



BSL/SEC/2024-25/39

7th August, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
(Maharashtra)
Scrip Code: 503722

National Stock Exchange of India Ltd
Exchange Plaza Bandra–Kurla,
Bandra (East), Mumbai–400051
(Maharashtra)
Symbol :BANSWRAS

Sub: Submission of the Scrutinizers Report on Remote e-voting and E-voting conducted at the 48th Annual General Meeting of the Company held on Tuesday, 6th August, 2024.

Dear Sir,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, and Rule 20 of the Companies (Management and Administrations) Rules, 2014, we are enclosing herewith Scrutinizer's Report along-with Voting Results dated 6th August, 2024 on remote e-voting and e-voting conducted at the 48th Annual General Meeting of Banswara Syntex Limited held on Tuesday, 6th August, 2024.

This is for your information please.

Yours faithfully
For BANSWARA SYNTEX LIMITED

(H.P. KHARWAL)
Company Secretary & G.M. (Legal)
Membership No. FCS 12923
Ecl. As above

BANSWARA SYNTEX LIMITED

CORPORATE OFFICE

5th Floor, Gopal Bhawan, 199 Princess Street Mumbai 400 002
Tel : + 91 22 66336571-76 | Fax : + 91 22 66336586
Email : info@banswarasyntex.com

REGISTERED OFFICE & MILLS

Industrial Area, Dahod Road, Banswara – 327001 (Rajasthan)
Tel : + 91 2962 240690-93, 257679-68 | Fax : + 91 2962 240692
Email : secretarial@banswarasyntex.com



MIHEN HALANI & ASSOCIATES

Practicing Company Secretaries

A-501/L, Jaswanti Allied Business Centre, Kachpada, Ramchandralane Extn. Rd,
Malad (West), Mumbai – 400 064, Tel No.: 022 6236 0279 Email: mihenhalani@mha-cs.com

CONSOLIDATED SCRUTINIZER'S REPORT

To,
The Chairman,
BANSWARA SYNTEX LIMITED
Industrial Area, Dahod Road,
Post Box No. 21, Banswara - 327 001 (Rajasthan)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting through electronic means in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 for 48th Annual General Meeting ("the AGM / the meeting") of the members of Banswara Syntex Limited ("the Company") held on Tuesday, 6th day of August, 2024, at 4.30 P.M.(IST) through Video Conferencing ("VC") or Other Audio Visual Means (OAVM).

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the Board of Directors of the Company as Scrutinizer to scrutinize the e-voting process in accordance with section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 ("SEBI Circulars"), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), for 48th AGM of the Company held through Video Conferencing ("VC").

1. As confirmed by the Company, the notice of 48th AGM, was sent through electronic mode to those members whose email addresses were registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant(s).
2. The members of the Company as on cut-off date i.e. **30th July, 2024** were entitled to vote on the resolutions (as set out in the notice of 48th AGM of the Company).
3. The Company had availed the e-voting facility provided by Central Depository Services Limited (CDSL). The remote e-voting period commenced on Friday, August 02, 2024 at 09:00 AM IST and ended on Monday, August 05, 2024 at 05:00 PM IST (both days inclusive) ("remote e-voting period").

4. The Company had also availed e-voting facility provided by CDSL to the members present at the AGM through VC and who had not cast their vote during the said remote e-voting period.
5. Post conclusion of the meeting, the votes cast during the remote e-voting period and during the meeting were unblocked in the presence of two witnesses, Mrs. Arti Shinde and Mr. Milin Ramani who are not in the employment of the Company and counted thereafter. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Mrs. Arti Shinde

SD/-

Signature

Name: Mr. Milin Ramani

SD/-

Signature

6. On the basis of the votes exercised by the members of the Company by way of remote e-voting and e-voting at the AGM, we have issued the Combined Scrutiniser's Report dated August 07, 2024.
7. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or DP ID / Client ID of the members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence, there is no requirement of maintaining the list of shares with differential voting rights.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of the 48th AGM of the Company. Our responsibility as the scrutinizer for the remote e-voting / e-voting process is restricted to make a Scrutinizer Report of the vote cast in favour / against the resolutions stated above, based on the reports generated from the e-voting system provided by the CDSL, the authorized agency to provide e-voting facilities, engaged by the Company for the purpose.
9. The details containing, *inter alia*, list of equity shareholders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such reports generated, the result of the combined / consolidated e-voting is as under;

