



BANARAS BEADS LIMITED

AN EXPORT HOUSE RECOGNISED BY GOVERNMENT OF INDIA

CIN No. L01131UP1980PLC004984

AN ISO
CERTIFIED
COMPANY

Regd. & : A-1, Industrial Estate,
Head Office Varanasi - 221106 (INDIA)
Phones : +91-542-2370161-4 (4 Lines)
Fax : +91-542-2370165, 2370214
E-mail : rksingh@banarasbead.com
investor@bblinvestor.com
Website : www.banarasbead.com

Manufacturers & Exporters of All kind of Beads, Fashion Jewelry and Accessories.

REF. : BBL/SECT/
TO
THE STOCK EXCHANGE MUMBAI,
PHIROZE JEEJEEBHOY TOWERS,
25TH FLOOR, DALAL STREET,
MUMBAI - 400 001.

August 22, 2019

Sub.: Filing of Distribution Schedule and other documents, 39th AGM of the Company was held on 8th August, 2019.

Dear Sir,

Please find enclosed herewith the following documents, in respect of 39th Annual General Meeting of the Company held on 8th August, 2019.

- 1) A copy of Minutes of 39th AGM of the Company, AGM held on 08.08.2019, copy enclosed as **Annexure-1**.
- 2) Copy Distribution Schedule, in respect of shareholding of the Company, as on date of 39th Annual General Meeting, copy enclosed as **Annexure-2**.
- 3) Copies of Annual Reports for F.Y.2018-2019 containing Notice, Director Reports, Corporate Governance, Auditors Reports, Annual Accounts and others, copy enclosed as **Annexure-3**.

Further please note, in the AGM, re-appointment of Director, Statutory Auditors and other matters were approved by the members.

Please take the above documents on the records and acknowledge the receipt of the same.

Thanking you,
Yours faithfully,
For **BANARAS BEADS LIMITED**


(R.K. SINGH)
COMPANY SECRETARY

Encl.: As Above.

DISTRIBUTION SCHEDULE

DISTRIBUTION OF EQUITY SHARES AS ON 39TH AGM HELD ON 08.08.2019

Total nominal value Rs. 12 Crores Nominal value of each shares/unit Rs. 10/=

Total number of Shares/Unit 66,36,222. In which 65,91,622 Shares Fully-Paid-up value per Share/ Unit Rs. 10/- and 44,600, Shares Partly-paid-up @ Rs. 5/- per Share.


Distinctive Nos. from 0000001 to 9757374.

TABLE - I

DISTRIBUTION OF HOLDINGS

Shares or Debenture holdings of nominal value of		Shares / Debenture holders		Shares / Debenture holders		
Rs.	Rs.	Number	% to Total	In Rs.	In shares	% to Total
1		2	3	4	5	6
Upto	5000	5665	93.68	6372810.00	637281.00	9.60
5001	10000	199	3.29	1516800.00	151680.00	2.29
10001	20000	86	1.42	1308200.00	130820.00	1.97
20001	30000	37	0.61	954640.00	95464.00	1.44
30001	40000	17	0.28	599000.00	59900.00	0.90
40001	50000	11	0.18	505200.00	50520.00	0.76
50001	100000	10	0.17	691490.00	69149.00	1.04
100001 and above		22	0.36	54414080.00	5441408.00	82.00
TOTAL		6047	100.00	66362220	6636222	100.00

For BANARAS BEADS LTD.


