

BETEX INDIA LIMITED

CIN: L17119GJ1992PLC018073

REGISTERED OFFICE ADDRESS: 436, GIDC PANDESARA, SURAT-394221, GUJARAT, INDIA

Contact No: (91-261) 2898595/2898596

Email: corporate@betexindia.com

www.betexindia.com

Date: 20.08.2025

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai: 400 001
Scrip Code: 512477

Sub: Submission of Notice of 38th Annual General Meeting

Dear Sir/Madam,

In terms of the provisions of Regulation 30 of Securities and Exchange Board of India [Listing Obligations & Disclosure Requirements] Regulations, 2015, please find enclosed the Notice of 38th Annual General Meeting of the Company to be held on Monday, September 15th, 2025 at 12.30 PM at the registered office of the company at 436, GIDC, Pandesara, Surat -394221, Gujarat, (India).

Please be informed that in terms of the recent MCA and SEBI circulars, the Electronic copy of the said Notice along with the Annual Report of the Company for the year 2024-25 is being sent by e-mail today i.e. on 20th August, 2025 to the respective shareholders whose e-mail id are registered with the respective Depositories and/or Registrar and Transfer Agent of the Company.

Kindly take the above on your record and acknowledge the same.

Thanking you,

Yours faithfully,

For, BETEX INDIA LIMITED

SWATI SOMANI
Company Secretary & Compliance Officer

Encl.: as above.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting (AGM) of the members of BETEX INDIA LIMITED will be held on Monday, 15th day of September, 2025 at 12:30 P.M. at Registered office of the company at 436, GIDC, Pandesara, Surat -394221, Gujarat, (India) to transact the following businesses;

ORDINARY BUSINESS:

1. **Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025, and Report of the Board of Directors and the Auditors thereon:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Report of Board of Directors and Auditors thereon.

2. **Appoint a Director in place of Mr. Ritesh Somani [DIN: 01402114], Executive Director who retires by rotation and being eligible, offers himself for reappointment:**

To appoint a Director in place of Mr. Ritesh Somani [DIN: 01402114], Executive Director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **To Approve Appointment of Statutory Auditor in the company to fill casual vacancy:**

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

“RESOLVED THAT pursuant to the provisions of Sections 139(8), 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members be and is hereby accorded to the appointment of M/S H T K S & CO., Chartered Accountants, (Firms Registration No. 111032W), as Statutory Auditors of the Company from 14th August, 2025 until the conclusion of ensuing Annual General Meeting of the Company to be held in the year 2025 to fill the casual vacancy caused by the resignation of M/s. C.P. Jaria & Co., Chartered Accountant, (Firms Registration No. 104058W) , at such remuneration plus applicable taxes, and out of pocket expenses, as determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.”

4. **To Appoint M/S H T K S & CO. Chartered Accountants as the Statutory Auditor of the company:**

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

“RESOLVED THAT pursuant to provisions of Sections 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, M/S H T K S & CO., Chartered Accountants, (Firms Registration No. 111032W), be and are hereby appointed as Statutory Auditor of the Company to hold office for a period of five consecutive

years from the conclusion of the 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.”

5. To Appoint the Secretarial Auditors for period of 5 years:

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read with the applicable provisions of the Companies Act, 2013, each as amended from time to time, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company (“Board”), M/s. Dhiren R. Dave & Co., Company Secretaries in Whole Time Practice (UIN: P1996GJ002900), Surat, Gujarat, be and are hereby appointed as the Secretarial Auditors of the Company to hold office for a period of 5 (five) consecutive years from Financial Year 2025-26 upto Financial year 2029-30.”

“**RESOLVED FURTHER THAT** M/s. Dhiren R. Dave & Co. shall conduct the Secretarial Audit of the Company for the financial years 2025–26 to 2029–30, in accordance with the provisions of Section 204 of the Companies Act, 2013, read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the said Secretarial Auditors.”

