional director of the company, categorised as independent non-executive, by the Board of Directors with effect from February 10, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing him as a director, be and is hereby appointed as an independent non-executive director for a term of five consecutive years effective from February 10, 2022 till February 09, 2027 and shall not liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director of the Company be and is 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.”

2. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SUMICOT LIMITED.

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

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, the consent of members of the company be and is here by accorded for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), for the financial year 2022-23 with Sumicot Limited (“SL”), related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder:

Sr. No.	Name(s) of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of transaction	Period for which shareholders' approval is sought for the transaction
1	Sumicot Limited	Promoter Group	Transfer of Resources (Unsecured Loan/ Investments)	₹ 5 Crore (Rupees Five Crore)	For Financial Year 2022-23

notwithstanding the fact that all such transactions during financial year 2022-23, whether individually and/or in the aggregate, may exceed ₹1,000 crore or 10% of the annual consolidated turnover as per the Company's last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time;

“RESOLVED FURTHER THAT the Members of the company do hereby accord approval to the Board of Directors of the Company to sign and execute all documents, contracts/deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of Board and / or Director(s) of the company to give effect to the aforesaid resolution.”

3. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH AMBAJI SYNTEX PRIVATE LIMITED.

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

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, the consent of members of the company be and is here by accorded for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), for the financial year 2022-23 with Ambaji Syntex Private Limited (“ASPL”), related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder:

Sr. No.	Name(s) of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of transaction	Period for which shareholders' approval is sought for the transaction
1.	Ambaji Syntex Private Limited	Promoter Group	1. Transfer of Resources (Unsecured Loan/ Investments) 2. Job Work (Sale/purchase of Goods.	₹ 6 Crore Rupees Six Crore)	For Financial Year 2022-23

notwithstanding the fact that all such transactions during financial year 2022-23, whether individually and/or in the aggregate, may exceed ₹ 1,000 crore or 10% of the annual consolidated turnover as per the Company's

last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time;

“RESOLVED FURTHER THAT the Members of the company do hereby accord approval to the Board of Directors of the Company to sign and execute all documents, contracts/deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of Board and / or Director(s) of the company to give effect to the aforesaid resolution.”

4. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH BHOOMEKA PROCESSORS PRIVATE LIMITED.

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

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, the consent of members of the company be and is here by accorded for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), for the financial year 2022-23 with Bhoomeka Processors Private Limited (“BPPL”) related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder:

Sr. No.	Name(s) of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of transaction	Period for which shareholders’ approval is sought for the transaction
1.	Bhoomeka Processors Private Limited	Promoter Group	1. Job Work (Sale/purchase of Goods. 2. Transfer of Resources (Unsecured Loan/ Investments)	₹ 5 Crore (Rupees Five Crore)	For Financial Year 2022-23

notwithstanding the fact that all such transactions during financial year 2022-23, whether individually and/or in the aggregate, may exceed ₹1,000 crore or 10% of the annual consolidated turnover as per the Company’s last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time;

“RESOLVED FURTHER THAT the Members of the company do hereby accord approval to the Board of Directors of the Company to sign and execute all documents, contracts/deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of Board and / or Director(s) of the company to give effect to the aforesaid resolution.”

5. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SHARDADEVI SOMANI.

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

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, the consent of members of the company be and is here by accorded for carrying out and / or continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), for the financial year 2022-23 with Mrs. Shardadevi Somani, related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise as mentioned hereunder:

Sr. No.	Name(s) of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of transaction	Period for which shareholders’ approval is sought for the transaction
1.	Shardadevi Somani	Promoter Group	Transfer of Resources (Unsecured Loan)	₹ 2 Crore (Rupees Two Crore)	For Financial Year 2022-23

notwithstanding the fact that all such transactions during financial year 2022-23, whether individually and/or in the aggregate, may exceed ₹1,000 crore or 10% of the annual consolidated turnover as per the Company’s last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time;

“RESOLVED FURTHER THAT the Members of the company do hereby accord approval to the Board of Directors of the Company to sign and execute all documents, contracts/deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of Board and / or Director(s) of the company to give effect to the aforesaid resolution.”

