

**BANARAS BEADS LIMITED**AN EXPORT HOUSE RECOGNISED BY GOVERNMENT OF INDIA
CIN No. L01131UP1980PLC004984AN ISO
CERTIFIED
COMPANY

Regd. & Head Office	: A-1, Industrial Estate, Varanasi - 221106 (INDIA)
Phones	: +91-542-2370161-4 (4 Lines)
Fax	: +91-542-2370165, 2370214
E-mail	: rksingh@banarasbead.com investor@bblinvestor.com
Website	: www.banarasbead.com

Manufacturers & Exporters of All kind of Beads, Fashion Jewelry and Accessories.

REF.: BBL/SECT/

August 7, 2025

To,

The BSE Limited

Department of Corporate Services,

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400001

The National Stock Exchange Of (I) Ltd.,

Exchange Plaza, 5th Floor,

Plot No.C/1, G-Block,

Bandra-Kurla Complex, Bandra (E)

Mumbai - 400 051

Sub.: Proceedings of the 45th Annual General Meeting of the Company held on 07.08.2025 through physical mode.

Dear Sir,

In accordance with the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith proceeding of the 45th Annual General Meeting of the Company held through physical mode on 7th August, 2025 started at 3.00 P.M. and concluded at 4.30 PM.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For **BANARAS BEADS LIMITED****(R.K. SINGH)****COMPANY SECRETARY**

Encl. : As Above.

FCS No. F4071

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SUMMARY OF PROCEEDINGS OF THE 45th ANNUAL GENERAL MEETING OF BANARAS BEADS LIMITED HELD THROUGH PHYSICAL MODE.

MEETING DETAILS:

The AGM of the company was held as per schedule on Thursday, August 7, 2025, at 3:00 a.m. (IST) at Kanhaiya Lal Gupta Smriti Bhawan, D-58/50-A-2-1-A, Shivpurawa, Rathyatra, Varanasi 221010.

The Meeting started at 3:00 P.M. and concluded at 4:30 p.m.

The e-voting was started on 04.08.2025 and closed on 06.08.2025. During the meeting held on 07.08.2025 members voted through ballot also.

MEETING MODE:

The Meeting was conducted through Physical Mode.

CHAIRMAN:

Mr. Ashok Kumar Gupta, Chairman and Managing Director, chaired the proceedings of the Meeting.

ATTENDANCE:

a. Members

The details/ number of shareholders present in the meeting are as follows:

Category	Promoter and Promoter Group	Public	Total
In Person	5	66	71
Through Proxy / Authorized Representative	NIL	NIL	-
Video Conference	N.A.	N.A.	-
Total	5	66	71

The given below directors, Key Managerial Personnel, Auditors and other officials were present in person during the meeting. The Chairman introduced to them one by one as under-

b. Directors:

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Sl. No.	Name of the Director	Designation
1.	Mr. Ashok Kumar Gupta	Chairman & Managing Director
2.	Mr. Siddharth Gupta	Chief Executive Officer & Managing Director, Chairman of Risk Management Committee
3.	Smt. Jayanti Mathur	Non- Executive Director
4.	CA Sushil Kumar Kandoi	Independent Director, Chairman of Audit and CSR committee.
5.	Mr. Anil Kumar Gupta	Independent Director, Chairman of Stake Holders Relationship, Grievance and Share Transfer
6.	Mr. Manan Kumar Sah	Independent Director, Chairman of Nomination & Remuneration Committee

c. Other officials:

Sl. No.	Name of the Officials	Designation
1.	Mr. R.K. Singh	Company Secretary & Compliance Officer
2.	Mr. Vinay Kumar Piyush	Chief Financial Officer
3.	Mr. G.D. Dubey	Statutory Auditor, Partner, G.D. Dubey and Associates
4.	Mr. Ajay Jaiswal	As Scrutinizer Practicing Company Secretaries,
5.	Smt. Shivani Gupta	Vice President
6.	Mr. Kamal Kishor Srivastava'	Internal Auditor, Partner, Kamal Kishor & Co.

QUORUM:

The quorum was present at 3.00 P.M.

The number of shareholders as on record/cut-off date 31st July, 2025 were 7055.

The Chairman called the meeting to order at 3.00 PM as requisite quorum was present.

PROCEEDINGS OF THE MEETING:

Mr. R.K. Singh, Company Secretary addressed to the Members in 45th Annual General Meeting of the Company (Banaras Beads Limited) and explained to the Members regarding participation, Ballot voting and other points to be followed by them during proceeding of meeting.

The Chairman & Managing Director Mr. Ashok Kumar Gupta, delivered his speech. Thereafter, Mr. Siddharth Gupta, CEO & Managing Director stated about future prospects /business strategy of the Company and ways and means to increase the turnover of the company through new products.

Thereafter, Mr. R.K. Singh, Company Secretary informed the Members there were no

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qualifications, observations or comments in the Audit Report and Secretarial Audit Report for F.Y. 2024-25, thus the same in order. The original documents including register of Director's shareholding, register of contracts, copies of audited financial statements, etc., were available for inspection.

The Notice convening the Meeting had been sent to all the 7084 Members (by courier/post 1492 and Email 5592) and with the permission of the Members present in the meeting the notice of the AGM was taken as read.

The notice of 45th AGM along with the Audited Standalone Financial Statements together with the Board Report and Auditors' Report thereon for the year ended 31st March, 2025 had been emailed upto 12th July, 2025 all the 5592 shareholders whose email addresses were registered with their Depository Participants. The remaining 1492 shareholders are not having e-mail and as per Regulation 36 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA, vide circular no. 09/2024 dt. 19.09.2024 as amended, company has sent a letter also upto 12th July, 2025 stating that they may download AGM Notice, Annual Report and other related documents from company website. <http://bblinvestor.com/investor/24-25/Annual Report/ANNUALREPORT2024-25.pdf>.

The AGM notice, book closure and other detail has been published in Business Standard on 16.07.2025 in English and Hindi addition,

The Company Secretary further informed the Members that the Company has provided to its members the facility to cast their vote electronically on all the **Five Resolutions** as mentioned in the Notice of the AGM. Members who have not casted their vote through remote e-voting can cast their vote during the course of the meeting through the ballot.

He further informed that Ajay Jaiswal & Co., Practicing Company Secretaries, Ajay Jaiswal was appointed as Scrutinizer to scrutinize the votes cast through remote Evoting and ballot during the meeting. The Company Secretary distributed ballot to the members who have not costed their vote through e-voting.

Thereafter the Company Secretary put up following resolutions as set out in the Notice convening the AGM before the members to cost their vote through ballot who have not voted earlier.

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

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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.

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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”.

The Scrutinizer asked to the members, have you costed your votes. The members confirmed about their voting through ballot and scrutinizer collected the ballots.

The Chairman Mr. Ashok Kumar Gupta authorised to Mr. R.K. Singh, Company Secretary of the Company to respond all the questions raised by the Members through email as well as those raised during the meeting. The shareholders have raised questions regarding future business strategy, not given dividend in AGM, accounts related other questions. The Company Secretary suitably replied all the questions.

The Company Secretary stated to the members that voting and other proceeding of the AGM has been completed now.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors and others for attending the Meeting.

The Chairman announced that pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company, NSDL and Stock Exchanges within 48 hours from conclusion the meeting. Thereafter Chairman Mr. Ashok Kumar Gupta closed the proceeding of the meeting at 4.30 P.M.

Thanks,
For Banaras Beads Limited

(R.K. Singh)
Company Secretary
FCS No. F4071