



BANSWARA Syntex Limited

ISASO 9001 : 2000



Registered office & Mills

Industrial Area, Dohad Road, P.B. No.21, BANSWARA-327 001(Raj.)
Ph.No.257676,257677, 257679 to 681, 240690, 240691 Fax: (02962) 240692 Gram: SYNTEX

BSL: SECL:11.

31st August, 2011

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza
Bandra - Kurla Complex
Bandra (East)
MUMBAI - 400 051

Dear Sirs,

In compliance of Clause 31(d), we are enclosing herewith a copy Minutes of 35th Annual General Meeting of the Company held on 5th August, 2011. Please take the same in your record.

Please acknowledge the receipt.

Thanking you,

Yours faithfully,
For **BANSWARA SYNTEX LIMITED,**

(J.K. JAIN)
SR. VICE PRESIDENT (F&C)
& COMPANY SECRETARY

Encl.: as above

Marketing Office : Flat NO.204, E-2, A.R.A. Centre Jhandewalan Ext. New Delhi-110055.Ph.23676124, 23676948

Mumbai Office : Gopal Bhawan, 199, Princess Street, (5th Floor), Mumbai-400 002 Ph.2057048, 2057393, 2057341
Fax : 022-22064486

MINUTES OF 35TH ANNUAL GENERAL MEETING OF M/S BANSWARA SYNTEX LIMITED HELD ON FRIDAY, THE 5TH AUGUST, 2011 AT 3.30 P.M. AT ITS REGISTERED OFFICE, INDUSTRIAL AREA, DOHAD ROAD, BANSWARA.

PRESENT

DIRECTORS:

Shri R.L. Toshniwal	Chairman & Managing Director
Shri Ravi Toshniwal	Joint Managing Director
Shri Rakesh Mehra	Whole-time Director
Shri P. Kumar	Director
Shri S.B. Agarwal	Director
Shri P.K. Bhandari	Director

EXECUTIVES:

Shri S.S. Sajal,	President
Shri J.K. Jain,	Sr. Vice President (F&C) & Company Secretary

MEMBERS:

62 Shareholders in person
20 Shareholders by proxy

Company Secretary informed the Chairman about the presence of the quorum and that the meeting was validly convened. The Chairman then commenced the proceedings of the meeting.

Notice convening meeting as circulated to the members was read out at the meeting by the Secretary. He pointed out that the Register of shareholding of Directors of the company maintained u/s 307 of the Companies Act, 1956 was open and accessible during the continuance of the meeting.

Chairman then delivered his speech, which mainly dealt with the following points:-

1. During the year 2010-11, company's performance achieved new heights in terms of production, sale and profitability.
2. Increase in production of Synthetic Yarn by 7%, Worsted Yarn by 92%, Cloth by 26% and Garment by 30%.
3. Total Income increased from Rs. 631 Crores during 2009-10 to Rs. 808 Crores during 2010-11, showing an increase of 28%.

4. Net Profit of the Company increased from Rs. 30.88 Crores to Rs. 46.93 Crores showing an increase of 52%.
5. Company deposited Rs. 47.20 Crores to the Government on account of various taxes.
6. The export of the Company has also increased by 26%.
7. The Company has launched a new brand "SaintX" to develop its Cloth and Garment business. The Company opened its Marketing office in London.
8. Shri P.K. Bhandari, Ex Whole Time Director of Raymond Ltd. has been appointed as an additional Director on the Board of the Company.
9. Declaration of final dividend @ Rs. 3.00 per equity share of the company apart from payment of interim dividend @ Rs. 2.00 per equity share, in November, 2010, thus total dividend Rs. 5.00 per equity share.
10. The process of expansion and modernisation continued during the year 2010-11, the company invested Rs. 166.00 Crores on fixed assets.
11. 2nd Thermal Power Plant started generation of Electricity from March, 2011.
12. During the current year 2011-12, the company invested Rs. 80.00 Crores for expansion and modernisation .
13. The company is exporting its goods under DEPB Scheme which is valid up to September, 2011 only thereafter the export will be made under Draw Back. The rates of the Draw Back are lower than DEPB and company has to bear the losses on this account. The Chairman appealed to Government to make the Draw Back rates at par with DEPB rates to avoid decrease in export.
14. Interest rates has also increased, Further the Government has withdrawn 2% interest subvention on export. The textile industry is facing competition from China, where the rate of interest is much lower than Indian rates. Government Should continue the rebate on export.

The Chairman also convey his thanks to the members of the Board of Directors and the shareholders present in the meeting for their valuable guidance and support to the company.

ORDINARY BUSINESS

Item No.1

Adoption of Profit & Loss Account for the year ended 31st March, 2011 and Balance Sheet as on that date.

Ordinary Resolution

Moved by : Shri Nand Kishore Mehta
Seconded by : Shri Bhaiya Lal Gupta

"RESOLVED THAT Balance Sheet as at 31st March, 2011 and Profit & Loss account for the year ended 31st March, 2011, as circulated to the shareholders and also placed before the meeting be and is hereby approved and adopted."

