



BANSWARA SYNTEX LIMITED

CIN:L24302RJ1976PLC001684

Registered Office & Mills:

Industrial Area, Dahod Road, BANSWARA – 327 001 (Rajasthan)

Ph No. : +91 2962 240690-91, 93, 257679 - 681 Fax: (02962) 240692

Email: secbsw@banswarafabrics.com

An IS / ISO 9001:2008 Company

www.banswarasyntex.com

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www.saintx.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY ON 18.07.2014 THROUGH POSTAL BALLOT.

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company and/ or any Committee thereof to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company, create such mortgages/charges/ hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and /or movable properties, current and /or fixed assets, tangible or intangible assets, book debts and / or claims of the Company wherever situated, present and future such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all charges, mortgages, hypothecation and other encumbrances created/ to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks and other Lending Institutions, and/or to such other person, if any from whom the Company has /or proposed/proposes to borrow money/sums of money by way of Terms Loan, cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to the extent of Rs.2000 crores (Rupees Two Thousand Crores Only).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution.”

// CERTIFIED TO BE TRUE //

For BANSWARA SYNTEX LIMITED,

(J.K. JAIN)

SR. VICE PRESIDENT (FIN. & COM.) &
COMPANY SECRETARY



BANSWARA SYNTEX LIMITED

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"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), the consent of the members of the company, be and is hereby accorded to the Board of Directors of the Company and / or any Committee thereof to borrow at its discretion, either from the Company's Bank or any other Indian or Foreign Bank(s), Financial Institution(s) and or any other Lending Institutions or persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers/ Financial Institutions in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors but shall not exceed the sum of Rs.2000 crores (Rupees Two Thousand Crores Only) at any one time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed appropriate by the Board, to give effect to the said resolution including delegation of all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company and / or to any other director / directors or any other officer / employee / advisor of the Company, as it may consider appropriate and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

// CERTIFIED TO BE TRUE //

For BANSWARA SYNTEX LIMITED,

(J.K. JAIN)

SR. VICE PRESIDENT (FIN. & COM.) &
COMPANY SECRETARY



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY ON 18.07.2014 THROUGH POSTAL BALLOT.

“RESOLVED THAT pursuant to the provisions of Section 188 (1)(a) and (d), and other applicable provisions (if any) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and provisions of Articles of Association, subject to compliances of all applicable laws and regulations, the consent of members of the company by means of Special Resolution be and is hereby accorded to the Board of Directors (hereinafter called “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) for execution of a contract with M/s. Banswara Global Limited in which Shri R.L. Toshniwal and Shri Ravindra Kumar Toshniwal, Directors of the Company are interested, to sell, purchase or supply of any goods or materials and to avail or render any service of any nature whatsoever, as the Board in its discretion deem proper, upto an amount not exceeding an aggregate of Rs. 25 crores (Rupees Twenty Five Crores Only) as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the Chairman for the purposes of identification and in such form and manner as it may deem fit.”

“RESOLVED FURTHER THAT Shri R.L. Toshniwal, Chairman, Shri Ravindra Kumar Toshniwal, Managing Director, Shri Rakesh Mehra, Vice Chairman, Shri Shaleen Toshniwal, Jt. Managing Director, Shri J.K. Rathi (President Commercial) and Shri J.K. Jain, Sr. Vice President (Fin. & Com.) & Company Secretary be and is hereby authorised severally to execute the agreement with M/s. Banswara Global Limited and perform all such acts, deeds and to sign all such documents and writings as may be necessary, expedient and incidental thereto including all the negotiations and settlements, to give effect to this resolution and for matter connected therewith or incidental thereto in the best interest of the Company.”

