BANARAS BEADS LIMITED
AN EXPORT HOUSE RECOGNISED BY GOVERNMENT OF INDIA
CIN No. L01131UP1980PLC004984
AN ISO CERTIFIED COMPANY
Manufacturers & Exporters of All kind of Beads, Fashion Jewelry and Accessories.

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

REF.: BBL/SECT/ (Courier) August 30, 2018

TO,
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.: Filing of Distribution Schedule and other documents, 38th AGM of the Company was held on 16th August, 2018.

Dear Sir,

Please find enclosed herewith the following documents, in respect of 38th Annual General Meeting of the Company held on 16th August, 2018.

1) A copy of Minutes of 38th AGM of the Company, AGM held on 16.08.2018, copy enclosed as **Annexure-1.**

2) Copy Distribution Schedule, in respect of shareholding of the Company, as on date of 38th Annual General Meeting, copy enclosed as **Annexure-2**.

3) Copies of Annual Reports for F.Y.2017-2018 containing Notice, Director Reports, Corporate Governance, Auditors Reports, Annual Accounts and others, copy enclosed as **Annexure-3.**

Further please note, in the AGM, re-appointment of Director, Statutory Auditors and other matters were approved by the members.

Please take the above documents on the records and acknowledge the receipt of the same.

Thanking you,
Yours faithfully,
For **BANARAS BEADS LIMITED**

(R.K. SINGH)
COMPANY SECRETARY
Encl. : As Above.

MINUTES OF THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BANARAS BEADS LIMITED HELD ON THURSDAY THE 16TH DAY OF AUGUST, 2018 AT 03:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT A-1, INDUSTRIAL ESTATE, VARANASI -221106.

1. **PRESENT :**

- **DIRECTORS :**

Shri Ashok Kumar Gupta	- CHAIRMAN AND MANAGING DIRECTOR
Shri Siddharth Gupta	- CEO & MANAGING DIRECTOR
Shri Ashok Kumar Kapoor	- DIRECTOR (independent director)
Shri Praveen Singh	- DIRECTOR (independent director)

The Auditors and Secretarial Auditors were also present.

2. **CHAIRMAN -**

Shri Ashok Kumar Gupta, Chairman & Managing Director of the company, took the Chair.

3. **MEMBERS/PROXY HOLDER PRESENT IN MEETING –**

Total 86 members/proxy participated in AGM proceeding out of which on 16.08.2018 during the AGM 69 members present in person and 7 members through proxy.

4. **QUORUM –**

Shri R. K. Singh, Company Secretary confirmed to the Chairman that U/s 103 of Companies Act, 2013 requisite quorum present in the meeting, the Chairman called the meeting in order.

5. **WELCOME ADDRESS-**

The Chairman welcomed the members. He informed the members that the Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts with related party and contracts and bodies etc. in which directors are interested and Register of Proxy, Auditors' Reports on financial statements and the Secretarial Audit Report are lying on the table and the members may inspect the same anytime during the meeting.

6. **COMPLIANCE INCLUDING RECORD OF PROXIES –**

Shri R.K. Singh, Company Secretary, reported that the all the statutory compliance concerning with this meeting has been complied and the attendance of the members present in person and attendance of proxies has been recorded in the Attendance Register.

7. **NOTICE:**

With the consent of the members present, the Notice convening the meeting was taken as read

8. **AUDITOR'S REPORT AND SECRETARIAL REPORT :**

The Chairman informed the members that as per Section 145 of the Companies Act, 2013, only the qualifications, observation or comments made in financial transactions or matters which have any adverse effect on the functioning of the Company and mentioned in the Auditor's Report are required to be read at the Meeting. As the Auditors had issued a clean report on Financial Statements' for the financial year ended 31st March, 2018, the Chairman said that he was not asking the Company Secretary to read out it.
Similarly, there were no qualification in the Secretarial Audit Report and hence it was not required to be read out.

9. **VOTING PROCESS:**

The Chairman informed the members that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rule") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided facility of voting through electronic means (remote e-voting) that the same was conducted from 13rd August, 2018 to 15th August, 2018.

He further informed the members that those of the members present, who had not cast their votes through remote e-voting, will be given an opportunity to cast their vote by means of ballot that will be conducted at the venue of this Meeting.

The members were informed that the Board had appointed Mr. Ajay Jaiswal, Practicing Company Secretary, Varanasi as the Scrutinizer for the remote e-voting as well as the Scrutinizer for the voting by ballot at the venue of the meeting.

The Chairman also stated to the Members that the outcome of each resolution will be declared at last, based on the combined votes cast by e-voting and ballot.