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

Sd/-

**MANISH SOMANI
(DIRECTOR)
(DIN: 00356113)**

Date: 11th April, 2022
Place: Surat

Registered office:
436, GIDC, PANDESARA,
SURAT-394221, GUJARAT (INDIA)
CIN: L17119GJ1992PLC018073
Tel: +91 0261 2898595/96
E-mail: corporate@betexindia.com
Website: 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. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolutions in this Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
4. Relevant documents referred to in this Notice requiring the approval of the Members at the meeting shall be available for inspection by the Members till the date of Meeting i.e. Friday, May 06, 2022. Members who wish to inspect the documents are requested to send an email to corporate@betexindia.com mentioning their name, folio no. /client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
5. The Company has appointed Mr. Dhiren R. Dave, Practicing Company Secretary (Membership No. FCS 4889) as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
6. On account of the outbreak of the COVID-19 pandemic and in accordance with the MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), the Company is sending the Notice of Extra Ordinary General Meeting of the Company in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this EGM.
7. The Notice of the Extra Ordinary General Meeting of the Company for the Financial Year 2022-23 is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Friday, April 29, 2022 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company Bigshare Services Pvt Ltd (the "RTA"), in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date should treat this Notice for information only. This Notice is also available at the Company's website: <https://www.betexindia.com/> and the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com

8. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular dated December 9, 2020 on remote e-voting facility provided by listed entities, and the applicable MCA circulars, the Company is pleased to offer remote e-voting facility to Members to cast their vote electronically.
9. The Company has engaged CDSL (hereinafter referred to as CDSL or “Service Provider”) for facilitating remote e-voting to enable the Members to cast their votes electronically and Postal Ballot.
10. To facilitate the Members to receive this Notice and cast their vote electronically, the Company has made special arrangements with its RTA, for registration of e-mail addresses in accordance with the MCA circulars. For Members who have not registered their e-mail addresses, the process for registration of e-mail address is as under:

a) Members who have not registered their e-mail address and in consequence the notice could not be serviced, may temporarily get their e-mail address registered with the Company’s RTA with following link <https://www.bigshareonline.com/ForInvestor.aspx> and following the registration process as guided thereafter.

Post successful registration of the e-mail, the Members would get soft copy of the Notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting for this Extra Ordinary General Meeting. In case of any queries, Members may write to the RTA at info@bigshareonline.com

b) It is clarified that for permanent registration of e-mail address, Members are requested to register their email addresses as follows:

Physical Holding	Send relevant documents to the RTA at info@bigshareonline.com in Form ISR-1 available on the Company’s website at https://www.betexindia.com/ shareholders information and helpdesk and also on the websites of the RTA https://www.bigshareonline.com/Resources.aspx
Demat Holding	By contacting Depository Participant (“DP”) and registering e-mail address and mobile number in demat account, as per the process advised by the DP.

c) Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / the Company’s RTA, to enable servicing of notices, etc. electronically to their e-mail address.

11. 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 and on the website of CDSL at www.evotingindia.com and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
12. The resolutions, if approved by the requisite majority, shall be deemed to have been passed on Friday May 6, 2022

13. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Tuesday, 03rd May, 2022 at 09:00 a.m. IST and ends on Thursday 05th May, 2022 at 05:00 p.m. IST During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 29th April, 2022 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	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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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-

	<p>Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IdeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IdeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IdeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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 & 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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	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.

OR Date of Birth (DOB)	<ul style="list-style-type: none">• 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).
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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 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
 - 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 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 (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 update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022 23058542/43 or 1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 or 1800225533

EXPLANATORY STATEMENT

(Pursuant To Section 102 of the Companies Act, 2013 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standards on General Meetings (SS-2)

ITEM NO. 01**TO APPOINT MR. HANUMANSINGH KARANSINGH SHEKHAWAT (DIN NO.: 09477751) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Hanumansingh Karansingh Shekhawat as an Additional (Independent Non-Executive) Director of the Company with effect from February 10, 2022. The Company has received a declaration from Mr. Hanumansingh Karansingh Shekhawat to the effect that he fulfills all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and meets the Fit and Proper criteria. The Company has also received the notice under Section 160 of the Act from a member proposing the candidature of his appointment as a Director of the Company.

