



BANSWARA SYNTEX LIMITED

Regd. Office:- Industrial Area, Dohad Road, Banswara - 327001 (Raj.)

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POSTAL BALLOT NOTICE

Notice pursuant to Section 192A of the Companies Act, 1956

TO THE MEMBERS OF THE COMPANY

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 (the "Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (the "Rules"), that the enclosed resolutions for increase in borrowing powers under section 293(1)(d) and increase in power to mortgage / charge etc. under section 293(1) (a) of the Act, are proposed to be passed by way of Postal Ballot.

The Company is desirous of seeking your consent for such proposals as contained in the resolutions appended below. Explanatory Statements pertaining to the said resolutions setting out the material facts and the reasons therefore is annexed. The said resolutions and the Explanatory Statements are being sent to you along with a Postal Ballot Form (the "Form") for your consideration. The Company has appointed CS Manoj Maheshwari, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed in the postal ballot form and return the form duly completed in all respects in the enclosed self-addressed business reply envelope so that it could reach the scrutinizer, on or before the closing of working hours i.e. 5.00 P.M on Saturday, 7th July, 2012 at M/s. Computech Sharecap Limited 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai-400 001. Members who wish to be present at the time of declaration of results may do so by reaching at the Registered Office of the Company at the appointed time. Also, the result will be intimated through press release in newspapers.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by postal ballot will be announced on Wednesday, 18th July, 2012 by the Chairman or Managing/Whole-Time Director or Sr. Vice President (Fin. & Com.) and Company Secretary. The resolution, if approved, will be taken as passed effectively on the date of declaration of result.

ORDINARY RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT

Increase in the borrowing powers of the Company and increase in power to mortgage/charge

To consider and, if thought fit, to give assent or dissent to the following Resolution as an Ordinary Resolution through Postal Ballot:

"RESOLVED THAT pursuant to the provisions of section 293(1)(d) of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as may be enacted from time to time, and other applicable provisions, if any, of the Companies Act, 1956, and subject to the provisions in Articles of Association of the Company, the consent of the members by way of postal ballot, be and is hereby accorded to borrow any sum of money or sums of money, whether by way of Term Loan(s) / Equipment finance / working capital facilities or the like, from time to time, any sum or sums of money at its discretion from national / international financial institutions / banks / Non-Banking Financial Companies / other body corporate / Trusts / Association of Persons / person, for the purpose of business of the Company and in its best interest, which together with the moneys already borrowed by the Company, (apart from temporary loans obtained in the ordinary course of business) shall not exceed in the aggregate of ₹ 1500,00,00,000 (Rupees One Thousand Five Hundred Crores) at any time, irrespective of the fact that such aggregate amount of borrowings outstanding, at any time may exceed the aggregate of paid-up share capital and free reserves, that is to say the reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT pursuant to the provisions of section 293(1)(a) of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as may be enacted from time to time, and any other applicable provisions, if any, of the Companies Act, 1956, and subject to the provisions in Articles of Association of the company, the consent of the members by way of postal ballot, be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board"), to sell, lease, dispose of or to create mortgage and / or charge on all or any of the movable and / or immovable, tangible and/ or intangible properties, or such other assets of the Company, wherever situated, both present and future and / or the whole or substantially the whole of the undertaking/s of the Company, on such terms and conditions and at such time or times and in such form and manner as it may deem fit, to or in favour of lenders i.e. national / international financial institutions / banks / Non Banking Financial Companies / other Body Corporate / Trusts / Association of persons / person to secure any Term Loan(s) / Equipment finance / working capital facilities or the like, obtained or to be obtained from any of the aforesaid lenders together with the interest whether simple / compound / additional, commitment charges, costs, charges, expenses and all other monies payable by the company to the concerned lenders in respect of the borrowings over and above the existing limit, aggregating to ₹ 1500,00,00,000 (Rupees One Thousand Five Hundred Crores).

RESOLVED FURTHER THAT Mr. R.L. Toshniwal, Chairman, Mr. Ravindra Kumar Toshniwal, Managing Director, Mr. Rakesh Mehra, Vice-Chairman, Mr. Shaleen Toshniwal, Joint Managing Director and Mr. J.K. Jain, Sr. Vice President (Fin. & Com.) & Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things, etc. as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution of the Company."