(R.K. SINGH)
Company Secretary

Date : August 22, 2019

Place : Varanasi


A-1, INDUSTRIAL ESTATE, VARANASI

TABLE -II

**SHARE HOLDING FOREIGN, GOVT. FINANCIAL INSTITUTIONS BODY CORPORATE
DIRECTOR RELATIVE**

	NAME OF SHARE	NO. OF SHARE	% TO TOTAL NO OF SHARE
a) Foreign holdings	i. Foreign Collaborators	0	0
	ii. Fforeign Financial Institution	0	0.00
	iii. Foreign Nationals	0	0.00
	iv. Non-resident Indians (Persons holding Indian Passport staying abroad and persons of Indian Origin staying abroad	5276	0.08
	Total	5276	0.08
b) Govt./Govt. sponsored Finnancial	i. Mutual funds	20	0.00
	ii. Others	0	0.00
	Total	20	0.00
c) Bodies Corporate	Bodies corporate	195190	2.94
	Total	195190	2.94
d) Directors/ Promoter	Director and Promoter	3835592	57.80
e) Directors relatives	Directors relatives	6709	0.10
f) other top 50 shareholders	Other Top 50 shareholders (other than those listed above) Annexure	1570070	23.66
	TOTAL	5813343	87.60

For BANARAS BEADS LTD.


(R.K. SINGH)

Company Secretary

Date : August 22, 2019

Place : Varanasi

TABLE - III

HOLDING OF OFFICE - BANARAS

Name of Directors, Managing Directors, Chairman	Official relationship to the company	Number of shares (or Debenture amount in Rs.)
Shri Ashok Kumar Gupta	Chairman & Managing Director	863402
Shri Siddharth Gupta	CEO & Managing Director	701000
Shri Ashok Kumar Kapoor	Director	0
Shri Praveen Singh	Director	550
Shri Tanmay Deva	Director	50
Smt. Shalini Chandra	Executive Director	0
Shri Ramesh Kumar Singh	Company Secretary	50
Shri Vinay Kumar Piyush	CFO	130

For BANARAS BEADS LTD.

(R.K. Singh)
Company Secretary

Date :

(Signature of Managing director / Secretary)

NOTE : Separate form should be completed for each class of security, e.g. debenture, preference shares, equity shares, etc. Similarly, separate form should be completed for shares of the same class which are not identical in all respect. Shares are identical in all respects only if :-

- (i) they are of the same nominal value and the same amount per share has been called up
- (ii) they are entitled to dividend at the same amount for the same period, so that at the next ensuing distribution the dividend payable on each share will amount to exactly the same sum net and gross ; and
- (iii) they carry the same rights in all other respects.

Date : August 22, 2019
Place : Varanasi

For BANARAS BEADS LTD.

(R.K. SINGH)
Company Secretary

BANARAS BEADS LIMITED
A-1, INDUSTRIAL ESTATE, VARANASI

Other Top 50 share/Debenture holders (other than those listed above) Annexure

(e) Other Top
50 Share/
Debenture
holders (other
than those
listed above)

1	RAMGULAM KANHIA LAL CHARITABLE TRUST	1072010	16.15
2	IEPF	79640	1.20
3	MITA DIPAK SHAH	75000	1.13
4	HARI PRAKASH GUPTA	44750	0.67
5	ANIL KUMAR GUPTA	33570	0.51
6	NEELAM SINGLA	26600	0.40
7	GUNTUPALLI HARISH	17544	0.26
8	GAUTAM DAS MAHESHWARI	14344	0.22
9	SUBHASH KUMAR GUPTA	13551	0.20
10	H V GUPTA	11400	0.17
11	RAJESH KUMAR MAHESHWARI	10000	0.15
12	H V GUPTA	8550	0.13
13	MAHENDRA GIRDHARILAL	8133	0.12
14	BHAWANI MAHESHWARI	7738	0.12
15	RACHANA SURESH SHINDE	7000	0.11
16	SAVITA GUPTA	6155	0.09
17	SHASHIKANT TUKARAM NIKAM	6100	0.09
18	SANJAY T DUGAR	5223	0.08
19	GAURAV JAIN	5080	0.08
20	LALITHA DEVI	5000	0.08
21	SHAILESHKUMAR RAMNIKBHAI KALARIYA	5000	0.08
22	RAJAT GUPTA	4990	0.08
23	MOHINI SINGH	4950	0.07
24	S SAMBASIVAN SRI RAMANASHRAYA	4759	0.07
25	TARAK V VORA	4667	0.07
26	SAROJ H. PANCHAL	4450	0.07
27	ANIL KUMAR SHAH	4400	0.07
28	BHAVIN RAMAKANT	4159	0.06
29	SUDHIR GUPTA	4125	0.06
30	PRATIBHA RAI	4020	0.06
31	MANJU MEHTA	4000	0.06
32	PRATIBHA RAI	3820	0.06
33	YOGESHCHANDRA MANOHAR	3813	0.06
34	BAIJNATH PRASAD	3710	0.06
35	KUSHALAPPA P S	3664	0.06
36	SHRI NARAIN	3635	0.05
37	SANJEEV KUMAR JAIN	3500	0.05

