

NOTICE

NOTICE is hereby given that 45th Annual General Meeting of the Members of Banaras Beads Limited will be held at Kanhaiya Lal Gupta Smriti Bhawan, D-58/50-A-2-1-A, Shivpurawa, Rathyatra, Varanasi 221010 on Thursday the 7th August, 2025 at 3.00 P.M. to transact the following Ordinary and Special Business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statement.

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

Item No. 2 – Re-appointment of Shri Siddharth Gupta (DIN: 00342369) as a director liable to retire by rotation.

Explanation: Based on the terms of appointment, executive director/whole time director Mr. Siddharth Gupta, (DIN: 00342369) is subject to retirement by rotation, who was initially appointed in the year 2014 as Director and thereafter members have approved his retirement by rotation several times. His last re-appointed by rotation was approved by members on August 18, 2022, and whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee meeting held on 26th May, 2025, the Board recommends his reappointment. To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Shri Siddharth Gupta (DIN: 00342369) as a director, who is liable to retire by rotation”.

Item No. 3. Confirm the Interim Dividend

To confirm the payment of Interim Dividends @ Rs. 2.25/- per Equity Share including partly paid shares, declared by board on 30th January, 2025 for the financial year 2024-25 and in this regard to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT the interim dividend of ` 2.25/- per equity share of face value of 10/- each on the 6636222 equities share capital of the Company amounting Rs. 14931499.50 (including Rs. 98550 on 43800 partly paid shares) for the financial year ended March 31, 2025, approved by the Board of Directors at their meeting held on January 30, 2025, and paid Rs. 14832949.50 on fully paid 6592422 shares and Rs. 98550 have been adjusted on due premium/ face value against 43800 shares instead of payment to such shareholders, be and is hereby noted and confirmed.

SPECIAL BUSINESS:

Item No. 4- Appointment of Mrs. Jayanti Mathur (DIN 11111303) as Non-Executive Director (Women).

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the 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 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed to Mrs. Jayanti Mathur (DIN: 11111303), as an Additional Director Women (Non-Executive Director) with effect from 29th May, 2025 and who will hold office upto the date of this Annual General Meeting in respect of whom the Company has received a notice from her under section 160 of the Act proposing her candidature for the office of the Director, being so eligible, Mrs. Jayanti Mathur (DIN: 11111303) be and is hereby appointed as a Non-Executive Director (Women) of the Company w.e.f. 7th August, 2025, liable to retire by rotation.”

RESOLVED FURTHER THAT Mrs. Jayanti Mathur, Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

Item No. 5. To appoint M/s Ajay Jaiswal & Co., Company Secretaries as a Secretarial Auditor for a period of 5 years.

To consider and if thought fit to pass with or without modifications the following resolutions as an **Ordinary Resolution;**

“RESOLVED THAT pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and rules made thereunder, **M/s Ajay Jaiswal & Co., Company Secretaries** (COP No. 3684), Company Secretary, be and is hereby appointed as the Secretarial Auditor of the Company, to carry out Secretarial Audit for consecutive 5 years, i.e. from the FY. 2025-26 to FY. 2029-30, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Secretarial Auditor”.

“RESOLVED FURTHER THAT to give effect to above resolution, any Director / Company Secretary of the Company be and is hereby authorised for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf”.

By Order of the Board of Directors
For BANARAS BEADS LIMITED,

Place : VARANASI
Date : 29. 05. 2025

(R.K.SINGH)
Company Secretary
FCS No. 4071

NOTES:

- The relevant information required pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is attached herewith.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxy form duly completed and signed must be deposited with the Company at its Registered Office not later than forty-eight hours before the time of commencement of the meeting.

- Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slips and proxy form for attending the Meeting and bring copy of Annual Report and their attendance slip duly filled & signed at the meeting, attendance slip and proxy form are annexed to this report.

In case of joint holder attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.

- Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.