6. To re-appoint Mr. Mahesh Kumar Somani (DIN: 00106449) as Non-Executive Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of the SEBI (LODR) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors of the company, the consent of the members of the company be and is hereby accorded to the re-appointment of Mr. Mahesh Kumar Somani (DIN: 00106449) as a Non-Executive Director of the Company in the Promoter capacity for a further period of three years w.e.f. 01st October, 2025 whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as may be agreed between them in accordance with the requirements of the aforesaid section and other applicable provisions.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. To approve the related party transactions of the company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board

and its Powers) Rules, 2014) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as detailed in the table(s) forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or making investments, or any other transactions of whatever nature, notwithstanding the fact that the balance of such transactions on any day from the date of 38th Annual General Meeting upto the date of 39th Annual General Meeting (both days inclusive), may exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company or such other threshold limits as may be specified by the Listing Regulations from time to time, for each such party, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm's length basis, within the aggregate limits as mentioned in the explanatory statement."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

**By Order of the Board of Directors
For BETEX INDIA LIMITED**

Date: 13th August, 2025
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

SWATI SOMANI
Company Secretary
& Compliance Officer
ACS: 68472

NOTES:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ("the Act") and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) & (5) 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 to 7 of the accompanying Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for another person or shareholder. If a proxy is appointed for more than fifty members, he/she shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority letter as applicable, on behalf of the nominating organization. The Proxy Register will be available for inspection to a Member before 24 hours of AGM till the conclusion of AGM, subject to the written notice being served to the Company.

3. THE INSTRUMENT OF PROXY 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. 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 annexed herewith.
4. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote at the AGM.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP-ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.

7. 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.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 9th September, 2025 to Monday, 15th September, 2025 (both days inclusive)** for the purpose of 38th AGM.
9. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
10. Members holding shares in demat form are hereby informed to ensure that updated bank particulars be registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar and Transfer Agent (RTA) cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

Hence, Members are requested to intimate to the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, their Depository Participant ("DP"), regarding changes if any, pertaining to name, postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc., at an early date. Also quote their Registered Folio Numbers and/or DP Identity and Client Identity Number on their correspondence.

11. The Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

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.

12. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the Company/ RTA, if not registered with the Company/RTA, as mandated by SEBI by writing to the Company at corporate@betexindia.com or to RTA at investor@bigshareonline.com in along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.

13. 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.
14. Non-resident Indian shareholders are requested to inform to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following :-
- The change in the residential status on return to India for permanent settlement.
 - The particulars of the NRE account with a Bank in India, if not furnished earlier.
15. Pursuant to provisions of Section 72 of the Companies Act, 2013 members holding Shares in physical mode are advised to file a Nomination Form in respect of their Shareholding. Any Member wishing to avail this facility may submit the prescribed statutory form SH-13 to the Company Share transfer agent. The said form can be downloaded from the Company's website www.betexindia.com.
16. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 20/2020 dated 5th May, 2020, 9/2024 dated September 19, 2024 and other circulars issued in this respect ("MCA Circulars") has allowed, inter-alia, conduct of AGMs through Video Conferencing / Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular dated October 3, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (LODR) Regulations, 2015 ("Listing Regulations"). Notice of the AGM alongwith the Annual Report is being sent online through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of 38th AGM and Annual Report will also be available on the Company's www.betexindia.com, website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
17. Members who have not registered their e-mail address with the Company are requested to register/update their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically.

Physical Holdings	<p>By clicking on the below link, the Member may register his / her email address, mobile number and bank details https://www.bigshareonline.com/ForInvestor.aspx</p> <p>After clicking the above link, the Member have to fill the relevant details in the respective fields and attach self-attested copy of PAN and address proof and cancelled cheque leaf.</p>
Demat Holding	<p>By clicking on the link below, the Member may register his / her email address and mobile number https://www.bigshareonline.com/ForInvestor.aspx</p> <p>For registration of bank details, the Member may contact their respective DPs.</p>

18. In terms of SEBI circular 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 their Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
19. Members who would like to express their views / have questions may send their views / questions 7 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at corporate@betexindia.com and register as a speaker. Only those Members who have registered as a speaker will be allowed to express their views / ask questions during the meeting.
20. 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
21. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; subdivision / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. **It may be noted that any service request can be processed only after the folio is KYC Compliant.**
22. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
23. 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.
24. 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 Bigshare Services Private Limited (“Registered Transfer Agent”) 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 Bigshare. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Monday, 8th September 2025**, may cast their vote either by remote e-voting as well as e-voting system as on date of AGM.
25. The information and other instructions regarding remote e-voting are detailed in **Note No.30**.

