

BETEX INDIA LIMITED

NOTICE

NOTICE is hereby given that the 31ST Annual General Meeting of BETEX INDIA LIMITED will be held at 436, GIDC PANDESARA, SURAT GUJARAT 394221 on Saturday, 29TH Day of September, 2018 at 12:00 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt;

i) The Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and Profit & Loss Account for the year ended March 2018 together with the reports of Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Shri Ritesh Kumar Somani who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible, offer himself for re-appointment.

3. APPOINTMENT OF AUDITORS

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

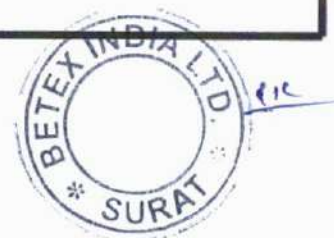
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under, as amended from time to time, the Company do hereby approve the appointment of **M/s. B Chordia & Co., Chartered Accountants (Firm Registration no.121083W), Surat** as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 32ND AGM of the Company to be held in the year 2019 to examine and audit the accounts of the Company for the Financial Year 2018-19 at such remuneration plus service tax, out-of-pocket expenses etc., as may be mutually agreed to between the Board of Directors and the Auditors."

SPECIAL BUSINESS:

4. REVISION IN THE REMUNERATION OF MR. RAJKUMAR SOMANI, EXECUTIVE DIRECTOR 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 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded to revise the remuneration of **Mr. Rajkumar**



BETEX INDIA LIMITED

Sitaram Somani [DIN: 00254038], Whole Time Director of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

| | |
|---|--|
| 1 | Basic Salary: 75000/- per month w.e.f. April 01, 2017. |
| 2 | Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year. |
| 3 | Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company. |
| 4 | Reimbursement of membership fees for a maximum of two clubs. |
| 5 | Personal accidents and Mediclaim Insurance Policy, premium not to exceed ` 1,00,000/- per annum. |
| 6 | Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites. |
| 7 | Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company. |

Other Terms and Conditions:

The terms and conditions of appointment of Whole Time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Director for attending meeting of the Board of Directors or any committee thereof.

The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

5. REVISION IN THE REMUNERATION OF MR. RITESH SOMANI, EXECUTIVE DIRECTOR 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 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded to revise the remuneration of **Mr. Ritesh Rajkumar Somani [DIN: 01402114]**, Director of the Company, on the terms and conditions including remuneration as mentioned below:



BETEX INDIA LIMITED

Salary & Perquisites:

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|---|--|
| 1 | Basic Salary: 75000/- per month w.e.f. April 01, 2017. |
| 2 | Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year. |
| 3 | Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company. |
| 4 | Reimbursement of membership fees for a maximum of two clubs. |
| 5 | Personal accidents and Mediclaim Insurance Policy, premium not to exceed 1,00,000/- per annum. |
| 6 | Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites. |
| 7 | Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company. |

Other Terms and Conditions:

The terms and conditions of appointment of Whole Time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Director for attending meeting of the Board of Directors or any committee thereof.

The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

6. REVISION IN THE REMUNERATION OF MR. MANISH SOMANI, EXECUTIVE DIRECTOR & CFO 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 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded to revise the remuneration of **Mr. Manish Kumar Somani [DIN: 00356113]**, Whole Time Director & CFO of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:



BETEX INDIA LIMITED

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|---|--|
| 1 | Basic Salary: 50,000/- per month w.e.f. April 01, 2017. |
| 2 | Free furnished accommodation with gas, electricity, water, furnishing, servants, security, drivers etc. |
| 3 | Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year. |
| 4 | Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company. |
| 5 | Reimbursement of membership fees for a maximum of two clubs. |
| 6 | Personal accidents and Mediclaim Insurance Policy, premium not to exceed 1,00,000/- per annum. |
| 7 | Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites. |
| 8 | Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company. |

Other Terms and Conditions:

The terms and conditions of appointment of Whole Time Director & CFO may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Whole Time Director & CFO for attending meeting of the Board of Directors or any committee thereof.

The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

Registered Office:

436, GIDC PANDESARA
Surat 394221 Gujarat
Place: Surat
Date: 13/08/2018

By order of the Board of Directors



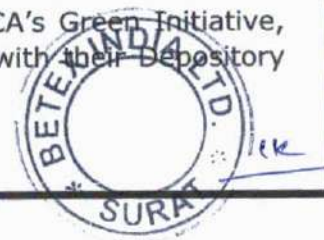
Rajkumar Somani

Rajkumar Somani
Director

NOTES:

BETEX INDIA LIMITED

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.**
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered as invalid. It is advisable that the Proxy Holder's signature may also be furnished in the Proxy Form, for identification purposes. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their copies of the Annual Report to the meeting. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Members intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 2 days in advance of the Annual General Meeting.
6. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz M/s. Bigshare Services Pvt. Ltd Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 22ND September, 2018 to Saturday, the 29TH September, 2018 (both days inclusive).
8. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
9. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2018 is uploaded on the Company's website www.betexindia.com and may be accessed by the members.
10. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. Company's environment friendly agenda and to participate in MCA's Green Initiative, members are requested to register/update their e-mail address with their Depository



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Participants. Members who are holding shares in physical form are requested to send their e-mail address at investor@bigshareonline.com for updating.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar.
13. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means, as an alternative to vote physically at the AGM, and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). It may be noted that this e-voting facility is optional.

