

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

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

Scrutinizer's Report

To,
Chairman of
39th Annual General Meeting of the Equity Shareholders of Banswara Syntex Limited held on Saturday, 12th September, 2015 at 3.30 P.M. at Industrial Area, Dahod Road, Banswara - 327001(Rajasthan).

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll for 39th Annual General Meeting of Equity Shareholders held on 12th September, 2015.

Pursuant to the resolution passed by the Board of Directors of **BANSWARA SYNTEX LIMITED** (hereinafter referred to as "Company") on Wednesday, 27th May, 2015, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 39th Annual General Meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the 39th AGM of the members of the Company.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder vide The Companies (Management and Administration) Rules, 2014 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on Recognized Stock Exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meetings or through postal ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The Company accordingly made arrangements with the system provider Central Depository Services Limited (herein after referred as "CDSL"), Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, M/s Computech Sharecap Ltd. (herein after referred as "RTA") to set up the e-voting facility on the CDSL e-voting Website <https://www.evotingindia.com>.

The Company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM



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notice dated 27th May, 2015 sent to all the shareholders by electronic means via e-mail and through courier and registered post. The members of the Company as on the cut-off date i.e. 5th September, 2015 were entitled to vote on the resolutions contained in the Notice to the 39th AGM of the members of the Company.

REFERENCE TO THE COMPANIES ACT, 2013	TYPE AND DESCRIPTION OF THE RESOLUTION
1) Ordinary Resolution: Adoption of Audited Financial Statements Including Consolidated Financial Statements.	Ordinary Resolution under Section 129 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Accounts) Rules, 2014 to consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended 31 March, 2015 together with the reports of the Board of Directors and Auditors thereon including Consolidated Financial Statements and report of auditor's on Consolidated Financial Statements.
2) Ordinary Resolution: Declaration of Dividend on Preference Shares for the year 2014-15 (for period upto 12th May, 2014)	Ordinary Resolution under Section 123 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Declaration and Payment of Dividend) Rules, 2014 to declare dividend at 3% on Preference Share for the year 2014-15 (for period upto 12 th May, 2014 since the Preference shares were redeemed on 13 th May, 2014).
3) Ordinary Resolution: Declaration of Dividend on Equity Shares for the year 2014-15	Ordinary Resolution under Section 123 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Declaration and Payment of Dividend) Rules, 2014 to declare dividend of Rs. 1.00/- per Equity Share for the financial year ended 31st March, 2015.
4) Ordinary Resolution: Appointment of Director, liable to retire by rotation	Ordinary Resolution under Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to re-appoint Shri Rakesh Mehra (DIN: 00467321) as a Director, liable to retire by rotation.
5) Ordinary Resolution: Ratification of Appointment of Statutory Auditors	Ordinary Resolution under Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to ratify the appointment of M/s Kalani & Co, Chartered Accountants, Jaipur as Statutory Auditors of the Company.



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Special Business	
6) Ordinary Resolution: Ratification of remuneration to the Cost Auditors	Ordinary Resolution under Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, to ratify payment of the remuneration of Rs. 2,00,000/- (Rupees Two Lacs Only) plus applicable Service Tax and reimbursement of out of pocket expenses at actuals to the Cost Auditors (M/s K.G. Goyal & Company, Cost Accountants) of the Company for financial year ending 31st March, 2016.
7)Special Resolution: Acceptance of Deposits from public and/or members of the Company.	Special Resolution under Section 73, 76 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014 to invite/accept, renew/receive money by way of unsecured/secured deposits from public and/or members of the Company.
8) Special Resolution: Approval of Related Party Transaction/Contract with Banswara Global Limited.	Special Resolution under Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Meetings of Board and Its Powers) Rules, 2014 to approve the Related Party Transaction/Contract with M/s Banswara Global Limited.
9)Special Resolution: Approval of Related Party Transaction/Contract with Treves Banswara Private Limited.	Special Resolution under Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Meetings of Board and Its Powers) Rules, 2014 to approve the Related Party Transaction/Contract with M/s Treves Banswara Private Limited.
10)Special Resolution: Approval of Related Party Transaction/Contract with Banswara Fabrics Limited.	Special Resolution under Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Meetings of Board and Its Powers) Rules, 2014 to approve the Related Party Transaction/Contract with M/s Banswara Fabrics Limited.
11)Ordinary Resolution: Appointment of Independent Director	Ordinary Resolution under Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint Dr. Valjayanti Pandit (DIN: 06742237) as an Independent Director.