// CERTIFIED TO BE TRUE //

For BANSWARA SYNTEX LIMITED,

(J.K. JAIN)

SR. VICE PRESIDENT (FIN. & COM.) &
COMPANY SECRETARY



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“RESOLVED THAT pursuant to the provisions of Section 188 (1)(a) and (d), and other applicable provisions (if any) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and provisions of Articles of Association, subject to compliances of all applicable laws and regulations, consent of members of the company by means of Special Resolution be and is hereby accorded to the Board of Directors (hereinafter called “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) be and is hereby accorded for execution of a contract with M/s. Treves Banswara Private Limited in which Shri Rakesh Mehra and Shri Ravindra Kumar Toshniwal, Directors of the Company are interested, to sell, purchase or supply of any goods or materials and to avail or render any service of any nature whatsoever, as the Board in its discretion deem proper, upto an amount not exceeding an aggregate of Rs.25 crores (Rupees Twenty Five Crores Only) as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the Chairman for the purposes of identification and in such form and manner as it may deem fit.”

“RESOLVED FURTHER THAT Shri R.L. Toshniwal, Chairman, Shri Ravindra Kumar Toshniwal, Managing Director, Shri Rakesh Mehra, Vice Chairman, Shri Shaleen Toshniwal, Jt. Managing Director , Shri J.K. Rathi (President Commercial) and Shri J.K. Jain, Sr. Vice President (Fin. & Com.) & Company Secretary be and is hereby authorised severally to execute the agreement with M/s. Treves Banswara Private Limited and perform all such acts, deeds and to sign all such documents and writings as may be necessary, expedient and incidental thereto including all the negotiations and settlements, to give effect to this resolution and for matter connected therewith or incidental thereto in the best interest of the Company.”

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For BANSWARA SYNTEX LIMITED,

(J.K. JAIN)

SR. VICE PRESIDENT (FIN. & COM.) &
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RESOLVED THAT pursuant to the provisions of Section 188 (1)(a) and (d), and other applicable provisions (if any) of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and provisions of Articles of Association, subject to compliances of all applicable laws and regulations, consent of members of the company by means of Special Resolution be and is hereby accorded to the Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) be and is hereby accorded for execution of a contract with M/s. Banswara Fabrics Limited in which Shri R.L. Toshniwal and Shri Rakesh Mehra, Directors of the Company are interested, to sell, purchase or supply of any goods or materials and to avail or render any service of any nature whatsoever, as the Board in its discretion deem proper, upto an amount not exceeding an aggregate of Rs. 50 crores (Rupees Fifty Crores Only) as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the Chairman for the purposes of identification and in such form and manner as it may deem fit."

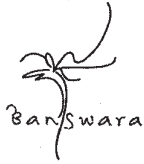
"RESOLVED FURTHER THAT Shri R.L. Toshniwal, Chairman, Shri Ravindra Kumar Toshniwal, Managing Director, Shri Rakesh Mehra, Vice Chairman, Shri Shaleen Toshniwal, Jt. Managing Director, Shri J.K. Rathi (President Commercial) and Shri J.K. Jain, Sr. Vice President (Fin. & Com.) & Company Secretary be and is hereby authorised severally to execute the agreement with M/s. Banswara Fabrics Limited and perform all such acts, deeds and to sign all such documents and writings as may be necessary, expedient and incidental thereto including all the negotiations and settlements, to give effect to this resolution and for matter connected therewith or incidental thereto in the best interest of the Company."

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For BANSWARA SYNTEX LIMITED,

(J.K. JAIN)

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Result of the Postal Ballot:

(Annexure 2)

Brief Description of the Resolution	Result
<p>Item No. 1</p> <p>Special Resolution to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future.</p>	<p>Out of the total 9508663 valid votes polled, 9501897 have assented to the resolution.</p> <p>Since 99.93% votes have been cast in favour of the resolution, this resolution is hereby treated passed as special resolution.</p>
<p>Item No. 2</p> <p>Special Resolution Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs.2000 Crores.</p>	<p>Out of the total 9508587 valid votes polled, 9502599 have assented to the resolution.</p> <p>Since 99.94% votes have been cast in favour of the resolution, this resolution is hereby treated passed as special resolution.</p>
<p>Item No. 3</p> <p>Special Resolution for Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Global Limited.</p>	<p>Out of the total 9508572 valid votes polled, 9497424 have assented to the resolution.</p> <p>Since 99.88% votes have been cast in favour of the resolution, this resolution is hereby treated passed as special resolution.</p>
<p>Item No. 4</p> <p>Special Resolution for Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Treves Banswara Private Limited.</p>	<p>Out of the total 9508572 valid votes polled, 9497074 have assented to the resolution.</p> <p>Since 99.88% votes have been cast in favour of the resolution, this resolution is hereby treated passed as special resolution.</p>
<p>Item No. 5</p> <p>Special Resolution for Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Fabrics Limited.</p>	<p>Out of the total 9507376 valid votes polled, 9496508 have assented to the resolution.</p> <p>Since 99.89% votes have been cast in favour of the resolution, this resolution is hereby treated passed as special resolution.</p>