Mr. Hanumansingh Karansingh Shekhawat is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company. Looking to his reach experience in textile industries in dyeing and printing mills, the Board recommends this resolution in relation to obtain approval of Mr. Hanumansingh Karansingh Shekhawat as Independent Non-Executive Director, for subject to approval of the Members of the Company.

Brief profile of Mr. Hanumansingh Karansingh Shekhawat in terms Regulation 36(3)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on the General Meetings ("SS-2") has been provided in this Explanatory Statement as under:

Name of Director	Mr. Hanumansingh Karansingh Shekhawat
Date of Birth/Age	15/08/1966/ 55 Years
Qualification	Intermediate
Date of First Appointment	10 th February, 2022
Number of Board meetings attended during their tenure (Held/Attended)	1 (till the date of this Notice)
Directorship in other entities	None
Names of listed Entities from which the Directors has resigned In last 3 years, If any	None
Membership / Chairmanship in Committees of other entities	None
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship between directors Inter-se	Nil
Terms and Conditions of Reappointment	Mr. Hanumansingh Karansingh Shekhawat shall be appointed as an Independent Non-Executive Director, not liable to retire by rotation, to hold office for a period of five (5) years, from February 10, 2022 to February 09, 2027 (both days inclusive).
Remuneration	Entitled to the sitting fees and reimbursement of expenses for attending Board/Committee meetings.
Justification For Appointment / Reappointment and skills & capabilities required for the role and the manner In	The NRC and Board of Directors of the Company are in the opinion that Mr. Hanumansingh Karansingh Shekhawat person of integrity and having more than 25 Years experiences in textile Industry in various dyeing &

which the proposed Independent Directors moots such requirements.	printing mills. The Board recommends his appointment as an Independent Director to the Members. In the opinion of the Board of Directors, Mr. Hanumansingh Karansingh Shekhawat is independent of the Company and fulfils the conditions specified in the Act, and the rules made thereunder for appointment as an Independent Director.
Nature of expertise in specific functional areas	Dyeing & Printing

Accordingly, the approval of the Members is sought for the appointment of Mr. Hanumansingh Karansingh Shekhawat as an Independent Non-Executive Director, not liable to retire by rotation, to hold office for a period of five (5) years, from February 10, 2022 to February 09, 2027 (both days inclusive).

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Hanumansingh Karansingh Shekhawat and his relatives, are concerned / interested in passing of the above resolution.

Mr. Hanumansingh Karansingh Shekhawat is not related to any of the Directors or Key Managerial Personnel of the Company.

Your Board of Directors recommend passing of the resolution set out in Item No. 1 of the accompanying Notice.

ITEM NO. 2:**APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SUMICOT LIMITED.**

Your Company is engaged in the textile processing business and is mainly engaged in job processing work on grey fabrics through its dyeing and printing units.

In line with the above objective and in the best interest of the Company, the Company has been entering into various business transactions with the group entities in the ordinary course of business and at arms' length basis.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

As the value of such transactions exceeds 10% of consolidated turnover of immediately previous year of the Company, being the threshold limit for Material Related Party Transactions under the SEBI (LODR) Regulations, 2015, your approval is being sought for the financial year 2022-23.

It is hereby proposed those terms of contract for transactions between related parties as mentioned below:

Sr. No.	Name(s) of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of transaction	Period for which shareholders' approval is sought for the transaction
1	Sumicot Limited	Promoter Group	Transfer of Resources (Unsecured Loan/ Investments)	₹ 5 Crore (Rupees Five Crore)	For Financial Year 2022-23

The Audit Committee has approved the proposed transaction, being in the interest of the Company, between related parties of the Company in their meeting held on April 11, 2022. The same is being placed before the member of the Company as item no. 2 for their Approval.

None of the Directors, except Mr. Ritesh Somani or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 2 of this Notice for approval of the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 2.

ITEM NO. 3:**APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH AMBAJI SYNTEX PRIVATE LIMITED.**

Your Company is engaged in the textile processing business and is mainly engaged in job processing work on grey fabrics through its dyeing and printing units.