- The Register of Members and Share Transfer Books of the Company will be closed from Friday 1st August, 2025 to Thursday 7th August, 2025 (both days inclusive).**

- Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday 31st July, 2025, can generate password as mentioned in e-voting instructions. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

- The board has declared Interim Dividends on 30.01.2025 for F.Y. 2024-25 @ Rs. 2.25/- per Equity Share including 43800 partly paid shares.**

The company total issued capital is 6636222 shares of Rs. 10 each out of which 43800 shares are still partly paid by face value Rs. 5 and premium. The dividend on partly paid shares have been given on the face value of Rs. 10 per share instead of partly paid Rs. 5 per share. Like past years, the partly paid dividend amounts Rs. Rs. 98550 have been adjusted on due premium/ face value against 43800 shares instead of payment to such shareholders. Its detail are as under-

Total capital	Total Div. @ Rs 2.25 per share	Less partly paid Amt. Rs. 98550	Balance amt transfer to bank	Remark
6636222	14931499.50	98550	14832949.50	Rs. 98550 dividend amounts adjusted against due amount instead of payment to relevant shareholders.

- Notice of the AGM along with the Annual Report 2024-2025, process and manner of remote e-voting, Attendance Slip and Proxy form are being sent by e-mail to those Members who have registered their e-mail address with Company's Registrar and Share Transfer Agents viz: Mas Services Limited ("RTA") or with their respective Depository Participant ("DP").

A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DP. For convenience of Members, route map of the venue of the AGM is enclosed in this Annual Report at page no.- 12.

Notice and Integrated Annual Report 2024-25 will also be available on the Company's website www.bblinvestor.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL <https://www.evoting.nsdl.com>

- Only Members / Proxies / Representatives / Invitees of the Company are permitted to attend the Meeting at the venue. Attendance of any other individuals, including relatives and acquaintances accompanying Members, is strictly prohibited.
- Members who are attending the meeting in person and would like to express their views/have questions, may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at investor@bblinvestor.com up to August 4, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members are requested to share their questions if any in advance on investor@bblinvestor.com

In case of any query and/or help, in respect of attending AGM kindly contact the Company at investor@bblinvestor.com.

- Relevant registers as required under the Act and the relevant documents referred to in the Notice and the Explanatory Statement including Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 a.m. IST and 1:00 p.m. IST, upto the date of 45th AGM. The aforesaid documents will be also available for inspection by members at the Meeting.

- In continuation with the MCA General Circulars No. 20/2020 dated May 5, 2020, SEBI Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated Jan 15, 2021 and in accordance with the General Circular No. 09/2024 dated Sep 19, 2024 SEBI/HO/CFD/ PoD-2 PCIR/2024/133 dated Oct 3, 2024 the financial statements (including Board's Report, Auditor's Report or

other documents required to be attached therewith) for the financial year ended March 31, 2025 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / RTA/ the Depository Participant(s). A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DP. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

Members who are desirous of obtaining hard copy of the Annual Report should send a request to the Company's e-mail id viz., investor@bblinvestor.com clearly mentioning their Folio number / DP ID and Client ID.

A copy of the Notice of this AGM along with integrated Annual Report for the FY 2024-2025 is available on the website of the Company at <https://www.bblinvestor.com>, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at <https://evoting.nsdl.com>.

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from RTA website www.masservs.com. Members are requested to submit the said details to their depository participants ("DPs") in case the shares are held by them in electronic form and to Mas Services Limited ("RTA") in case the shares are held by them in physical form.
14. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
15. At the 42nd AGM held on 18th August, 2022 the members had approved re-appointment of M/s G D Dubey & Associates, Chartered Accountants (Firm Registration number 009836C) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 47th AGM. Hence no resolution is being proposed for ratification of re-appointment of statutory auditors at this AGM.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (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.,
 - a. For shares held in electronic form: to their Depository Participants (DPs)
The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
 - b. For shares held in physical form: As per SEBI circular dated 03/11/2021, 14/12/2021, 16/03/2023 and 17/11/2023 Member who are holding shares in physical mode mandatory to update their PAN, KYC, Bank detail and nomination detail. In this regard company has also sent letter and reminders time to time as per SEBI circular. Members who have not updated the same till now please update immediately by using form ISR-1, ISR2 (in case of signature differ from RTA/Company record) and SH-13 (all form can be download from RTA website i.e. www.masserv.com under download tab). Further as per above SEBI circular after 31/03/2024 all dividend will be paid only in electronic mode. Members who have not updated their bank detail dividend will not be paid until bank detail will not be updated.
17. 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; sub-division/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, the format of which is available on the RTA website www.masserv.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
18. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be affected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA of the company, for assistance in this regard.
19. SEBI vide Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
20. Members are requested to address all correspondence, including pending dividend related matters, to the RTA of the company, Mas Services Limited, Unit : Banaras Beads Limited,

Further Company RTA M/s Mas Services Ltd has developed "Online Grievance Redressal System for Shareholders". In this regard visit RTA websites www.masserv.com and submit your request/query as under-

First - On FAQ page website www.masserv.com and select your query/process accordingly from FAQ and if not resolve then Visit www.masserv.com : Click on Investor Login and Submit your Service Request along with relevant details.

