

**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

t 2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

**Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,


The Chairman of 38<sup>th</sup> Annual General Meeting of the members of **Banswara Syntex Limited** to be held on Monday, 22<sup>nd</sup> September, 2014 at its registered office at Industrial Area, Dohad Road, Banswara (Rajasthan).

Dear Sir,

1. I, Manoj Maheshwari, Company Secretary in practice, have been appointed by the Company, "**Banswara Syntex Limited**", as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 38<sup>th</sup> Annual General Meeting [AGM] of the members of the Company, to be held on Monday, 22<sup>nd</sup> September, 2014 at its registered office at Industrial Area, Dohad Road, Banswara (Rajasthan).
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rule related to voting through electronic means on the resolutions contained in the Notice to the 38<sup>th</sup> Annual General Meeting [AGM] of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" or abstained from voting on the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL.

Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Monday 15<sup>th</sup> September, 2014 at 5.00 a.m. and ended on Wednesday, 17<sup>th</sup> September, 2014 at 5.00 p.m.
- ii. The members of the Company as on the cut-off date i.e. Thursday, 14<sup>th</sup> August, 2014 were entitled to vote on the resolutions (Ordinary Business being item nos. 1-5 and Special Business being item nos. 6-19 as set out in the notice to the 38<sup>th</sup> AGM of the Company).
- iii. The votes cast were unblocked on Thursday, 18<sup>th</sup> September, 2014 in presence of 2 witnesses, Ms. Sakshi Arora & Ms. Purvi Maheshwari, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature:   
Name: Ms. Sakshi Arora

Signature:   
Name: Ms. Purvi Maheshwari



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- iv. The total number of fully paid up equity shares outstanding as on 14<sup>th</sup> August, 2014 were 1,54,96,061. The details containing inter alia, total folios voted were 49, aggregating to 98,22,366 shares (63.39%) who voted "for", "against" or abstained from voting on each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such reports generated, the result of the e-voting is as under:

**ORDINARY BUSINESS**

**Item No. 1:-**

**Ordinary Resolution** to receive, consider and adopt Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date and the reports of Directors and Auditors thereon.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,365 (100%)	1 (0.00%)	--	98,22,366

**Item No. 2 :-**

**Ordinary Resolution** to declare Dividend on Preference Shares for the year 2013-14.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,366(100%)	0 (0.00%)	--	98,22,366

**Item No. 3 :-**

**Ordinary Resolution** to declare Dividend on Equity Shares for the year 2013-14.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,366(100%)	0 (0.00%)	--	98,22,366



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**Item No. 4 :-**

**Ordinary Resolution** to appoint a director in place of Mr. R.L. Toshniwal (holding Din: 00106933) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re- appointment.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
97,59,601(100%)	0 (0.00%)	62,765	98,22,366

**Item No. 5 :-**

**Ordinary Resolution** to appoint Kalani & Company, Jaipur as statutory auditors, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the third Annual General Meeting and to authorize Board to fix their remuneration.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,366(100%)	0 (0.00%)	--	98,22,366

**SPECIAL BUSINESS**

**Item No. 6 :-**

**Ordinary Resolution** for appointment and remuneration of K.G. Goyal & Company, as Cost Auditor of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,366(100%)	0 (0.00%)	--	98,22,366



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**Item No. 7:-**

**Special Resolution** for re-appointment of Shri R.L. Toshniwal as Chairman of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
97,59,601(100%)	0 (0.00%)	62,765	98,22,366

**Item No. 8 :-**

**Special Resolution** for re-appointment of Shri Ravindra Kumar Toshniwal as Managing Director of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
80,58,418(100%)	1 (0.00%)	17,63,947	98,22,366

**Item No. 9 :-**

**Special Resolution** for re-appointment of Shri Rakesh Mehra as Vice Chairman of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,16,305(100%)	0 (0.00%)	6,061	98,22,366

**Item No. 10 :-**

**Special Resolution** for re-appointment of Shri Shaleen Toshniwal as Jt. Managing Director of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
80,71,686(100%)	0 (0.00%)	17,50,680	98,22,366



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**Item No. 11 :-**

**Special Resolution** for acceptance of Deposits from Members and/or Public under section 73 and 76 of the Companies Act, 2013.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,366(100%)	0 (0.00%)	--	98,22,366

**Item No. 12 :-**

**Ordinary Resolution** for appointment of Shri P. Kumar as an Independent Director of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,366(100%)	0 (0.00%)	--	98,22,366

**Item No. 13 :-**

**Ordinary Resolution** for appointment of Shri A.N. Jariwala as an Independent Director of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,366(100%)	0 (0.00%)	--	98,22,366

**Item No. 14 :-**

**Ordinary Resolution** for appointment of Shri Kamal Kishore Kacholia as an Independent Director of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,365(100%)	1 (0.00%)	--	98,22,366



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**Item No. 15 :-**

**Ordinary Resolution** for appointment of Shri Vijay Mehta as an Independent Director of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,365 (100%)	1 (0.00%)	--	98,22,366

**Item No. 16 :-**

**Ordinary Resolution** for appointment of Shri D.P. Garg as an Independent Director of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,365 (100%)	1 (0.00%)	--	98,22,366

**Item No. 17 :-**

**Ordinary Resolution** for appointment of Dr. S.B. Agarwal as an Independent Director of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,365 (100%)	1 (0.00%)	--	98,22,366

**Item No. 18 :-**

**Ordinary Resolution** for appointment of Shri Vijay Kumar Agarwal as an Independent Director of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,22,366 (100%)	0 (0.00%)	--	98,22,366



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**Item No. 19 :-**

**Ordinary Resolution** for appointment of Shri P.K. Bhandari as an Independent Director of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
98,14,306 (100%)	0 (0.00%)	8060	98,22,366

**Note: The percentage of votes cast in favour or against has been calculated on the basis of total valid votes.**

I am pleased to submit my report dated 19.09.2014 for your appropriate action and doing needful in the matter.

Thanking You,  
Yours faithfully



**CS Manoj Maheshwari,**  
**Scrutinizer**  
**FCS: 3355 C.P. No.: 1971**

**Place: Jaipur**  
**Date: 19.09.2014**