

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rule, 2014]

To,
Shri Ashok Kumar Gupta, Chairman
M/s Banaras Beads Ltd.
A-1, Industrial Estate
Varanasi-221106

35th Annual General Meeting of the Equity Shareholders of Banaras Beads Limited.
Held on 13.08.2015 at Registered office of the company at A-1, Industrial Estate, Varanasi.

Dear Sir,

I, Ajay Jaiswal, Practicing Company Secretary (Membership No. 5112) Varanasi, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Banaras Beads Limited, held on 13.08.2015 at Registered office at A-1, Industrial estate, Varanasi, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, Shri Ashok Kumar Gupta, ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorization/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

(a) Resolution/Item No.1 - Adoption of Accounts for F.Y. 2014-15

(i) Voted in favor of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	NIL	NIL
- Proxy - 20	NIL	NIL



Ajay Jaiswal & Co.

COMPANY SECRETARIES
(iii) Invalid Votes :

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person - 17	NIL
- Proxy - 20	NIL

(b) Resolution/Item No.2 - Declaration of Dividend for F.Y. 2014-15

(i) Voted in favor of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	NIL	NIL
- Proxy - 20	NIL	NIL

(iii) Invalid Votes :

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person - 17	NIL
- Proxy - 20	NIL

(c) Resolution/Item No.3 - Re-appointment of Director

(i) Voted in favor of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	NIL	NIL
- Proxy - 20	NIL	NIL



Ajay Jaiswal & Co.

COMPANY SECRETARIES

(iii) Invalid Votes :

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person - 17	NIL
- Proxy - 20	NIL

(d) Resolution/Item No.4 - Appointment of Statutory Auditor

(i) Voted in favor of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	NIL	NIL
- Proxy - 20	NIL	NIL

(iii) Invalid Votes :

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person - 17	NIL
- Proxy - 20	NIL

(e) Resolution/Item No.5 - Appointment of Smt. Shalini Chandra, as Director

(i) Voted in favor of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	NIL	NIL
- Proxy - 20	NIL	NIL



Ajay Jaiswal & Co.

COMPANY SECRETARIES

(iii) Invalid Votes :

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person - 17	NIL
- Proxy - 20	NIL

(f) Resolution/Item No.6 - Appointment of Mr. Ashok Kumar Kapoor as independent director.
(i) Voted in favor of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	NIL	NIL
- Proxy - 20	NIL	NIL

(iii) Invalid Votes :

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person - 17	NIL
- Proxy - 20	NIL

(g) Resolution/Item No.7 - Appointment of Mr. Praveen Singh as independent director.

(i) Voted in favor of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	NIL	NIL
- Proxy - 20	NIL	NIL



Ajay Jaiswal & Co.

COMPANY SECRETARIES

(iii) Invalid Votes :

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person - 17	NIL
- Proxy - 20	NIL

(h) Resolution/Item No.8 - Appointment of Mr. Tanmay Deva as independent director.

(i) Voted in favor of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	NIL	NIL
- Proxy - 20	NIL	NIL

(iii) Invalid Votes :

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person - 17	NIL
- Proxy - 20	NIL

(i) Resolution/Item No.9 - To borrow the money upto Rs. 300 Crore from bank and others.

(i) Voted in favor of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	NIL	NIL
- Proxy - 20	NIL	NIL



Ajay Jaiswal & Co.

COMPANY SECRETARIES

(iii) Invalid Votes :

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person - 17	NIL
- Proxy - 20	NIL

(j) Resolution/Item No.10 - Creation of charges on the assets of the Company.

(i) Voted in favor of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	NIL	NIL
- Proxy - 20	NIL	NIL

(iii) Invalid Votes :

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person - 17	NIL
- Proxy - 20	NIL

(k) Resolution/Item No.11 - Adoption of new set of articles of association of the Company.

(i) Voted in favor of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	NIL	NIL
- Proxy - 20	NIL	NIL



Ajay Jaiswal & Co.

COMPANY SECRETARIES

(iii) Invalid Votes :

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person – 17	NIL
- Proxy – 20	NIL

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking You,

Yours faithfully,



(Ajay Jaiswal)

Practicing Company Secretary, Varanasi
(Member ship no. 5112)

Place : Varanasi

Date: 13.08.2015

Ajay Jaiswal & Co.

COMPANY SECRETARIES

To,
Shri Ashok Kumar Gupta, Chairman
M/s Banaras Beads Ltd.
A-1, Industrial Estate, Varanasi-221106

Sub.: E-voting report in the matter of 35th Annual General Meeting of the Equity Shareholders of Banaras Beads Limited to be held on 13.08.2015

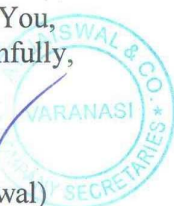
Dear Sir,

I, Ajay Jaiswal, Practicing Company Secretary (Membership No. 5112) Varanasi, appointed as Scrutinizer(s) for the purpose of the e-voting for Annual General Meeting of the Equity Shareholders of Banaras Beads Limited, to be held on 13.08.2015 at Registered office at A-1, Industrial estate, Varanasi. The e-voting was opened on 10.08.2015 and closed on 12.08.2015. The result of e-voting is under-