Sr. No.	Particulars of Resolution as given in the Notice of 48 th AGM	Particulars of Votes Cast				Result Declared
		Members Voting				
		No. of members voted	No. of votes cast by them	% of total no. of votes cast		
ORDINARY BUSINESS						
1.	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Auditor's Report thereon.	Votes Cast in favour	353	18988554	99.99	The resolution passed as an Ordinary Resolution
		Votes Cast against	2	62	0.01	
		Votes Cast invalid	-	-	-	
		Total	355	18988616	100	
2.	To declare final dividend on Equity Shares for the financial year ended 31 st March, 2024	Votes Cast in favour	353	18988554	99.99	The resolution passed as an Ordinary Resolution
		Votes Cast against	2	62	0.01	
		Votes Cast invalid	-	-	-	
		Total	355	18988616	100	
3.	To appoint a Director in place of Shri Rakesh Mehra, Whole Time Director (DIN: 00467321), who retires by rotation and, being eligible offers himself for re-appointment.	Votes Cast in favour	350	18977003	99.94	The resolution passed as an Ordinary Resolution
		Votes Cast against	5	11613	0.06	
		Votes Cast invalid	-	-	-	
		Total	355	18988616	100	
SPECIAL BUSINESS						
4.	To ratify the Remuneration to the Cost Auditors for the Financial Year 2024-25	Votes Cast in favour	351	18977101	99.94	The resolution passed as an Ordinary Resolution
		Votes Cast against	4	11515	0.06	
		Votes Cast invalid	-	-	-	
		Total	355	18988616	100	

5.	To ratify the payment of excess managerial remuneration paid to Shri Rakesh Mehra (DIN - 00467321), Chairman and Whole-Time Director of the Company and to waive recovery thereof	Votes Cast in favour	336	401215	97.19	The resolution passed as a Special Resolution
		Votes Cast against	5	11615	2.81	
		Votes Cast invalid	-	-	-	
		Total	341	412830	100	
6.	To ratify the payment of excess managerial remuneration paid to Shri Ravindra Kumar Toshniwal (DIN: 00106789), Managing Director of the Company and to waive recovery thereof	Votes Cast in favour	335	400815	97.09	The resolution passed as a Special Resolution
		Votes Cast against	6	12015	2.91	
		Votes Cast invalid	-	-	-	
		Total	341	412830	100	
7.	To ratify the payment of excess managerial remuneration paid to Shri Shaleen Toshniwal (DIN: 00246432), Jt. Managing Director of the Company and to waive recovery thereof	Votes Cast in favour	335	400815	97.09	The resolution passed as a Special Resolution
		Votes Cast against	6	12015	2.91	
		Votes Cast invalid	-	-	-	
		Total	341	412830	100	
8.	Revision in Remuneration of Shri Rakesh Mehra (DIN:00467321), Chairman and Whole-Time Director of the Company	Votes Cast in favour	336	401215	97.19	The resolution passed as a Special Resolution
		Votes Cast against	5	11615	2.81	
		Votes Cast invalid	-	-	-	
		Total	341	412830	100	
9.	Revision in Remuneration of Shri Ravindra Kumar Toshniwal (DIN:00106789), Managing Director of the Company	Votes Cast in favour	334	400801	97.09	The resolution passed as a Special Resolution
		Votes Cast against	7	12029	2.91	
		Votes Cast invalid	-	-	-	
		Total	341	412830	100	
10.	Revision in Remuneration of Shri Shaleen Toshniwal (DIN: 00246432), Jt. Managing Director of the Company	Votes Cast in favour	334	400801	97.09	The resolution passed as a Special Resolution
		Votes Cast against	7	12029	2.91	
		Votes Cast invalid	-	-	-	
		Total	341	412830	100	

Based on the above results of both remote e-voting and e-voting during the meeting, we hereby report that all the above 10 (ten) resolutions have been duly passed by the members of the Company with the requisite majority.

Notes:

1. Vote casted by related parties on aforesaid resolutions are not considered in the above results.
2. The percentages are rounded off to the nearest decimals.
3. No. of votes cast does not include no. of votes abstained & invalid votes.
4. No. of shareholders are not grouped on the basis of PAN.

Date: August 07, 2024**Place: Mumbai****UDIN: F009926F000914863**

**For Mihen Halani & Associates
(Practicing Company Secretaries)**

Mihen
Jyotindra
a Halani

**Mihen Halani
(Proprietor)
FCS No: 9926
CP No: 12015**

Counter Signed by:**For BANSWARA SYNTEX LIMITED**

Hanuman Prasad Kharwal

Digitally signed by
Hanuman Prasad
Kharwal
Date: 2024.08.07
16:36:28 +05'30'

H.P. KHARWAL**Company Secretary & Compliance Officer**