The result of the voting by Postal Ballot including E-voting may be declared accordingly.

MANOJ MAHESHWARI
COMPANY SECRETARY

t 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.

16th July, 2014

To,
R.L. TOSHNIWAL,
CHAIRMAN
BANSWARA SYNTEX LIMITED,
INDUSTRIAL AREA, DOHAD ROAD, BANSWARA - 327 001

Dear Sir,

Please refer my appointment as Scrutinizer for conducting the Postal Ballot process. I have carried out the process of scrutiny of the Postal Ballot Forms as received from the members of Banswara Syntex Limited ("the Company") in response to the Postal Ballot Notice dated **24.05.2014** issued on behalf of the Company, with regard to the items contained in the said Postal Ballot notice, form and the explanatory statement attached thereto.

I am pleased to submit my report dated **16.07.2014** as enclosed herewith for your appropriate action and doing needful in the matter.

Thanking You,

Yours faithfully,



CS Manoj Maheshwari
Scrutinizer



Encl: a/a

MANOJ MAHESHWARI
COMPANY SECRETARY

☎ 2370 954; 93145 04821 (M)

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SCRUTINIZER'S REPORT

Pursuant to the Rule 22 of Companies (Management and Administration) Rules, 2014, in respect of the process of Postal Ballot conducted for the consideration by the members of **Banswara Syntex Limited** in respect of special resolution(s) passed by way of Postal Ballot for the following:

1. To sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future.
2. Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs.2000 Crores.
3. Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Global Limited.
4. Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Treves Banswara Private Limited.
5. Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Fabrics Limited.

The Board of Directors of **Banswara Syntex Limited** (hereinafter referred to as the Company) vide their resolution passed at its meeting held on **24.05.2014** had appointed the undersigned, **CS Manoj Maheshwari** as the Scrutinizer to conduct the Postal Ballot voting process by scrutinizing the Postal Ballot Forms and e-voting conducted through CDSL, from the members of the Company in response to the Company's Postal Ballot Notice dated **24.05.2014**, seeking the consent of the members in respect of the business stated in the Postal Ballot Notice.

1. Accordingly, this report is being submitted by the undersigned- **CS Manoj Maheshwari** as the Scrutinizer, pursuant to the provisions of Rule 22 of Companies (Management and Administration) Rules, 2014.

The scrutiny of the entire Postal Ballot voting process including e voting through CDSL, has been carried out with the secretarial assistance of Director and staff of the Company.

2. As per the Register of Members as on 09.06.2014 maintained and submitted by the Registrar and Share Transfer Agent (RTA i.e., M/s Computech Sharecap Limited, 147 Mahatma Gandhi Road, Fort, Mumbai-400001), there were 8847 members holding 15526361 Equity Shares of the Company. As per the letter obtained from the management, we have found that the Postal Ballot Notices along with Postal Ballot Forms were dispatched to all the members' upto 09.06.2014, by Registered Post.



MANOJ MAHESHWARI
COMPANY SECRETARY

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3. A total number of **202 (Two Hundred and Two)** Postal Ballot Forms all in the postage prepaid, printed Business Reply Envelopes, addressed to The Scrutinizer M/s Computech Sharecap Limited, 147 Mahatma Gandhi Road, Fort, Mumbai-400001 have been received.
4. A Total number of **7(seven)** folios voted by means of E-voting.
5. All the envelopes received as above were opened and the postal ballot forms have been taken for scrutiny.
6. The E-votes cast were unblocked in the presence of two witnesses who are not in the employment of the company. They have signed below in the confirmation of the e-votes being unblocked in their presence.