In line with the above objective and in the best interest of the Company, the Company has been entering into various business transactions with the group entities in the ordinary course of business and at arms' length basis.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

As the value of such transactions exceeds 10% of consolidated turnover of immediately previous year of the Company, being the threshold limit for Material Related Party Transactions under the SEBI (LODR) Regulations, 2015, your approval is being sought for the financial year 2022-23.

It is hereby proposed those terms of contract for transactions between related parties as mentioned below:

Sr. No.	Name(s) of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of transaction	Period for which shareholders' approval is sought for the transaction
1.	Ambaji Syntex Private Limited	Promoter Group	1. Transfer of Resources (Unsecured Loan/ Investments) 2. Job Work (Sale/purchase of Goods.	₹ 6 Crore Six Crore)	For Financial Year 2022-23

The Audit Committee has approved the proposed transaction, being in the interest of the Company, between related parties of the Company in their meeting held on April 11, 2022. The same is being placed before the member of the Company as item no. 3 for their Approval.

None of the Directors, except Mr. Mahesh Somani and Mr. Manish Somani or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 3.

ITEM NO. 4:**APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH BHOOMEKA PROCESSORS PRIVATE LIMITED.**

Your Company is engaged in the textile processing business and is mainly engaged in job processing work on grey fabrics through its dyeing and printing units.

In line with the above objective and in the best interest of the Company, the Company has been entering into various business transactions with the group entities in the ordinary course of business and at arms' length basis.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

As the value of such transactions exceeds 10% of consolidated turnover of immediately previous year of the Company, being the threshold limit for Material Related Party Transactions under the SEBI (LODR) Regulations, 2015, your approval is being sought for the financial year 2022-23.

It is hereby proposed those terms of contract for transactions between related parties as mentioned below:

Sr. No.	Name(s) of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of transaction	Period for which shareholders' approval is sought for the transaction
1.	Bhoomeka Processors Private Limited	Promoter Group	1. Job Work (Sale/purchase of Goods. 2. Transfer of Resources (Unsecured Loan/ Investments)	₹ 5 Crore (Rupees Five Crore)	For Financial Year 2022-23

The Audit Committee has approved the proposed transaction, being in the interest of the Company, between related parties of the Company in their meeting held on April 11, 2022. The same is being placed before the member of the Company as item no. 4 for their Approval.

None of the Directors, except Mr. Ritesh Somani or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 4.

ITEM NO. 5:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SHARDADEVI SOMANI.

Your Company is engaged in the textile processing business and is mainly engaged in job processing work on grey fabrics through its dyeing and printing units.

In line with the above objective and in the best interest of the Company, the Company has been entering into various business transactions with the group entities in the ordinary course of business and at arms' length basis.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

As the value of such transactions exceeds 10% of consolidated turnover of immediately previous year of the Company, being the threshold limit for Material Related Party Transactions under the SEBI (LODR) Regulations, 2015, your approval is being sought for the financial year 2022-23.

It is hereby proposed those terms of contract for transactions between related parties as mentioned below:

Sr. No.	Name(s) of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of transaction	Period for which shareholders' approval is sought for the transaction
1.	Shardadevi Somani	Promoter Group	Transfer of Resources (Unsecured Loan)	₹ 2 Crore (Rupees Two Crore)	For Financial Year 2022-23

The Audit Committee has approved the proposed transaction, being in the interest of the Company, between related parties of the Company in their meeting held on April 11, 2022. The same is being placed before the member of the Company as item no. 5 for their Approval.

None of the Directors, except Mr. Mahesh Somani, Mr. Manish Somani and Mr. Ritesh Somani or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under this Item No. 5.

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

Sd/-

**MANISH SOMANI
(DIRECTOR)
(DIN: 00356113)**

**Date: 11th April, 2022
Place: Surat**

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

BETEX INDIA LIMITED

CIN: L17119GJ1992PLC018073

Registered Office:

436, GIDC Pandesara, Surat- 394221 Gujarat, India

Contact No : 0261 – 2328902 / 2334189

Email Id. : corporate@betexindia.com Website: www.betexindia.com**ATTENDANCE SHEET**

This attendance slip, duly filled in, is to be handed over at the entrance of the meeting hall.