BANARAS BEADS LIMITED
A-1, INDUSTRIAL ESTATE, VARANASI

38	UDHANI JAYA DILIP	3470	0.05
39	MANUBHAI BHAILALBHAI PATEL	3300	0.05
40	DINESH SHANKAR KIRPALANI	3300	0.05
41	UMA SHANKER KIRPALANI	3300	0.05
42	SUGUNAKUMARI CHELLAMELLA PEDIATRICIA	3300	0.05
43	M. ASHABAI	3200	0.05
44	ASHISH MAHENDRABHAI DESAI	3150	0.05
45	KUSHAL KUMAR RANKA	3000	0.05
46	ABHINAV AGARWAL	3000	0.05
47	IMRAN AHMED	3000	0.05
48	KUNAL RAJAN RUVALA	3000	0.05
49	POOJA CHANDRESH GANDHI	3000	0.05
50	SUMIT GOYAL	3000	0.05
	TOTAL	1570070	23.66

For BANARAS BEADS LTD.


(R.K. SINGH)

Company Secretary

Date : August 22, 2019

Place : Varanasi

1. PRESENT :

- DIRECTORS :

Shri Ashok Kumar Gupta	- CHAIRMAN AND MANAGING DIRECTOR
Shri Siddharth Gupta	- CEO & MANAGING DIRECTOR
Shri Ashok Kumar Kapoor	- DIRECTOR (independent director)
Shri Praveen Singh	- DIRECTOR (independent director)
Shri Tanmay Deva	- DIRECTOR (independent director)
Smt. Shalini Chandra	- Executive Director

The Auditors and Secretarial Auditors were also present.

2. CHAIRMAN -

Shri Ashok Kumar Gupta, Chairman & Managing Director of the company, took the Chair.

3. MEMBERS/PROXY HOLDER PRESENT IN MEETING –

The total 81 members participated in AGM in voting process including promoter/public and proxy. Out of which 67 members/proxy presented in AGM proceeding on 08.08.2019 during the AGM (62 members present in person and 5 members through proxy).

4. QUORUM –

Shri R. K. Singh, Company Secretary confirmed to the Chairman that U/s 103 of Companies Act, 2013 requisite quorum present in the meeting, the Chairman called the meeting in order.

5. WELCOME ADDRESS-

The Chairman welcomed the members. He informed the members that the Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts with related party and contracts and bodies etc. in which directors are interested and Register of Proxy, Auditors' Reports on financial statements and the Secretarial Audit Report are lying on the table and the members may inspect the same anytime during the meeting.

6. COMPLIANCE INCLUDING RECORD OF PROXIES –

Shri R.K. Singh, Company Secretary, reported that the all the statutory compliance concerning with this meeting has been complied and the attendance of the members present in person and attendance of proxies has been recorded in the Attendance Register.

7. NOTICE:

With the consent of the members present, the Notice convening the meeting was taken as read

8. AUDITOR'S REPORT AND SECRETARIAL REPORT :

9. VOTING PROCESS:

The Chairman informed the members that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rule") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided facility of voting through electronic means (remote e-voting) that the same was conducted from 5th August, 2019 to 7th August, 2019.

He further informed the members that those of the members present, who had not cast their votes through remote e-voting, will be given an opportunity to cast their vote by means of ballot that will be conducted at the venue of this Meeting.