Place: Mumbai
Date: 21st May, 2012

By Order of the Board of Directors

J.K. Jain
Sr. Vice President (Fin. & Com.)
& Company Secretary

As per the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company cannot, except with the permission of the shareholders in General Meeting, borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves.

The shareholders of the Company had at 31st Annual General Meeting held on 8th August, 2007, approved, inter alia, borrowings in terms of section 293(1)(d) of the Companies Act, 1956, up to ₹ 750 Crores.

The increasing business operations, expansion and future growth plans of the Company would necessitate increase in borrowing limits up to ₹ 1500 Crores.

Section 293 (1)(a) of the Companies Act, 1956 provides inter-alia, that the Board of Directors of the Public Company, can sell, lease or otherwise dispose off the whole, or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole, or substantially the whole, of such undertaking after disposal of the undertaking of the company needs sanction of the shareholders.

Moreover, the borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lenders. Hence, it is necessary to obtain approval for the same from the shareholders by postal ballot process.

Your approval is sought by voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

None of the Directors of the Company is concerned or interested in the Resolution except to extent of their respective holding of equity shares in the Company.

The Board of Directors of your Company recommends the resolution as set in the enclosed notice for approval.

Place: Mumbai

Date: 21st May, 2012

By Order of the Board of Directors

J.K. Jain
Sr. Vice President (Fin. & Com.)
& Company Secretary



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POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

1. Name(s) of Member(s)/Beneficial Owner :
(including joint holders, if any, in block letters)
2. Registered address of the sole/first named :
Member/Beneficial Owner
3. Registered Folio no./DP ID*/Client ID* :
(*applicable to investors holding shares
in dematerialized form)
4. No. of Shares held
5. I/We hereby exercise my/our vote in respect of the Ordinary Resolutions to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 21st May, 2012 issued by the Company by sending my/our assent/dissent to the said Ordinary Resolution by placing the tick mark (✓) in the appropriate column below:

Sr. No.	Particulars	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Ordinary Resolution under Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956, authorizing the Board of Directors of the company to borrow such sum or sums of monies in any manner from time to time not exceeding ₹ 1500 crores and In terms of the provisions of Section 293(1)(a) of the Companies Act, 1956, authorizing the Board of Directors to create mortgage and/or charge by way of first and second charge on all the immovable and/or movable properties, over and above the existing limits of the Company for an amount not exceeding ₹ 1500 crores.			

Place :
Date :

Signature of the Member/ Beneficial Owner

NOTE: FOR INSTRUCTIONS, PLEASE SEE OVERLEAF

POSTAL BALLOT FORM

(Please read the instructions enclosed carefully before filling this form)

INSTRUCTIONS:

06/12

1. A Member desiring to cast his/her vote by postal ballot should complete this Postal Ballot Form and send it back to the Company only in the enclosed self addressed business-reply envelope. Postage will be borne and paid by the Company. However, envelope containing postal ballot, if sent by courier at the expense of the Members/shareholders, will also be accepted.
2. The self-address business-reply envelope addresses the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint share holding, this Form should be completed and signed (as per the specimen signature registered with the Company/ Depository Participants) by the first named Member and in his absence, by the next named Member. Joint shareholders shall be counted as single shareholder when voting right is considered.
4. Unsigned/incomplete/defaced/mutilated Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot form after enclosing in self address business reply envelope should reach to the Scrutinizer at the designated address (as mentioned on the envelope) not later than closing working hours i.e. 5.00 P.M on 7th July, 2012. Any Postal Ballot Form received after the aforesaid time and date will be treated as if Postal Ballot Form, from such Members, has not been received.
6. Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Member as on the date of dispatch on Notice of Postal Ballot.
7. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should also be accompanied by certified true copy of Board Resolution/Letter of Authority delegating requisite power to the person to cast vote on the Postal Ballot Form.
8. Member is requested not to send any other matter along with the Postal Ballot Form. If any extraneous materials/papers are found, the same will be destroyed by the Scrutinizer.
9. Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.).
10. The right of voting by Postal Ballot shall not be exercised by a proxy.
11. Votes of the Members from whom no Postal Ballot Form is received or is received after the stipulated time, as mentioned in the instruction number 5 of this leaf, shall not be counted for the purpose of the passing the Resolutions.
12. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

Signature of the Member/Beneficial Owner