For Demat Shares**For Physical Shares**

DP ID:	REGD. FOLIO NO.:
CLIENT ID:	NO. OF SHARES HELD:

Full name of the member attending: _____

Name of Proxy: _____
(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Extra Ordinary General Meeting of the Company at 436, GIDC Pandesara, Surat- 394221, Gujarat, India on Friday, 06th day of May, 2022 at 10:30 A.M.

Member's / Proxy's Signature
(To be signed at the time of handing over this slip)

BETEX INDIA LIMITED

CIN: L17119GJ1992PLC018073

Registered Office:

436, GIDC Pandesara, Surat- 394221 Gujarat, India

Contact No : 0261 – 2328902 / 2334189

Email Id. : corporate@betexindia.com Website: www.betexindia.com**FORM NO. MGT-11****PROXY FORM***[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies(Management and Administration) Rules, 2014]*

Name of the member (s) : _____

Registered address : _____

E-mail ID : _____

Folio No. / Client ID : _____

DP ID : _____

I / We being the member (s) of _____ equity shares of the Betex India Limited, hereby appoint;

1. Name:	Email Id:
Address:	Signature

or failing him/her

2. Name:	Email Id:
Address:	Signature

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company at 436, GIDC Pandesara, Surat- 394221, Gujarat, India on Friday, 06th day of May, 2022 at 10:30 A.M. at 436, GIDC Pandesara, Surat- 394221, Gujarat, India and at any adjournment thereof in respect of such Resolutions as are indicated overleaf:

Resolutions	Vote		
	For	Against	Abstain
Special Business			
1. To Appoint Mr. Hanumansingh Karansingh Shekhawat (Din No.: 09477751) as an Independent Non-Executive Director in terms of Section 149 of the Companies Act, 2013			
2. Approval of material related party transactions with Sumicot Limited			
3. Approval of material related party transactions with Ambaji Syntex Private Limited.			
4. Approval of material related party transactions with Bhoomeka Processors Private Limited.			
5. Approval of material related party transactions with Mrs. Shardadevi Somani.			

Signed this _____ day of _____, 2022.

Signature of member(s)

Signature of proxy holder(s)

Affix Rs.1
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of a body corporate, the proxy form should be signed by the authorised person duly enclosing thereto, a certified copy of the resolution of the Board under Section 113 of the Companies Act, 2013.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting (EGM).
5. It is optional to indicate your preference. If you leave 'for,' 'against' or 'abstain' column blank against any or all of the Resolutions, your proxy will be entitled to vote in any manner as he/she may deem appropriate.

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

Sr. No.	Particulars	Details of access
1	Venue of EGM and for participation	Betex India Limited 436, GIDC, Pandesara, Surat- 394221, GUJARAT (INDIA)
2.	Link for remote e-voting	www.evotingindia.com
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 helpdesk.evoting@cdslindia.com or contact at 022 2305 8738 or 022 2305 8542-43 Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
5.	Cut-off date for e-voting	Friday, 29th April, 2022
6.	Time period for remote e-voting	Commences on Tuesday, 03rd May, 2022 at (09:00 a.m. IST) and ends on Thursday 05th May, 2022 at (05:00 p.m. IST)
7.	Link for Members to update email ID (for physical shareholders)	https://www.bigshareonline.com/ForInvestor.aspx or send email on info@bigshareonline.com
8.	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: info@bigshareonline.com
9.	Betex India Limited – Contact details	Contact No: (91-0261) 2898595/2328902 Email: corporate@betexindia.com Visit us at: www.betexindia.com

ROUTE MAP TO THE EXTRA ORDINARY GENERAL MEETING VENUE

BETEX INDIA LIMITED

Extra Ordinary General Meeting
Date: Friday, 06th Day of May, 2022
Time: 10:30 A.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!4b1!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!4b1!4m5!3m4!1s0x3be051c8b32825b5:0x4e08fc348386b579!8m2!3d21.137432!4d72.8406569?hl=en)