10. **BUSINESS OF NOTICE:**

The Chairman then proceeded with the business to be transacted at the meeting.

ORDINARY BUSINESS :

1. **ITEM NO. 1- ADOPTION OF ANNUAL ACCOUNTS.**

The following resolution was proposed by Shri Sanjay Kumar Singh and seconded by Shri Vinay Kumar Piyush and other members.

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2018 and Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon as placed before the meeting be and are hereby received, considered and adopted".

The Chairman invited question on proposed resolution. Some members asked about turnover and other related matters. The Chairman replied suitably and members were satisfied.

CHAIRMAN -
Shri Ashok Kumar Gupta, stated to the members he is directly interested with Item No. 2 of notice and it is advisable to elect some one other director as Chairman. The members proposed to Mr. Praveen Singh as Chairman and he took the chair.

2. **ITEM NO. 2- RE-APPOINTMENT OF SHRI ASHOK KUMAR GUPTA AS DIRECTOR.**

The following resolution was proposed by Shri Umesh Mishra and seconded by Mr. Shubash Srivastava and other members.

THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Shri Ashok Kumar Gupta (DIN: 00016661) as director, to the extent that she is required to retire by rotation and to continue as Director and Managing Director of the company.

The Chairman invited question on proposed resolution. No one member asked any question.

3.ITEM NO. 3 -RATIFICATION OF RE- APPOINTMENT OF STATUTORY AUDITORS:

The following resolution was proposed by Mr. Ateek Agarwal, seconded by Mr. Santosh Kumar and other Members.

RESOLVED THAT the pursuant to the provision of section 139 and all other applicable provisions, if any, of Companies Act 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s G D Dubey & Associates, Chartered Accountants (Firm Registration number 009836C), as Auditors of the Company to hold office from the conclusion of this Annual General meeting to till the conclusion of the 42th Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Chairman invited question on proposed resolution. No one member asked any question.

SPECIAL BUSINESS :

4. **ITEM NO. 4 - RE-APPOINTMENT OF SHRI ASHOK KUMAR GUPTA (DIN 00016661) AS MANAGING DIRECTOR:**

The following special resolution was proposed by Mr. Hemant Kumar Rai and seconded by Mr. Shitla Prasad, Mr. Sanjeev Kumar Srivastava and other Members.

RESOLVED THAT, That the pursuant to the provisions of Sections 2(54),2(78), 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Mr. Ashok Kumar Gupta (DIN 00016661) be and is hereby re-appointed as the Managing Director of the Company for a further period of five years, w.e.f. 1st April' 2019 on the terms and conditions contained in the agreement and on the remuneration set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

The Chairman invited question on proposed resolution. No one member asked any question.

11. VOTING BY BALLOT :

The Chairman announced that the Agenda of the meeting have been completed and all resolutions were duly proposed and seconded. In accordance with the provisions contained in the Companies Act, 2013 the voting at the meeting would be conducted by casting of ballot at the same venue.
Mr. Ajay Jaiswal, was appointed the Scrutinizer for the voting by ballot and to report thereon to the chairman. Mr. Hemant Rai and Mr. Sanjeev Srivastava, both not in the employment of the Company were appointed as the witnesses.

On the instructions of the Chairman, the Scrutinizer, Mr. Ajay Jaiswal, exhibited the empty ballot box to the members present, locked and sealed the polling box in presence of the members and proxies including the witnesses and distributed the polling papers after keeping necessary records.

12. VOTE OF THANKS:

Mr. Siddharth Gupta, CEO and MD presented vote of thanks to the Chair.

Mr. Ashok Kumar Gupta, Chairman declared the meeting as closed at 4:00 p.m. subject to completion of the procedures connected with the voting by ballot and declaration of the result.

13. DECLARATION OF RESULT:

Based on the consolidated Scrutinizers' Report incorporating the results of remote e-voting and voting by ballot at the venue of the Meeting, the Chairman declared the consolidated result of the voting:

No.	Item No.	Voting	Members /Proxy	Number of shares	%	Vote in fav.	Voted against	Invalid vote	Result
1.	Adoption of Accounts for F.Y. 2017-18	*Elect.*	79	4448378	67.03	79	NIL	NIL	**Passed unanimously/100 % votes**
		Poll -	7	1350	0.02	7	NIL	NIL	
		Total	**86**	**4449728**	**67.05**	**86**			
2.	Re-appointment of Shri Ashok Kumar Gupta as director	*Elect.*	78	3584976	54.02	78	NIL	NIL	**Passed unanimously/100 % votes**
		Poll -	7	1350	0.02	7	NIL	NIL	
		Total	**85**	**3586326**	**54.04**	**85**			
3.	Ratification of re-appointment of Statutory Auditors	*Elect.*	79	4448378	67.03	79	NIL	NIL	**Passed by unanimously/100 % votes**
		Poll -	7	1350	0.02	7	NIL	NIL	
		Total	**86**	**4449728**	**67.05**	**86**			
4.	Re-appointment of Shri Ashok Kumar Gupta (din 00016661) as managing director	*Elect.*	78	3584976	54.02	78	NIL	NIL	**Passed unanimously/100 % votes**
		Poll -	7	1350	0.02	7	NIL	NIL	
		Total	**85**	**3586326**	**54.04**	**85**			