26. The Company has appointed **M/s. Dhirren R. Dave & Co.,** Practicing Company Secretaries (UIN: P1996GJ002900), Surat, Gujarat as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

27. 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/for_investers.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 Annual 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.

28. 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 and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

29. The resolutions shall be deemed to have been passed on the date of the AGM, subject to the same being passed with requisite majority.

30. INSTRUCTIONS FOR E-VOTING

- (i) The Remote e-voting period begins on Friday, 12th September, 2025 at 09:00 a.m. and shall ends on Sunday, 14th September, 2025 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. Monday, 8th September, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting 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	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting</p>

	<p>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/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on</p>

	<p>https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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.</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 toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com> .
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.

- Shareholders holding shares in **NSDL demat account** should enter **8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form** should enter **Event No + Folio Number** registered with the Company as user id.

Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3.Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'RESET'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

**By Order of the Board of Directors
For BETEX INDIA LIMITED**

Date: 13th August, 2025
Place: Surat

SWATI SOMANI
Company Secretary & Compliance Officer
ACS: 68472

EXPLANATORY STATEMENT

(Pursuant To Section 102 of the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

ITEM NO. 03 and 04

The members of the Company at its 35th Annual General Meeting held on 29th September, 2022 had appointed M/s. C.P. Jaria & Co., Chartered Accountant, (Firms Registration No. 104058W) as the Statutory Auditor of the Company to hold office from the conclusion of 35th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company.

However, M/s. C.P. Jaria & Co to enable the management make required changes, vide their resignation letter dated 2nd August, 2025 have resigned as the Statutory Auditor of the Company effective from 14th August, 2025 which resulted into casual vacancy in the office of Statutory Auditor as envisaged by section 139(8) of the Companies Act, 2013. The Board of Directors at its meeting held on 13th August, 2025, on the recommendation of the Audit Committee, had considered and appointed M/S H T K S & CO., Chartered Accountants, (Firms Registration No. 111032W) as Statutory Auditor of the Company in the casual vacancy caused by the resignation of M/s. C.P. Jaria & Co, to hold office from 14th August, 2025 until the conclusion of ensuing Annual General Meeting of the Company to be held in the year 2025 at such remuneration plus applicable taxes, and out of pocket expenses, as determined and recommended by the Audit Committee and approved by the Board of Directors of the Company. However, this appointment is subject to approval of the Members in the ensuing Annual General Meeting. Accordingly, consent of the Members is sought for passing the Resolutions as set out in Item No. 3 of the Notice for appointment of M/S H T K S & CO. in the casual vacancy of statutory auditor caused by resignation of M/s. C.P. Jaria & Co. and payment of remuneration.

The Board of Directors at its meeting held on 13th August, 2025, on the recommendation of the Audit Committee, has also considered and recommended M/S H T K S & CO., Chartered Accountants, (Firms Registration No. 111032W), who were appointed to fill casual vacancy, to the members for appointment as the Statutory Auditor of the Company from the conclusion of the 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/S H T K S & CO. to act as Statutory Auditor of the Company, in place of M/s. C.P. Jaria & Co., Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. Accordingly, your Directors recommend the Ordinary Resolution mentioned in item no. 4 for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relative is in any way concerned or interested in the above resolution.

ITEM NO. 05

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and applicable provisions of the Companies Act, 2013, each as amended, the Company is required to appoint Secretarial Auditors for a period of five years commencing from FY 2025-26, to conduct the Secretarial Audit in accordance with Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI Listing Regulations, along with applicable SEBI circulars.

To identify a suitable Secretarial Auditor, the Management initiated a comprehensive evaluation process involving detailed discussions with eligible audit firms. These firms were assessed against a defined set of eligibility and evaluation criteria. Further, pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations, the appointment of Secretarial Auditors now requires shareholder approval.