The instructions for shareholders voting electronically are as under:-

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on Saturday, the 29th September, 2018, at 12:00 P.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

"Electronic voting system" means a secured voting system based process of display of electronic ballots, recording of votes of the Members and the number of votes polled in favour or against, in such a manner that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate cyber security.

"Remote e-voting" means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.

"Cut-off date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as September 22nd, 2018. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Saturday, 29th September, 2018.

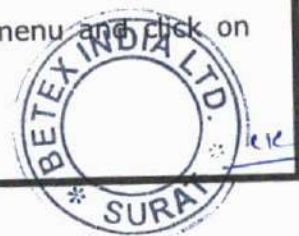
The voting period begins on 26/09/2018 (9:00 A.M. IST) and ends on 28/09/2018 (05:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22/09/2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"



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- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Bipin Kumar with serial number 1 then enter BI00000001 in the PAN field. |
| DOB | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the BETEX INDIA LIMITED on which you choose to vote.



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- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from Sl. No. (i) to Sl. No. (xvii) Above to cast vote.

(B) The voting period begins on 26/09/2018 (9:00 A.M. IST) and ends on 28/09/2018 (05:00 P.M. IST) (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22/09/2018, may



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cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(xix) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018 and the members who not casting their vote electronically, may only cast their vote at the Annual General Meeting.

Mr. Dhiren R. Dave, Practicing Company Secretary (Membership No. F 4889), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the Company, who shall countersign the same and declare the result of the voting forthwith.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity capital of the Company. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.betexindia.com and on the website of CDSL within three days of the passing of the resolutions at the Annual General Meeting of the Company on 29th September, 2018, and communicated to the BSE Ltd. within the prescribed period.

Any person, who acquires the shares of the Company and becomes a member of the Company after dispatch of Notice of AGM and holds shares as of the cut-off date i.e. 22/09/2018 may obtain the Login ID and Password by sending the request to helpdesk.evoting@cdslindia.com. However, if the Shareholder is already registered with CDSL for remote e-voting then such member can use the existing User ID and password for casting his/her vote.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Businesses set out from Item No. 4 to Item No. 6 of the accompanying Notice dated August 13, 2018.



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Item Nos. 4, 5 & 6

The Board of directors at their meeting held on 15.11.2017, subject to approval of members of the Company, has accorded its approval for revision in the remuneration of Mr. Rajkumar Somani, Whole Time Director, Mr. Ritesh Somani, Whole Time Director and Mr. Manish Somani, Whole Time Director & CFO (herein after referred to 'the Executive Directors') of the Company, as above, for the remaining tenure of respective executive directors. The same was approved by the Nomination and Remuneration Committee at its meeting and was recommended to the Board for its approval. While approving the revised remuneration of the Executive Directors, the Nomination and Remuneration Committee considered various parameters which, inter alia, include the scale of operations of the Company and increased involvement of executive directors for the overall growth of the Company. The revision in remuneration of executive directors was made with the view to make the same commensurate with their efforts given to and involvement in the Company by way of increasing monthly payment so as to maintain a regular distribution of cash flow.

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution. Accordingly, the resolutions set out at item nos. 4, 5 and 6 of the notice are recommended to be passed as ordinary resolution(s).

The detailed information as per Section-II of Schedule V of the Companies Act, 2013 is as follows:

| General Information: | |
|---|---|
| (a) Nature Of Industry | Textile Industry (Fabrics Processing Unit) |
| (b) Date or expected date of commencement of commercial production | The Company was incorporated in the year 1987 and is already in commercial production for long. |
| (c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable |
| (d) Financial performance based on given indicators | Financial Year 2017-18 Gross Revenue: Rs. 51,25,01,206 Profit After Tax: Rs. 90,70,701 Earning per share: 6.05 |
| (e) Foreign investments or collaborations, if any. | The Company has not made any foreign investments and neither entered into any foreign collaborations |



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The details of Executive Director(s), whose remuneration is proposed to be revised, are provided below:

A. Mr. Rajkumar Somani

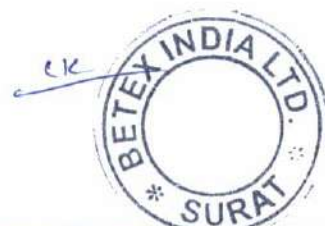
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| (a) Background details | Mr. Rajkumar Somani, Managing Director of the Company belongs to business family who is looking into family business from more than 17 years. |
| (b) Past remuneration | The remuneration drawn by Mr. Rajkumar Somani was Rs. 25,000/- per month. |
| (c) Recognition or awards | - |
| (d) Job profile and his suitability | Mr. Rajkumar Somani is the Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company |
| 1. Remuneration proposed | It is proposed to pay Rs. 75000/- per month to Mr. Rajkumar Somani. |
| 2. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin | Considering the responsibility shouldered by Mr. Rajkumar Somani of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses. |
| 3. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Does not have any pecuniary relationship with the Company except remuneration drawn as Managing Director and Whole Time Director. |



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B. Mr. Ritesh Somani

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| (a) Background details | Mr. Ritesh Somani, Whole Time Director of the Company belongs to business family who is looking into family business from more than 5 years. |
| (b) Past remuneration | The remuneration drawn by Mr. Ritesh Somani was Rs. 25,000/- per month. |
| (c) Recognition or awards | - |
| (d) Job profile and his suitability | Mr. Ritesh Somani is the Whole Time Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. |
| 1. Remuneration proposed | It is proposed to pay Rs. 75000/- per month to Mr. Ritesh Somani. |
| 2. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin | Considering the responsibility shouldered by Mr. Ritesh Somani of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses. |
| 3. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Does not have any pecuniary relationship with the Company except remuneration drawn as Whole Time Director. |



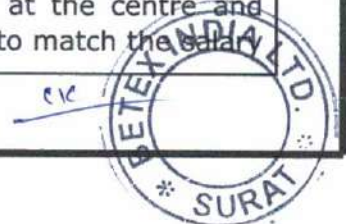
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C. Mr. Manish Somani

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|---|---|
| (a) Background details | Mr. Manish Somani, Whole Time Director & CFO of the Company belongs to business family who is looking into family business from more than 3 years. |
| (b) Past remuneration | - |
| (c) Recognition or awards | - |
| (d) Job profile and his suitability | Mr. Manish Somani is the Whole Time Director & CFO of the Company and devotes whole time attention to the Financial matters of the Company and exercises powers under the supervision and superintendence of the Board of the Company. |
| 1. Remuneration proposed | It is proposed to pay Rs. 50000/- per month to Mr. Manish Somani. |
| 2. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin | Considering the responsibility shouldered by Mr. Manish Somani of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses. |
| 3. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Does not have any pecuniary relationship with the Company except remuneration drawn as Whole Time Director & CFO. |

Other information:

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| (a) Reasons of loss or inadequate profits | The company is looking for vertical growth in the next few years with India becoming the centre of economic activities with change in government at the centre and for that company need to match the salary |
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| | <p>standards prevailing across the globe. Management is confident that in next three years company will have adequate profits as per limits prescribed in the Schedule V.</p> |
| <p>(b) Steps taken or proposed to be taken for improvement</p> | <p>The Company undertook several steps aimed at lowering the overheads and aligning resources with current levels of operations. The Company will remain committed to generating superior returns for its stakeholders. The company continued to right size its employee base to current level of operations. The Company continues to focus on product innovation, upholding of its high quality standards, increase in its cost competitiveness and on widening of its distribution network.</p> <p>These steps are expected to positively impact the company's operations in the near to medium term.</p> |
| <p>(c) Expected increase in productivity and profits in measurable terms.</p> | <p>The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.</p> |

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item Nos. 4, 5 and 6 of the accompanying Notice except Mr. Rajkumar Sitaram Somani, Mr. Ritesh Somani and Mr. Manish Somani, since the remuneration of each of these directors is proposed to be revised.


The Board recommends the resolutions set forth in item nos. 4, 5 and 6 for the approval of members.

Registered Office:
436, GIDC PANDESARA
Surat 394221 Gujarat
Place: Surat
Date: 13/08/2018

By order of the Board of Directors

Rajkumar Somani

Rajkumar Somani
Director



ANNEXURE TO NOTICE:

BETEX INDIA LIMITED

Mr Ritesh Kumar Somani, is to be re-appointed as Director, who is liable to retire by rotation [PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECRETARIAL STANDARD 2,

| | |
|--|---|
| Name of Director | Mr. Ritesh Rajkumar Somani |
| Date of Birth | 02/06/1986 |
| Date of Appointment | 01/04/2013 |
| Expertise in specific functional areas | Finance |
| Qualifications | Post Graduate Diploma in business management |
| Shareholding in the Company as on 13.08.2018 | 10500 |
| List of other public limited companies in which Directorship held as on 13.08.2018 | NONE |
| List of other entities in which the person also holds membership of committee of the Board. | NONE |
| Relationships between Directors inter-se | Son of Mr. Rajkumar Somani (Whole-time director of the Company) |

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Rajkumar Somani,

Rajkumar Somani
Director