

BANSWARA SYNTEX LIMITED

Corporate Identity Number: L24302RJ1976PLC001684

Registered Office & Mills:

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

An IS / ISO 9001:2008 Company

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

www.banswarasyntex.com

secbsw@banswarafabrics.com

www.saintx.in



BSL: SECL: 15

16th September, 2015

National Stock Exchange of India Ltd.

Listing Deptt.

Exchange Plaza

Bandra - Kurla Complex

Bandra (East)

MUMBAI - 400 051

Sub: Proceedings of 39th AGM held on 12.09.15

Dear Sir/Ma'am,

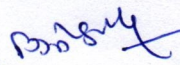
We are enclosing herewith Proceedings of 39th Annual General Meeting of the Company held on 12th September, 2015 at Banswara.

Please take the same in your record.

Thanking you,

Yours Faithfully,

For BANSWARA SYNTEX LIMITED

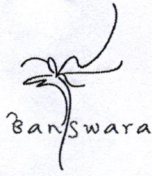

J.K. JAIN

CFO & COMPANY SECRETARY

Encl.: As above

Mumbai Office : 4-5th Floor, Gopal Bhawan, 199, Princess Street, MUMBAI – 400 002 PH : +91 22 6633 6571-76 Fax : 022-22064486 / 6633 6586

Marketing Office : Flat No. 204, E-2, A.R.A. Centre Jhandewalan Ext. New Delhi – 110055 PH : +91 11 23676124 Fax : 011-23676948



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Gist of the proceedings of 39th Annual General Meeting of Banswara Syntex Limited held on Saturday, September 12, 2015

The 39th Annual General Meeting of the members of the Company was held on Saturday, September 12, 2015 at 3.30 P.M., at Industrial Area, Dahod Road, Banswara (Rajasthan), which was Chaired by Mr. R.L. Toshniwal, Chairman and Whole Time Director. Mr. P Kumar, Chairman of Audit Committee was also present in the Meeting.

Total 58 Members were present in person and/or through proxy as per the record of attendance.

The Statutory Auditors, Secretarial Auditors and the Scrutinizer were also present at the Annual General Meeting.

The Chairman gave an overview of the financial performance of the Company for the year ended March 31, 2015 and future outlook.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended) and Clause 35B of the listing agreement, the Company had extended remote e-voting facility to the Members of the Company in respect of businesses to be transacted at the 39th Annual General Meeting. The remote e-voting period commenced at 10.00 A.M. on Tuesday, September 8, 2015 and concluded at 5.00 P.M. on Friday, September 11, 2015.

The Chairman informed the members that the Company had arranged for a poll on all the resolutions to be passed at the Meeting. On the invitation of the Chairman, several Members addressed the Meeting, gave in their suggestions and raised queries on the Company's accounts and businesses, which were replied to by the Chairman satisfactorily. Thereafter, the Chairman ordered for a poll to be taken at the meeting.

The Chairman announced that scrutinizer shall submit its consolidated scrutinizer's report on e-voting and polling at the AGM within two days from the conclusion of the meeting which shall also be placed on the website of the Company and the website of CDSL, e-voting Agency.

CS Manoj Maheshwari, Practicing Company Secretary, Jaipur, was appointed as the Scrutinizer by the Board for scrutinizing the remote e-voting and physical poll process and has submitted scrutinizer's report dated September 14, 2015.

The resolutions passed by the Members with requisite majority, briefly, relates to:

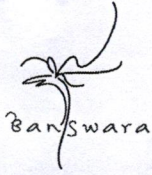
ORDINARY BUSINESS:

- 1. Ordinary Resolution** to consider and adopt the Financial Statements of the Company for the year ended 31 March, 2015 together with the reports of the Directors and Auditors thereon including Consolidated Financial Statements and report of Auditors on Consolidated Financial Statements.



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- 2. Ordinary Resolution** for Declaration of Dividend on Preference shares for the year 2014-15 (for the period upto 12th May, 2014).
- 3. Ordinary Resolution** for Declaration of Dividend on Equity Shares.
- 4. Ordinary Resolution** to re-appoint Shri Rakesh Mehra as a Director, liable to retire by rotation.
- 5. Ordinary Resolution** to ratify the appointment of M/s Kalani & Company, Chartered Accountants, Jaipur as Statutory Auditors of the Company and to authorize the board to fix their remuneration.

SPECIAL BUSINESS:

- 6. Ordinary Resolution** for Ratification of Remuneration of the Cost Auditor, M/s K.G. Goyal & Company, Cost Accountants.
- 7. Special Resolution** for Acceptance of Deposits from public and / or members of the company.
- 8. Special Resolution** for Approval of Related Party Transactions/contract with Banswara Global Limited.
- 9. Special Resolution** for Approval of Related Party Transactions/contract with Treves Banswara Private Limited.
- 10. Special Resolution** for Approval of Related Party Transactions/contract with Banswara Fabrics Limited.
- 11. Ordinary Resolution** for Appointment of Dr. Vaijayanti Pandit as Independent Director.

You are requested to take the above on record.

For Banswara Syntex Limited

**J. K. Jain
Company Secretary &
Compliance Officer &
CFO**



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