The outcome of the assessment was presented to the Audit Committee. After due consideration, the Audit Committee recommended to the Board the appointment of M/s. Dhiren R. Dave & Co., Company Secretaries in Whole Time Practice (UIN: P1996GJ002900), Surat, Gujarat as Secretarial Auditors for a period of five years, to conduct the Secretarial Audit of the Company for the financial years from FY 2025–26 to FY 2029–30. M/s. Dhiren R. Dave & Co. has provided their consent to act as Secretarial Auditors, and have confirmed that, if appointed, their engagement would be in compliance with Regulation 24A of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, and other applicable circulars issued in this regard.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. The Board recommends the Ordinary Resolution as set forth in Item No. 5 of the accompanying Notice for approval of the Members.

ITEM NO. 06

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board re-appointed Mr. Mahesh Kumar Somani (DIN: 00106449) as Non-Executive Director of the Company in the Promoter Capacity whose tenure will expire on 30th September, 2025. Further, his appointment as Non-Executive Director Non-Independent Director will be liable to retire by rotation, for further period of three years w.e.f. 01st October, 2025 is also proposed to be approved by Members.

Pursuant to the provisions of Section 149 and 152 and all other applicable provisions of the Companies Act, 2013 ('the Act') Mr. Mahesh Kumar Somani shall be re-appointed in the ensuing Annual General Meeting, if approved by the members of the company. Mr. Mahesh Kumar Somani has given his declaration to the Board, inter alia, that:

- a) is not restrained/debarred from acting as a Director by virtue of any Order passed by SEBI or any such authority;
- c) is eligible to be re-appointed as a Director in terms of applicable provisions of the Companies Act, 2013; and
- c) He has also given his consent to act as a Director.

The Board considered it desirable and in the interest of the Company to have Mr. Mahesh Kumar Somani on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. Mahesh Kumar Somani as Non-Executive Non-Independent Director, as proposed in the Special Resolution set out at Item No. 6 of the accompanying Notice for approval by the Members.

Except for Mr. Mahesh Kumar Somani and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 07

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") also stipulates that all material related party transactions shall require prior approval of the shareholders through ordinary resolution.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 13th August, 2025 are hereby placed

before the shareholders for their approval by way of ordinary resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company with the following related parties in the ordinary course of business and at arms' length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and applicable SEBI Circular and regulations, the particulars of transactions to be entered into by the Company with related parties are as under:

Sr. No	Name(s) of the related party	Nature of relationship	Nature of contract/ arrangement/ transaction	Value of the proposed transaction
1.	SUMICOT LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
2.	AMBAJI SYNTEX PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
3.	BHOOMEKA PROCESSORS PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
4	EKTA POLYFAB PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
5.	MEERA DYEING & PRINTING MILLS PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources	₹ 25 Crores (Rupees Twenty Five Crores)

			-Providing and/or receiving of loans/ guarantees/ securities/ making investments	
6.	SURVIKA VINIMAY PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
7.	SUMEET SILK PROCESSORS PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
8.	RAKESH INDUSTRIES PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
9.	MINDSPRING LANDMARK PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
10.	AKASHGANGA PROCESSORS PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
11.	SUMICOT APPARELS	Director's Brother is	-Sale, purchase or supply of any goods,	₹ 25 Crores (Rupees

	PRIVATE LIMITED	Director	services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	Twenty Five Crores)
12.	SKY DEVELOPERS	Entity having common control	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
13.	RAKESH SOMANI	Director's Brother	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)
14.	CHINTAN PROCESSORS PRIVATE LIMITED	Entity having common Directors	-Sale, purchase or supply of any goods, services or materials -Transfer of Resources -Providing and/or receiving of loans/ guarantees/ securities/ making investments	₹ 25 Crores (Rupees Twenty Five Crores)

The proposed contracts/arrangements/transactions relate to sale/purchase of goods/services or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals providing and/or receiving of loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities.

The proposal outlined above will contribute to the principal business activities of your Company and is in the interest of the Company. Hence, the Audit Committee/Board recommends the resolution set out in the Item no.7 of the notice for your approval as an ordinary resolution. None of the Related Parties shall vote in the resolution.

Except Mr. Maheshkumar Somani, Mr. Ritesh Somani and Mr. Manish Somani and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

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

Date: 13th August, 2025
Place: Surat

SWATI SOMANI
Company Secretary
& Compliance Officer
ACS: 68472

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