OR

by e-mail at investor@masserv.com / by post T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020.



21. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the amount of dividend which remained unpaid/unclaimed for a period of 7 years for the year 2016-17 has already been transferred to IEPF on 31.10.2024. Shareholders who have not encashed their dividend warrant(s), for the years 2021- 22, 2022-23, 2023-24 and 2024-25 are requested to make claim with the Registrar & Share Transfer Agent of the Company immediately. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

Further Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on March, 2025 on its website at www.bblinvestor.com and also on the website of the Ministry of Corporate Affairs

22. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. Ajay Kumar Jaiswal Proprietor of Ajay Jaiswal & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
23. The e-voting period commences on Monday, August 4, 2025 (9:00 a.m. IST) and ends on Wednesday, August 6, 2025 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on July 31, 2025 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on July 31, 2025.
24. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on the Company's and NSDL website, www.bblinvestor.com & evoting.nsdl.com.
25. The instructions for members for remote e-voting and joining general meeting are stated clearly after explanatory statement.

By Order of the Board of Directors
For BANARAS BEADS LIMITED,

Place : VARANASI
Date : 29. 05. 2025

(R.K.SINGH)
Company Secretary
FCS No. 4071

ANNEXURE TO THE NOTICE OF AGM
Additional Information with respect to Item No. 2

Name	:	Shri Siddharth Gupta
Fathers name	:	Shri Ashok Kumar Gupta
Date of Birth	:	01.03.1983
Nationality	:	Indian
Qualifications	:	Graduate.
Date of appointment on the board	:	Appointed as CEO and Managing Director for the period 01.02.2024 to 31.01.2029.
Permanent Account No.	:	AGEPG1158R
Director Identification No.	:	00342369
List of directorship held in other Company(s)	:	i) M/s Mangalam Hospitality India Pvt. Limited. ii) M/s Banaras Glass Beads Pvt. Limited
Chairperson of Board committees	:	Risk Management Committee

Disclosure of relationships between directors inter-se	: Son of Sri Ashok Kumar Gupta, Chairman & Managing Director
Member of board committee	: Risk Management Committee.

	Name	Category	No. of equity shares held
Shareholding in the Company	Siddharth Gupta	CEO & MD	701000
	Ashok Kumar Gupta	Relative C & MD (Father)	886185
	Rekha Gupta	Relative (Mother)	739830
	Shivani Gupta	Relative (Spouse)	513900

EXPERIENCE:

Mr. Siddharth Gupta is BA (Hons) Glass from University of Wolverhampton, UK and having more than twenty years' experience of marketing and production of Glass Beads, handicrafts, imitation Jewelry, necklace and other related items.

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel, in respect of the above Director, please refer to the corporate governance report which is a part of this report.

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

EXPLANATORY STATEMENT:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 & REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 4 Appointment of Mrs. Jayanti Mathur (DIN 1111303) as Women Director / Non -Executive Director.

The board at its meeting held on 29.05.2025, on the recommendation of Nomination and Remuneration Committee and as per provision of 149, 152 and 161 of Companies Act, 2013, read with Rule 3 of The Companies (Appointment and Qualification of directors) Rules, 2014 and other applicable provisions and SEBI LODR Regulations approved the appointment of Mrs. Jayanti Mathur (*DIN 1111303*) as an Additional Women Director of the Company with effect from 29th May, 2025 till the date of this Annual General Meeting and in the capacity of a Non-Executive Director (Women) of the Company w.e.f. 7th August, 2025, liable to retire by rotation., subject to approval of Members as Special Resolution.