14. The **Scrutinizer Report is attached with this Minutes for record.**

With this, the proceedings of the 38th Annual General Meeting stood concluded.

Place: Varanasi

Date of Signing: 23.08.2018

(Ashok Kumar Gupta) **Chairman**

(Praveen Singh) **Chairman**

BANARAS BEADS LIMITED
A-1, INDUSTRIAL ESTATE, VARANASI

DISTRIBUTION SCHEDULE

DISTRIBUTION OF EQUITY SHARES AS ON 38TH AGM HELD ON 16.08.2018

Total nominal value Rs. 12 Crores Nominal value of each shares/unit Rs. 10/=

Total number of Shares/Unit 66,36,222. In which 65,91,522 Shares Fully-Paid-up value per Share/ Unit Rs. 10/- and 44,700, Shares Partly-paid-up @ Rs. 5/- per Share.

Distinctive Nos. from 0000001 to 9757374.

TABLE - I

DISTRIBUTION OF HOLDINGS

Shares or Debenture holdings of nominal value of		Shares / Debenture holders		Shares / Debenture holders		
Rs.	Rs.	Number	% to Total	In Rs.	In shares	% to Total
1		2	3	4	5	6
Upto ----	5000	6740	94.31	7411230.00	741123.00	11.17
5001 ----	10000	226	3.16	1700100.00	170010.00	2.56
10001 ----	20000	81	1.13	1218740.00	121874.00	1.84
20001 ----	30000	37	0.52	961460.00	96146.00	1.45
30001 ----	40000	15	0.21	530740.00	53074.00	0.80
40001 ----	50000	13	0.18	596190.00	59619.00	0.90
50001 ----	100000	15	0.21	1068550.00	106855.00	1.61
100001 and	above	20	0.28	52875210.00	5287521.00	79.68
TOTAL		**7147**	**100.00**	**66362220**	**6636222**	**100.00**

For BANARAS BEADS LTD.

For BANARAS BEADS LTD.

(R.K. SINGH)
Company Secretary

Date : August 30, 2018
Place : Varanasi

BANARAS BEADS LIMITED

A-1, INDUSTRIAL ESTATE, VARANASI

TABLE -II

SHARE HOLDING FOREIGN, GOVT. FINACIAL INSTITUTIONS BODY CORRPORATE DIRECTOR RELATIVE

	NAME OF SHARE	NO. OF SHARE	% TO TOTAL NO OF SHARE
a) Foreign holdings	i. Foreign Collaborators	**0**	**0**
	ii. Fcoreign Financial Institution	0	0.00
	iii. Foreign Nationals	0	0.00
	iv. Non-resident Indians (Persons holding Indian Passport staying abroad and persons of Indian Origin staying abroad	5808	0.09
	Total	**5808**	**0.09**
b) Govt./Govt. sponsored Finnancial	i. Mutual funds	20	0.00
	ii. Others	0	0.00
	Total	**20**	**0.00**
c) Bodies Corporate	Bodies corporate	150818	**2.27**
	Total	**150818**	**2.27**
d) Directors/ Promoter	Director and Promoter	3835592	57.80
e) Directors relatives	Directors relatives	6709	**0.10**
f) other top 50 shareholders	Other Top 50 shareholders (other than those listed above) Annexure	1505504	**22.69**
	TOTAL	**5661097**	**85.31**

For BANARAS BEADS LTD.

For BANARAS BEADS LTD.