No.	Item No.	No. of shareholder e-voting	Number of shares	Voted in favour of resolution/items	Voted against the resolution/items	Invalid vote
1.	Adoption of Accounts for F.Y. 2014-15	39	4513098	39	NIL	NIL
2.	Declaration of Dividend for F.Y. 2014-15	39	4513098	39	NIL	NIL
3.	Re-appointment of Director	39	4513098	39	NIL	NIL
4.	Appointment of Statutory Auditor	39	4513098	39	NIL	NIL
5.	Appointment of Smt. Shalini Chandra, as Director	39	4513098	39	NIL	NIL
6.	Appointment of Mr. Ashok Kumar Kapoor as independent director	39	4513098	39	NIL	NIL
7.	Appointment of Mr. Praveen Singh as independent director	39	4513098	39	NIL	NIL
8.	Appointment of Mr. Tanmay Deva as independent director	39	4513098	39	NIL	NIL
9.	To borrow the money upto Rs. 300 Crore from bank and others	39	4513098	39	NIL	NIL
10.	Creation of charges on the assets of the Company	39	4513098	39	NIL	NIL
11.	Adoption of new set of articles of association of the Company	39	4513098	39	NIL	NIL

The detail of e-voting as attached for reference.

Thanking You,
Yours faithfully,



(Ajay Jaiswal)
Practicing Company Secretary, Varanasi
(Member ship no. 5112)
Place : Varanasi
Date: 13.08.2015

Ajay Jaiswal & Co.

COMPANY SECRETARIES

To,
Shri Ashok Kumar Gupta, Chairman
M/s Banaras Beads Ltd.
A-1, Industrial Estate, Varanasi-221106

Sub.: Result of 35th Annual General Meeting of the Equity Shareholders of Banaras Beads Limited held on 13.08.2015

Dear Sir,

I, Ajay Jaiswal, Practicing Company Secretary (Membership No. 5112) Varanasi, appointed as Scrutinizer(s) for the purpose of the e-voting and poll for Annual General Meeting of the Equity Shareholders of Banaras Beads Limited, held on 13.08.2015 at Registered office at A-1, Industrial estate, Varanasi and submit result as under-

No.	Item No.	Voting	Members /Proxy	Number of shares	%	Voted in favour	Voted against	Invalid vote
1.	Adoption of Accounts for F.Y. 2014-15	Electronically Poll - Total	39 37 76	4501398 20840 4533938	68.00 0.32 68.32	39 37 76	NIL NIL	NIL NIL
2.	Declaration of Dividend for F.Y. 2014-15	Electronically Poll - Total	39 37 76	4501398 20840 4533938	68.00 0.32 68.32	39 37 76	NIL NIL	NIL NIL
3.	Re-appointment of Director	Electronically Poll - Total	39 37 76	4501398 20840 4533938	68.00 0.32 68.32	39 37 76	NIL NIL	NIL NIL
4.	Appointment of Statutory Auditor	Electronically Poll - Total	39 37 76	4501398 20840 4533938	68.00 0.32 68.32	39 37 76	NIL NIL	NIL NIL
5.	Appointment of Smt. Shalini Chandra, as Director	Electronically Poll - total	39 37 76	4501398 20840 4533938	68.00 0.32 68.32	39 37 76	NIL NIL	NIL NIL
6.	Appointment of Mr. Ashok Kumar Kapoor as independent director	Electronically Poll - total	39 37 76	4501398 20840 4533938	68.00 0.32 68.32	39 37 76	NIL NIL	NIL NIL
7.	Appointment of Mr. Praveen Singh as independent director	Electronically Poll - total	39 37 76	4501398 20840 4533938	68.00 0.32 68.32	39 37 76	NIL NIL	NIL NIL
8.	Appointment of Mr. Tanmay Deva as independent director	Electronically Poll - total	39 37 76	4501398 20840 4533938	68.00 0.32 68.32	39 37 76	NIL NIL	NIL NIL
9.	To borrow the money upto Rs. 300 Crore from bank and others	Electronically Poll - total	39 37 76	4501398 20840 4533938	68.00 0.32 68.32	39 37 76	NIL NIL	NIL NIL
10.	Creation of charges on the assets of the Company	Electronically Poll - total	39 37 76	4501398 20840 4533938	68.00 0.32 68.32	39 37 76	NIL NIL	NIL NIL
11.	Adoption of new set of articles of association of the Company	Electronically Poll - total	39 37 76	4501398 20840 4533938	68.00 0.32 68.32	39 37 76	NIL NIL	NIL NIL

Total 76 members participated AGM proceeding, 4 members have voted electronically but not attended the meeting, 41 members present in person (including 24 members have e-voted and 17 by poll) and 27 members present through proxy (including 7 have e-voted and 20 by poll).

Thanking You,

Yours faithfully,

(Ajay Jaiswal)
Practicing Company Secretary, Varanasi
(Membership no. 5112)
Place : Varanasi
Date: 13.08.2015