The Board of Directors has received a notice U/s 160 of the Companies Act from Mrs. Jayanti Mathur (DIN 1111303) proposing her candidature as a director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. Mrs. Jayanti Mathur Post Graduate with Commerce (Marketing) from Banaras Hindu University, Varanasi. Thus, she has wide expertise in Business and Administration. The Nomination and Remuneration Committee and Board have reviewed the Notice. The Company has also received from Mrs. Jayanti Mathur the following documents –

(i) Consent in writing to act as Women Director/ Non-Executive Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014.

(ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and In the opinion of the Board of Directors, Mrs. Jayanti Mathur proposed to be appointed, as a Women Director/ Non-Executive Director on, terms and condition as stated in proposed resolution fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder. A copy of the draft letter for the appointment of Mrs. Jayanti Mathur as Director /Non-Executive Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.

Details/brief profile of director seeking appointment at the 45th Annual General Meeting to be held on Thursday August 7, 2025 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Jayanti Mathur
Date of Birth	September 21, 1984
Age	41
Date of Appointment as additional director (Non- Executive Director)	May 29, 2025
Relationship with Directors and Key Managerial Personnel	None
Expertise in specific functional area	Decorator and designer
Qualification(s)	Bachelors in Commerce (Marketing Honors)(2002-2005) Master in Commerce (Marketing Honors)(2005-2007) Bachelors of Education (2010-2011) From Banaras Hindu University
Board Membership of other listed Companies as on May 29, 2025	NIL
Chairmanships/Memberships of the Committees in company /other public limited companies as on May 29, 2025	
a. Audit Committee, Stakeholders' & Grievance Committee and Nomination and Remuneration Committee	NIL
d. CSR Committee	Member
e. Other Committee(s)	NIL
Number of equity shares held in the Company as at March 31, 2025	NIL
Permanent Account No.	AKSPM3495M
Director Identification No.	1111303
Experience	Smt. Jayanti Mathur is Post Graduate with Commerce (Marketing) from Banaras Hindu University, Varanasi and having more than ten years' experience of Marketing, Finance, Management and decoration and designing.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution in relation to the appointment of Mrs. Jayanti Mathur as set out in Item No. 4 for approval of the Members by way of a **Special Resolution**.

Item No. 5. The Board of Directors at its meeting held on May 29, 2025, on the recommendation of Audit Committee, approved the appointment of **M/s Ajay Jaiswal & Co., Company Secretaries**, (COP No. 3684), Company Secretaries, as the Secretarial Auditor of the Company, pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and rules made thereunder to carry out Secretarial Audit for consecutive 5 years, i.e. from the FY. 2025-26 to FY. 2029-2030, as set out at Item No.5 of the accompanying Notice.

Brief Profile:

M/s Ajay Jaiswal & Co., Company Secretaries (COP No. 3684), Company Secretaries, is registered with the Institute of Company Secretaries of India (ICSI) and firm has overall experience of more than 24 years in professional practice and have expertise in handling various matters pertaining to listed / unlisted companies including that of Secretarial Audit.

Confirmation and Disclosures:

The firm is a Peer Reviewed firm bearing Registration Certificate No: 2151/2022 which is valid till May 31, 2027. **M/s Ajay Jaiswal & Co.**, (COP No. 3684), have provided their consent and eligibility certificate, to the effect that their appointment as Secretarial Auditor, if made, would be in accordance with the requirements of the Act and the Listing Regulations.

Terms and conditions of the proposed Appointment:

M/s Ajay Jaiswal & Co., Company Secretaries, will be paid Audit Fee of `Rs.30000, plus applicable taxes, apart from reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors of the Company and the Secretarial Auditor. Further, the Company may avail such other services from **M/s Ajay Jaiswal & Co., Company Secretaries**, as is permitted under applicable rules / regulations, on such terms & conditions including the fees payable for availing such services, as may be agreed to between the Company and the Secretarial Auditor

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board of Directors recommends the Ordinary Resolution set out at Resolution No. 5 of the Notice for approval by the Shareholders. Accordingly, consent of the members is sought for passing an **Ordinary Resolution**.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 04.08.2025 at 09:00 A.M. and ends on 06.08.2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 31.07.2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 31.07.2025.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on 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. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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

	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 the e-Voting service provider 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, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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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.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP and a Verification Code as shown on the screen.
 Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 134232 then user ID is 134232001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide registered your email id as per instruction given above in notes at point no. 16
2. In case shares are held in demat mode, please register your email id with your depository and generate password as per e-voting instructions given above.
3. 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 Depositories and 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.