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

- 1) That the AGM notice dated 27th May, 2015 under section 101 of the Companies Act, 2013 was dispatched to 2,361 (Two Thousand Three Hundred Sixty One) shareholders by means of electronic means via e-mail and to 5,477 (Five Thousand Four Hundred Seventy Seven) and 609 (Six Hundred Nine) shareholders by courier and registered post respectively on or before 10th August, 2015. As confirmed by management, there were 196 (One Hundred Ninety Six) such envelopes containing notice of AGM which were returned undelivered but there were no such e-mails which were bounced back.
- 2) As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of The (Management and Administration) Rules, 2014, *an advertisement was published by the company on 2nd September, 2015 in "Business Standard", English newspaper and on 1st September, 2015 in "Rajasthan Patrika", vernacular newspaper, informing about the completion of the dispatch of the AGM notices, by means of registered post, courier and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.*
- 3) The remote e-voting period remained open from Tuesday, 8th September, 2015 at 10.00 a.m. and ended on Friday, 11th September, 2015, at 5.00 p.m.
- 4) The members of the Company as on the cut-off date i.e. Saturday, 05th September, 2015 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and the votes cast through remote e-voting were unblocked next day in the presence of 2 witnesses who are not in the employment of the Company.
- 6) The total number of fully paid up shares of the company outstanding as on 5th September, 2015 were 1,69,29,346. As on cut-off date, out of 8,474 shareholders, 27 (Twenty seven) shareholders have exercised their votes through remote e-voting and 47 (Forty Seven) shareholder has exercised their vote through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below:



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Item No 1: Ordinary Resolution for Adoption of Audited Financial Statements including Consolidated Financial Statements

Total No. of Shareholders	8,474		
Total No. of Shares	1,69,29,346		
E-voting Period	08 th September, 2015 to 11 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	27	1,07,97,564
Total Votes cast through Polling at AGM	B	47	24,06,396
Grand Total of remote e-voting / Polling at AGM (A+B)	C	74	1,32,03,960
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	6	24,03,933
Net remote e-voting/ Polling at AGM (C-D)	E	68	1,08,00,027

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There were 4 (Four) such shareholder that have voted both through remote e-voting and polling at AGM. Hence their votes through polling were cancelled and were not considered for calculation.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	1,00,05,251	1,00,05,251	100	1,00,05,251	0	100	0
Public Institutional holders	21,13,926	0	0	0	0	0	0
Public-others	48,10,169	7,94,776	16.52	7,94,776	0	100	0
Total	1,69,29,346	1,08,00,027	63.79	1,08,00,027	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**



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RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 27th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 2: Ordinary Resolution for declaration of Dividend on Preference Shares for the year 2014-15 (for the period upto 12th May, 2014).

Total No. of Shareholders	8,474		
Total No. of Shares	1,69,29,346		
E-voting Period	08 th September, 2015 to 11 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	27	1,07,97,564
Total Votes cast through Polling at AGM	B	47	24,06,396
Grand Total of remote e-voting / Polling at AGM (A+B)	C	74	1,32,03,960
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	6	24,03,933
Net remote e-voting/ Polling at AGM (C-D)	E	68	1,08,00,027

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There were 4 (Four) such shareholder that have voted both through remote e-voting and polling at AGM. Hence their votes through polling were cancelled and were not considered for calculation.



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SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	1,00,05,251	1,00,05,251	100	1,00,05,251	0	100	0
Public institutional holders	21,13,926	0	0	0	0	0	0
Public-others	48,10,169	7,94,776	16.52	7,94,776	0	100	0
Total	1,69,29,346	1,08,00,027	63.79	1,08,00,027	0	100	0

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 27th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 3: Ordinary Resolution for declaration of Dividend on Equity Shares for the year 2014-15.

Total No. of Shareholders	8,474
Total No. of Shares	1,69,29,346
E-voting Period	08 th September, 2015 to 11 th September, 2015
	Number of Votes/Folio
Total votes cast through remote e-voting	A 27
Total Votes cast through Polling at AGM	B 47
Grand Total of remote e-voting / Polling at AGM (A+B)	C 74
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D 6
Net remote e-voting/ Polling at AGM (C-D)	E 68
	Number of shares
	1,07,97,564
	24,06,396
	1,32,03,960
	24,03,933
	1,08,00,027



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NOTES:

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- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There were 4 (Four) such shareholder that have voted both through remote e-voting and polling at AGM. Hence their votes through polling were cancelled and were not considered for calculation.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	1,00,05,251	1,00,05,251	100	1,00,05,251	0	100	0
Public institutional holders	21,13,926	0	0	0	0	0	0
Public-others	48,10,169	7,94,776	16.52	7,94,776	0	100	0
Total	1,69,29,346	1,08,00,027	63.79	1,08,00,027	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 27th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No 4: Ordinary Resolution for Appointment of Director

Total No. of Shareholders	8,474		
Total No. of Shares	1,69,29,346		
E-voting Period	08 th September, 2015 to 11 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	27	1,07,97,564
Total Votes cast through Polling at AGM	B	47	24,06,396
Grand Total of remote e-voting / Polling at AGM (A+B)	C	74	1,32,03,960
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	6	24,03,933
Net remote e-voting/ Polling at AGM (C-D)	E	68	1,08,00,027

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There were 4 (Four) such shareholder that have voted both through remote e-voting and polling at AGM. Hence their votes through polling were cancelled and were not considered for calculation.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	1,00,05,251	1,00,05,251	100	1,00,05,251	0	100	0
Public Institutional holders	21,13,926	0	0	0	0	0	0
Public-others	48,10,169	7,94,776	16.52	7,94,776	0	100	0
Total	1,69,29,346	1,08,00,027	63.79	1,08,00,027	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**



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RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 27th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 5: Ordinary Resolution for Ratification of Appointment of Statutory Auditor

Total No. of Shareholders	8,474		
Total No. of Shares	1,69,29,346		
E-voting Period	08 th September, 2015 to 11 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	27	1,07,97,564
Total Votes cast through Polling at AGM	B	47	24,06,396
Grand Total of remote e-voting / Polling at AGM (A+B)	C	74	1,32,03,960
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	6	24,03,933
Net remote e-voting/ Polling at AGM (C-D)	E	68	1,08,00,027

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There were 4 (Four) such shareholder that have voted both through remote e-voting and polling at AGM. Hence their votes through polling were cancelled and were not considered for calculation.



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SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	1,00,05,251	1,00,05,251	100	1,00,05,251	0	100	0
Public institutional holders	21,13,926	0	0	0	0	0	0
Public-others	48,10,169	7,94,776	16.52	7,94,776	0	100	0
Total	1,69,29,346	1,08,00,027	63.79	1,08,00,027	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 139 of the Companies Act, 2013 as set out in the notice of AGM dated 27th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 6: Ordinary Resolution for Ratification of remuneration of Cost Auditor.

Total No. of Shareholders	8,474
Total No. of Shares	1,69,29,346
E-voting Period	08 th September, 2015 to 11 th September, 2015
	Number of Votes/Folio
Total votes cast through remote e-voting	A 27
Total Votes cast through Polling at AGM	B 47
Grand Total of remote e-voting / Polling at AGM (A+B)	C 74
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D 6
Net remote e-voting/ Polling at AGM (C-D)	E 68
	Number of shares
	1,07,97,564
	24,06,396
	1,32,03,960
	24,03,933
	1,08,00,027



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- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There were 4 (Four) such shareholder that have voted both through remote e-voting and polling at AGM. Hence their votes through polling were cancelled and were not considered for calculation.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	1,00,05,251	1,00,05,251	100	1,00,05,251	0	100	0
Public institutional holders	21,13,926	0	0	0	0	0	0
Public-others	48,10,169	7,94,776	16.52	7,94,776	0	100	0
Total	1,69,29,346	1,08,00,027	63.79	1,08,00,027	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 148 of the Companies Act, 2013 as set out in the notice of AGM dated 27th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No 7: Special Resolution for Acceptance of Deposits from public and/or members of the company.

Total No. of Shareholders	8,474		
Total No. of Shares	1,69,29,346		
E-voting Period	08 th September, 2015 to 11 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	27	1,07,97,564
Total Votes cast through Polling at AGM	B	47	24,06,396
Grand Total of remote e-voting / Polling at AGM (A+B)	C	74	1,32,03,960
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	6	24,03,933
Net remote e-voting/ Polling at AGM (C-D)	E	68	1,08,00,027

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There were 4 (Four) such shareholder that have voted both through remote e-voting and polling at AGM. Hence their votes through polling were cancelled and were not considered for calculation.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (5)	% of votes In favour on votes polled (6)=[(4) /(2)]* 100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	1,00,05,251	1,00,05,251	100	1,00,05,251	0	100	0
Public institutional holders	21,13,926	0	0	0	0	0	0
Public-others	48,10,169	7,94,776	16.52	7,94,776	0	100	0
Total	1,69,29,346	1,08,00,027	63.79	1,08,00,027	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**



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

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the special resolution under section 73 and 76 of the Companies Act, 2013 as set out in the notice of AGM dated 27th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 8: Special Resolution for Approval of Related party Transaction/Contract with Banswara Global Limited.

