

MINUTES OF THE PROCEEDINGS HELD ON WEDNESDAY, 30TH OCTOBER, 2013 AT 4.30 P.M. OF BANSWARA SYNTEX LTD. AT INDUSTRIAL AREA, DOHAD ROAD, BANSWARA-327 001, RAJASTHAN, RELATING TO DECLARATION OF THE RESULT ON THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 ON THE SPECIAL RESOLUTION UNDER SECTION 81, 81(1A) OF THE SAID ACT AS SET OUT IN THE NOTICE DATED 8TH AUGUST, 2013.

PRESENT

Shri J.K. Jain, Sr. Vice President (Fin. & Com.) & Company Secretary
CS Manoj Maheshwari, Practising Company Secretary and Scrutinizer

Background:

The Postal Ballot Notice issued on 8th August, 2013 pursuant to Section 192A of the Companies Act, 1956, for obtaining the approval of members to pass the below mentioned Special Resolution by postal ballot, was dispatched on 16th September, 2013 to the members of the Company alongwith Postal Ballot Form and the self addressed business reply envelope.

The Board of Directors in its meeting held on 08.08.2013, had appointed CS Manoj Maheshwari, Practising Company Secretary as Scrutinizer to scrutinize the ballot forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner. The shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer on or before the close of working hours i.e. 5.00 p.m. up to 21st October, 2013.

ITEM – Issue of 6,00,000 equity shares to person other than promoter i.e. Foreign Institutional Investors (FIIs) and 16,00,000 convertible warrants to promoters and promoter group.

As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 81, 81(1A) and all other applicable provisions (if any) of the Companies Act, 1956 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the guidelines, rules and regulations, including the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, the Listing Agreement entered into by the Company with the Stock Exchanges on which the Company is listed, terms and conditions of approvals, permissions, sanctions, if any, the Reserve Bank of India, Government of India, other appropriate authorities and enabling provisions in the Memorandum and Articles of Association of the Company and subject to the such approvals, consents, permission or sanctions (including any conditions there of or modifications to the terms contained therein), if any, as may be prescribed while

granting such consents, approvals, permission and sanctions, which may be agreed to by the Board, (hereinafter referred to as the "Board" which term shall include any Committee constituted/ to be constituted by the Board for exercising all or any of the powers conferred on the Board by this resolution), the Board be and is hereby authorised to create, offer, issue, allot and deliver not exceeding 6,00,000 equity shares to person other than promoter i.e. Foreign Institutional Investors (FIIs) and 16,00,000 convertible Warrants to promoters and promoter group on such terms and conditions and in such manner as may be deemed appropriate each warrant providing the holder, the option to subscribe to one fully paid up equity share of Rs.10/- each for every warrant (Aggregating to upto 16,00,000 equity shares) at such prices prescribed under the guidelines issued by SEBI in respect of which 100% of equity price and 25% of warrant price would be payable at the time of application and before the allotment and balance 75% of warrant price would be payable on or before the exercise of the conversion of the warrant into equity shares, for cash on a preferential basis in one or more tranches within 18 months from the date of issue, provided that promoters' shareholding does not increase by more than 5% of the equity share capital in any financial year as per Issue of Capital and Disclosure Requirements (ICDR) Regulation, 2009 issued by SEBI, as amended from time to time and on such terms & conditions as may be deemed appropriate by the Board, to the promoters and persons other than promoters of the Company namely :-

S. No	Name of the promoter	No. of Warrants
1.	SHRI RAMESHWAR LAL TOSHNIWAL	25,000
2.	SMT. PREM TOSHNIWAL	85,000
3.	SHRI RAVINDRA KUMAR TOSHNIWAL	4,50,000
4.	SMT. RADHIKA TOSHNIWAL	2,50,000
5.	SHRI SHALEEN TOSHNIWAL	3,50,000
6.	SMT. SONAL TOSHNIWAL	1,50,000
7.	SMT. NAVNITA MEHRA	70,000
8.	SMT. KAVITA SONI	70,000
9.	LAWSON TRADING COMPANY PVT. LTD.	50,000
10.	NIRAL TRADING PVT. LTD.	50,000
11.	MOONFINE TRADING COMPANY PVT. LTD.	25,000
12.	SPEEDSHORE TRADING COMPANY PVT. LTD.	25,000
	TOTAL	16,00,000

S.No.	Other Than Promoter	No. of Equity Shares
1.	INDUS KAMDHENU FUND LIMITED	6,00,000

RESOLVED FURTHER THAT the equity shares and shares resulting from the exercise of such warrants, proposed to be issued and allotted as above, shall rank pari passu in all respect with the existing equity shares of the Company including dividend and other corporate benefits.

RESOLVED FURTHER THAT the relevant date for the purpose of calculating the issue price of the above mentioned equity shares and Warrants (including the Equity Shares to be issued on exercise of the Warrants) under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 relating to preferential issues will be 30.09.2013 being the date of 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid shall be made at such time or times as the Board may in its absolute discretion decide.

RESOLVED FURTHER THAT equity shares issued to person other than promoters and the warrants and the equity shares to be allotted to the holders of the warrants on conversion shall be freely transferable from the date of allotment, subject to the lock-in requirements as prescribed by SEBI Regulations from time to time.

RESOLVED FURTHER THAT on conversion of the warrants, the equity shares shall be listed with the Stock Exchange on which the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to aforesaid resolution, any one of Shri R. L. Toshniwal, Chairman, Shri Ravindra Kumar Toshniwal, Managing Director, Shri Rakesh Mehra, Vice Chairman and Shri J.K. Jain, Sr. Vice President (Fin. & Com.) & Company Secretary be and is hereby authorized to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment, listing with stock exchanges, depositories and utilization of the proceeds of the issue of the above mentioned warrants and 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 any other Director(s) or any other officer (s) or employee (s) of the Company or any advisor, consultant as it may consider appropriate and further to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the above directors/officials in its absolute discretion deem fit and to finalize and execute all documents, papers, agreement, deeds and writings as may be necessary and desirable as it may deem fit."

After due scrutiny of all the postal ballot forms received by the Company up to the close of working hours i.e. 5.00 p.m. on 21st October, 2013 being last date fixed for return of the Postal Ballot forms duly filled in by the Members, CS Manoj Maheshwari submitted his report dated 28th October, 2013 addressed to the Chairman.

Shri J.K. Jain, Sr. Vice President (Fin. & Com.) & Company Secretary of the Company announced the following result of postal ballot as per the Scrutinizer's Report :-

ITEM – Issue of 6,00,000 (Six Lacs) equity shares to person other than promoter i.e. Foreign Institutional Investors (FIIs) and 16,00,000 (Sixteen Lacs) convertible warrants to promoters and promoter group.

Number of valid Postal Ballot forms received	215
Votes in favour of the Resolution	84,08,097
Votes against the Resolution	3082
Number of invalid Postal Ballot forms received	05

The Special Resolution set out in the Postal Ballot Notice dated 8th August, 2013 was duly approved by requisite majority of the shareholders.

Place: BANSWARA
Date : 11.11.2013

CHAIRMAN