(R.K. SINGH) (R.K. Singh)

Company Secreatary Company Secretary

Date : August 30, 2018

Place : Varanasi

BANARAS BEADS LIMITED
A-1, INDUSTRIAL ESTATE, VARANASI

TABLE - III

HOLDING OF OFFICE - BANARAS

Name of Directors, Managing Directors, Chairman	Official relationship to the company	Number of shares (or Debenture amount in Rs.)
Shri Ashok Kumar Gupta	Chairman & Managing Director	863402
Shri Siddharth Gupta	CEO & Managing Director	701000
Shri Ashok Kumar Kapoor	Director	0
Shri Praveen Singh	Director	550
Shri Tanmay Deva	Director	50
Smt. Shalini Chandra	Executive Director	0
Shri Ramesh Kumar Singh	Company Secretary	50
Shri Jai Singh	CFO	60

For BANARAS BEADS LTD.
(R.K. Singh)
Company Secretary

Date :

(Signature of Managing director / Secretary)

NOTE : Separate form should be completed for each class of security, e.g. debenture, preference shares, equity shares, etc. Similarly, separate form should be completed for shares of the same class which are not identical in all respect. Shares are identical in all respects only if :-

(i) they are of the same nominal value and the same amount per share has been called up

(ii) they are entitled to dividend at the same amount for the same period, so that at the next ensuing distribution the dividend payable on each share will amount to exactly the same sum net and gross ; and

(iii) they carry the same rights in all other respects.

For BANARAS BEADS LTD.

For BANARAS BEADS LTD.
(R.K. Singh)
Company Secretary

Date : August 30, 2018
Place : Varanasi

(R.K. SINGH)
Company Secretary

BANARAS BEADS LIMITED

A-1, INDUSTRIAL ESTATE, VARANASI

(e) Other Top 50 Share/ Debenture holders (other than those listed above)

Other Top 50 share/Debenture holders (other than those listed above) Annexure

1	RAMGULAM KANHIA LAL CHARITABLE TRUST	1072010	16.15
2	MITA DIPAK SHAH	75000	1.13
3	HARI PRAKASH GUPTA	44750	0.67
4	ANIL KUMAR GUPTA	30750	0.46
5	NEELAM SINGLA	18000	0.27
6	GUNTUPALLI HARISH	17844	0.27
7	SANJEEV GUPTA	14500	0.22
8	GAUTAM DAS MAHESHWARI	14344	0.22
9	SUBHASH KUMAR GUPTA	13551	0.20
10	RAJESH KUMAR MAHESHWARI	10000	0.15
11	SEEMA MUSTAFA	9570	0.14
12	H.V. GUPTA	8550	0.13
13	MAHENDRA GIRDHARILAL	8133	0.12
14	BHAWANI MAHESHWARI	7738	0.12
15	ANUP KUMAR GUPTA	7500	0.11
16	RACHANA SURESH SHINDE	7000	0.11
17	SHRI NARAIN	6925	0.10
18	MANOJ KUMAR DUGAR	6490	0.10
19	H.V. GUPTA	6300	0.09
20	SAVITA GUPTA	6155	0.09
21	SHASHIKANT TUKARAM NIKAM	6100	0.09
22	SANJAY T DUGAR	5001	0.08
23	NEELAM GUPTA	5000	0.08
24	SHAILESHKUMAR RAMNIKBHAI KALARIYA	5000	0.08
25	LALITHA DEVI	5000	0.08
26	RAJAT GUPTA	4990	0.08
27	MOHINI SINGH	4950	0.07
28	S SAMBASIVAN SRI RAMANASHRAYA	4759	0.07
29	TARAK V VORA	4667	0.07
30	ANIL KUMAR SHAH	4400	0.07
31	MUNNI LAL DUGAR	4337	0.07
32	YOGESHCHANDRA MANOHAR	4212	0.06
33	BHAVIN RAMAKANT	4159	0.06
34	SUDHIR GUPTA	4125	0.06
35	PRATIBHA RAI	4020	0.06
36	MANJU MEHTA	4000	0.06
37	SANDHYARANI SADHU	4000	0.06

	38	PRATIBHA RAI	3820	0.06
	39	RAHUL DUGAR	3803	0.06
	40	BAIJNATH PRASAD	3710	0.06
	41	KUSHALAPPA P S	3664	0.06
	42	SANJEEV KUMAR JAIN	3500	0.05
	43	UDHANI JAYA DILIP	3470	0.05
	44	RAVINDRA MEHTA	3307	0.05
	45	SUGUNAKUMARI CHELLAMELLA PEDIATRICIA	3300	0.05
	46	MANUBHAI BHAILALBHAI PATEL	3300	0.05
	47	DINESH SHANKAR KIRPALANI	3300	0.05
	48	UMA SHANKER KIRPALANI	3300	0.05
	49	M. ASHABAI	3200	0.05
	50	KUNAL RAJAN RUVALA	3000	0.05
		TOTAL	**1505504**	**22.69**

For BANARAS BEADS LTD.

For BANARAS BEADS LTD.

(R.K. Singh)
Company Secretary

Date : August 30, 2018

Place : Varanasi

(R.K. SINGH)
Company Secreatary