Total No. of Shareholders	8,474		
Total No. of Shares	1,69,29,346		
E-voting Period	08 th September, 2015 to 11 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	27	1,07,97,564
Total Votes cast through Polling at AGM	B	47	24,06,396
Grand Total of remote e-voting / Polling at AGM (A+B)	C	74	1,32,03,960
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	6	24,03,933
Net remote e-voting/ Polling at AGM (C-D)	E	68	1,08,00,027

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There were 4 (Four) such shareholder that have voted both through remote e-voting and polling at AGM. Hence their votes through polling were cancelled and were not considered for calculation.





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NOTES:

- I. Invalid voting was not taken into account for counting of votes.
- II. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- III. There were 4 (Four) such shareholder that have voted both through remote e-voting and polling at AGM. Hence their votes through polling were cancelled and were not considered for calculation.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes In Favour (4)	No. of Vote s again st (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	1,00,05,251	1,00,05,251	100	1,00,05,251	0	100	0
Public institutional holders	21,13,926	0	0	0	0	0	0
Public-others	48,10,169	7,94,776	16.52	7,94,776	0	100	0
Total	1,69,29,346	1,08,00,027	63.79	1,08,00,027	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the special resolution under section 188 of the Companies Act, 2013 as set out in the notice of AGM dated 27th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No 10: Special Resolution for Approval of Related party Transaction/Contract with Banswara Fabrics Limited.

Total No. of Shareholders	8,474		
Total No. of Shares	1,69,29,346		
E-voting Period	08 th September, 2015 to 11 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	27	1,07,97,564
Total Votes cast through Polling at AGM	B	47	24,06,396
Grand Total of remote e-voting / Polling at AGM (A+B)	C	74	1,32,03,960
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	6	24,03,933
Net remote e-voting/ Polling at AGM (C-D)	E	68	1,08,00,027

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There were 4 (Four) such shareholder that have voted both through remote e-voting and polling at AGM. Hence their votes through polling were cancelled and were not considered for calculation.

SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	1,00,05,251	1,00,05,251	100	1,00,05,251	0	100	0
Public Institutional holders	21,13,926	0	0	0	0	0	0
Public-others	48,10,169	7,94,776	16.52	7,94,776	0	100	0
Total	1,69,29,346	1,08,00,027	63.79	1,08,00,027	0	100	0

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**



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RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the special resolution under section 188 of the Companies Act, 2013 as set out in the notice of AGM dated 27th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

Item No 11: Ordinary Resolution for Appointment of Independent Director.

Total No. of Shareholders	8,474		
Total No. of Shares	1,69,29,346		
E-voting Period	08 th September, 2015 to 11 th September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	27	1,07,97,564
Total Votes cast through Polling at AGM	B	47	24,06,396
Grand Total of remote e-voting / Polling at AGM (A+B)	C	74	1,32,03,960
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	6	24,03,933
Net remote e-voting/ Polling at AGM (C-D)	E	68	1,08,00,027

NOTES:

- I. Invalid voting was not taken into account for counting of votes.
- II. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- III. There were 4 (Four) such shareholder that have voted both through remote e-voting and polling at AGM. Hence their votes through polling were cancelled and were not considered for calculation.



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SUMMARY OF VOTING:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (5)	% of votes in favour on votes polled (6)=[(4) /(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]* 100
Promoter and Promoter group	1,00,05,251	1,00,05,251	100	1,00,05,251	0	100	0
Public institutional holders	21,13,926	0	0	0	0	0	0
Public-others	48,10,169	7,94,776	16.52	7,94,776	0	100	0
Total	1,69,29,346	1,08,00,027	63.79	1,08,00,027	0	100	0

Percentage of Votes cast In favour: **100%**

Percentage of votes cast against: **0.00**

RESULT:-

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 27th May, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

I further report that as per the AGM notice dated 27th May, 2015, the Chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website www.banswarasyntex.com and on the website of CDSL and shall also be communicated to the Stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company.



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This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully,


CS Manoj Maheshwari
Scrutinizer
FCS: 3355



Place: Jaipur
Date: 14th September, 2015

For Banswara Syntex Limited


R.L. Toshniwal
Chairman
DIN: 00106933