Signature: 
Bhupesh Kumar Savoat

Signature: 
Ashok Sharma

7. Signature appearing on the Postal Ballot Form in each case has been verified by the Company with the specimen signatures available on record.
8. Pursuant to Clause 10 of Rule 22 of Companies (Management and Administration) Rules, 2014, a register has been maintained to record the assent, dissent or otherwise received on the resolutions, particulars of name, address, folio number and number of shares of the shareholders. Entries have been made for each of Postal Ballot Form received totaling to **202 (Two Hundred and Two)** forms and also for the voting right exercised through e-voting by **7 (Seven)** members.
9. None of the Postal Ballot Forms has been received in defaced or mutilated form.
10. Summary of the Register maintained pursuant to Clause 10 of Rule 22 of Companies (Management and Administration) Rules, 2014 to record the consent or otherwise relating to the item of the Postal Ballot Notice are as under:

a) Summary of physical postal ballot forms:

PARTICULARS	Total Valid Forms	Invalid Forms	Assent to the Resolution		Dissent to the Resolution	
			No. of Members	No. of Shares	No. of Members	No. of Shares
Item No. 1 Special Resolution to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company under Section 180(1(a) of the Companies Act, 2013 both present and future.	189	13				
			171	9501381	18	6746



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Item No. 2 Special Resolution for Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs.2000 Crores.	186	16	169	9502083	17	5988
Item No. 3 Special Resolution for Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Global Limited.	185	17	170	9496908	15	11148
Item No. 4 Special Resolution for Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Treves Banswara Private Limited.	185	17	166	9496558	19	11498
Item No. 5 Special Resolution for Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Fabrics Limited.	185	17	170	9495972	15	10868

b) Summary of E-Voting:

PARTICULARS	Valid	Invalid	Assent to the Resolution		Dissent to the Resolution	
			No. of Members	No. of Shares	No. of Members	No. of Shares
Item No. 1 Special Resolution to sell, lease or Otherwise dispose off the whole or substan the whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future.	7	-	6	516	1	20
Item No. 2 Special Resolution for Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs.2000 Crores.	6	1	6	516	-	-



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Item No. 3 Special Resolution for Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Global Limited.	6	1	6	516	--	--
Item No. 4 Special Resolution for Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Treves Banswara Private Limited.	6	1	6	516	--	--
Item No. 5 Special Resolution for Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Fabrics Limited.	7	--	7	536	--	--

11.Result of the Postal Ballot:

Brief Description of the Resolution	Result
Item No. 1 Special Resolution to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future.	Out of the total 9508663 valid votes polled, 9501897 have assented to the resolution. Since 99.93% votes have been cast in favour of the resolution, this resolution is hereby treated passed as special resolution.
Item No. 2 Special Resolution for Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs.2000 Crores.	Out of the total 9508587 valid votes polled, 9502599 have assented to the resolution. Since 99.94% votes have been cast in favour of the resolution, this resolution is hereby treated passed as special resolution.
Item No. 3 Special Resolution for Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Global Limited.	Out of the total 9508572 valid votes polled, 9497424 have assented to the resolution. Since 99.88% votes have been cast in favour of the resolution, this resolution is hereby treated passed as special resolution.
Item No. 4 Special Resolution for Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Treves Banswara Private Limited.	Out of the total 9508572 valid votes polled, 9497074 have assented to the resolution. Since 99.88% votes have been cast in favour of the resolution, this resolution is hereby treated passed as special resolution.



MANOJ MAHESHWARI
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Item No. 5

Special Resolution for Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Fabrics Limited.

Out of the total 9507376-valid votes polled, 9496508 have assented to the resolution.

Since 99.89% votes have been cast in favour of the resolution, this resolution is hereby treated passed as special resolution.

The result of the voting by Postal Ballot including E-voting may be declared accordingly.



CS Manoj Maheshwari
Scrutinizer



Place: Jaipur

Date: 16.07.2014