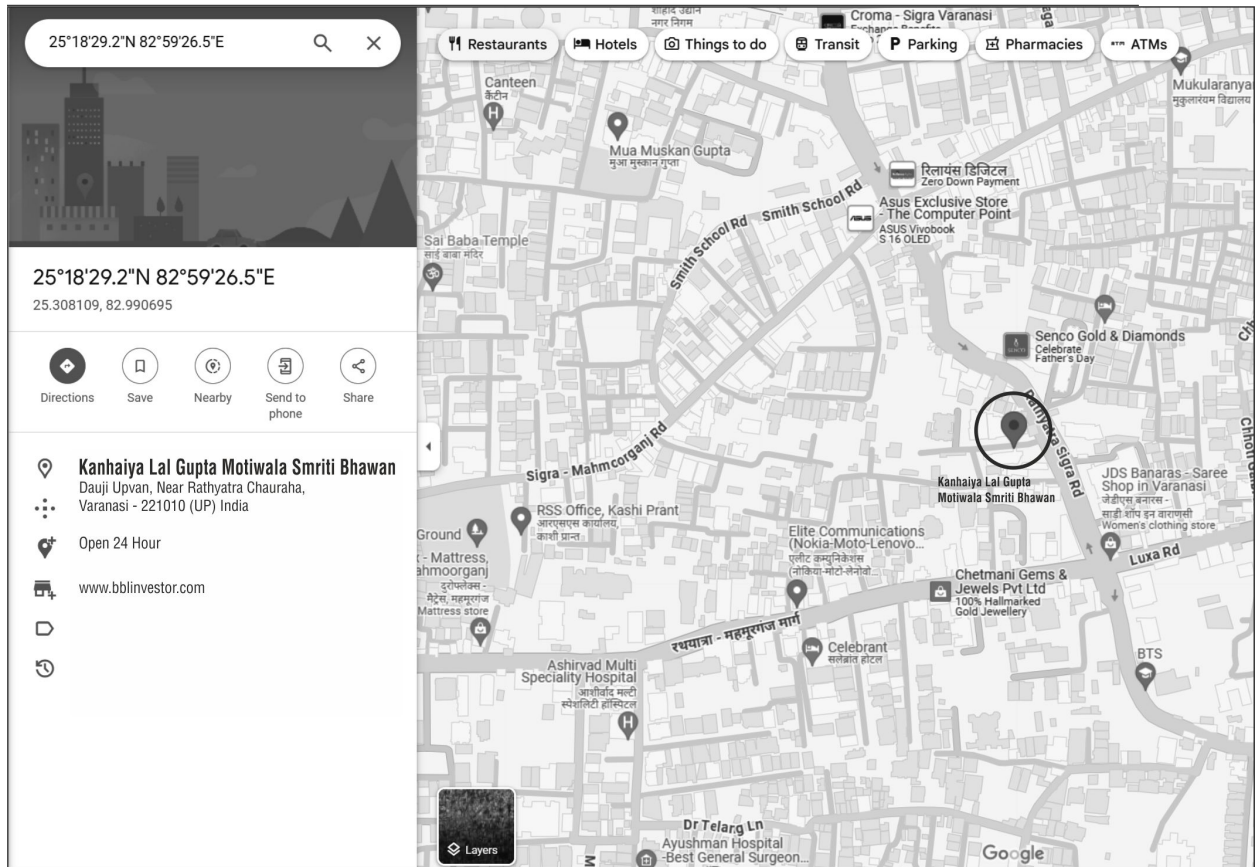
General Instructions

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ii. Shri Ajay Kumar Jaiswal, Practicing Company Secretary (Membership No. FCS-5112 & CP No. 3684), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The Scrutinizer shall after the conclusion of voting at the AGM, will 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 or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- iv. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.bblinvestor.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

By Order of the Board of Directors
For BANARAS BEADS LIMITED,

Place: VARANASI
Date : 29. 05. 2025

(R.K.SINGH)
Company Secretary
FCS No. 4071



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