The Chairman put the resolution to vote by show of hands and the same was carried out unanimously.

Item No.2

2) To Confirm the payment of Interim Dividend and to declare Final Dividend

Ordinary Resolution

Moved by : Shri Shyam Sunder Kella
Seconded by : Shri Bhaiya Lal Gupta

"RESOLVED THAT Payment of interim dividend @ Rs. 2.00 per Equity Share of the Company for the year 2010-11 be and is hereby confirmed."

"RESOLVED FURTHER THAT final dividend @ Rs.3.00 per Equity Share of the Company for the year 2010-11 be and is hereby approved."

"FURTHER RESOLVED THAT the dividend shall be paid to all those shareholders, whose name appears in the register of members as on closing hours of 29th July, 2011 i.e. all the beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and also to all those shareholders holding shares in physical form as on closing hours of 29th July, 2011.

The Chairman put the resolution to vote by show of hands and the same was carried out unanimously.

Item No.3

To declare Dividend on Preference Share

Ordinary Resolution

Moved by : Shri Jai Narayan Mehta
Seconded by : Shri Bhupendra Upadhyay

"RESOLVED THAT a sum of 5.19 Lacs as dividend for the year 2010-11 on preference shares issued to Carreman, France be paid."

The Chairman put the resolution to vote by show of hands and the same was carried out unanimously.

Item No.4

To appoint Shri D.P. Garg as Director liable to retire by rotation.

Ordinary Resolution

Moved by : Shri Purshottam Kawalya
Seconded by : Shri Harsh Kothari

"RESOLVED THAT Shri D.P. Garg, Director of the Company retiring by rotation and being eligible for reappointment be and is hereby appointed as Director of the Company liable to retire by rotation."

The Chairman put the resolution to vote by show of hands and the same was carried out unanimously.

Item No.5

Ordinary Resolution

To appoint Shri A.N. Jariwala as Director liable to retire by rotation.

Moved by : Shri Madan Mohan Mehta
Seconded by : Shri Kanhaiya Lal Kothari

"RESOLVED THAT Shri A.N. Jariwala, Director of the Company retiring by rotation and being eligible for reappointment be and is hereby appointed as Director of the Company liable to retire by rotation."

The Chairman put the resolution to vote by show of hands and the same was carried out unanimously.

Item No.6

To appoint Shri S.B. Agarwal as Director liable to retire by rotation.

Ordinary Resolution

Moved by : Shri Bhagwati Lal Dosi
Seconded by : Shri Tapas Dey Sarkar

"RESOLVED THAT Shri S.B. Agarwal, Director of the Company retiring by rotation and being eligible for reappointment be and is hereby appointed as Director of the Company liable to retire by rotation."

The Chairman put the resolution to vote by show of hands and the same was carried out unanimously.

Item No.7

Appointment of Auditors

Ordinary Resolution

Moved by : Shri Ashok Mehta
Seconded by : Shri K.L. Kothari

"RESOLVED THAT the retiring Auditors M/s Kalani & Company, Chartered Accountants, Jaipur be and is hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at the remuneration of Rs.7,00,000/- plus taxes plus out of pocket expenses as may be incurred by them for the purpose of audit."

The Chairman put the resolution to vote by show of hands and the same was carried out unanimously.

SPECIAL BUSINESS

Item No.8

To amend the Articles of Association

Special Resolution

Moved by : Shri Sumati Lal Shah
Seconded by : Shri Bharat Chandra Bhavsar

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s), amendments or re-enactments thereof for the time being in force), existing Article 122 of the Articles of Association of the Company relating to the

Capitalisation of Reserves be and is hereby altered by deleting the same and substituting, in place thereof, the following new Article 122 :-

122. "The Board of Directors at its meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserves or any Capital Redemption Reserve Accounts or in the hands of the Company and available for dividend or representing premiums received on the issue of shares and standing to the credit of the Share Premium Account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full any un issued shares, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum. Provided that, any sum standing to the credit of a Share Premium Account or a Capital Redemption Reserve Account may, for the purposes of this Article, be applied only in paying up un issued shares to be issued to shareholders of the Company as fully paid bonus shares."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to Managing Director and/ or to any other director / directors or any other officer / employee/ advisor of the Company, as they may, in their absolute discretion, deem necessary, proper, desirable or expedient to give effect to this Resolution."

The Chairman put the resolution to vote by show of hands and the same was carried out unanimously.

Item No.9

Appointment of Director

Ordinary Resolution

Moved by : Shri Jai Narayan Mehta
Seconded by : Shri Durga Shankar Thakur

"RESOLVED THAT Shri P.K. Bhandari, who was appointed as an Additional Director, pursuant to the provisions of Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from one of its Member proposing his candidature for the office of Director under the provisions of

Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

The Chairman put the resolution to vote by show of hands and the same was carried out unanimously.

VOTE OF THANKS

There being no other business, the meeting ended with a vote of thanks to the Chair, proposed by Shri N.K. Mehta.

(CHAIRMAN)