The members were informed that the Board had appointed Mr. Ajay Jaiswal, Practicing Company Secretary, Varanasi as the Scrutinizer for the remote e-voting as well as the Scrutinizer for the voting by ballot at the venue of the meeting.

The Chairman also stated to the Members that the outcome of each resolution will be declared at last, based on the combined votes cast by e-voting and ballot.

10. BUSINESS OF NOTICE:

The Chairman then proceeded with the business to be transacted at the meeting.

ORDINARY BUSINESS :

1. ITEM NO. 1- ADOPTION OF ANNUAL ACCOUNTS.

The following resolution was proposed by Shri H.N. Srivastava and other members and seconded by Shri Amarnath Srivastava, Shri Sanjay Kuamr Singh, Smt. Chanda Sonker and other members.

"RESOLVED THAT the Audited Standalone Financial Statement namely Balance Sheet as at 31st March, 2019 and Statement of Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon as placed before the meeting be and are hereby received, considered and adopted".

The Chairman invited question on proposed resolution. Some members asked about turnover and other related matters. The Chairman replied suitably and members were satisfied.

2. ITEM NO. 2- RE-APPOINTMENT OF SHRI SIDDHARTH GUPTA AS DIRECTOR.

The following resolution was proposed by Shri Vinay Kuamr Piyush and other memebtrs and seconded by Mr. Praduman Kumar Kunwer, Shri Gopal Das Gupta and other members.

RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and

SPECIAL BUSINESS :

3. ITEM NO. 3 - RE-APPOINTMENT OF SHRI SIDDHARTH GUPTA (DIN 00342369) AS CEO & MANAGING DIRECTOR:

The following special resolution was proposed by Mr. Ateek Agarwal and seconded by Mr. Subhash Srivastava, Mr. Radhey Shyam Vishwakarma and other Members.

RESOLVED THAT, That the pursuant to the provisions of Sections 2(54),2(78), 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Mr. Siddharth Gupta (DIN 00342369) be and is hereby re-appointed as the CEO & Managing Director of the Company for a further period of five years, w.e.f. 1st February' 2019 on the terms and conditions contained in the agreement and on the remuneration set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

The Chairman invited question on proposed resolution. No one member asked any question.

The Chairman also stated being relative he is interested with this resolution.

11. VOTING BY BALLOT :

The Chairman announced that the Agenda of the meeting have been completed and all resolutions were duly proposed and seconded. In accordance with the provisions contained in the Companies Act, 2013 the voting at the meeting would be conducted by casting of ballot at the same place during the meeting by such members who have not voted electronically earlier.

Mr. Ajay Jaiswal, was appointed the Scrutinizer for the voting by ballot and to report thereon to the chairman. Mr. Hemant Rai and Mr. Dudh Nath Bind, both not in the employment of the Company were appointed as the witnesses.

On the instructions of the Chairman, the Scrutinizer, Mr. Ajay Jaiswal, exhibited the empty ballot box to the members present, locked and sealed the polling box in presence of the members and proxies including the witnesses and distributed the polling papers after keeping necessary records.

12. VOTE OF THANKS:

Mr. Siddharth Gupta, CEO and MD presented vote of thanks to the Chair.

Mr. Ashok Kumar Gupta, Chairman declared the meeting as closed at 4:00 p.m. subject to completion of the procedures connected with the voting by ballot and declaration of the result.

13. DECLARATION OF RESULT:

Based on the consolidated Scrutinizers' Report incorporating the results of remote e-voting and voting by ballot at the venue of the Meeting, the Chairman declared the consolidated

COMPANY SECRETARIES

To,
Shri Ashok Kumar Gupta, Chairman
M/s Banaras Beads Ltd.
A-1, Industrial Estate
Varanasi-221106

August 9, 2019

Sub.: Scrutinizer Report on 39th Annual General Meeting of the Equity Shareholders of Banaras Beads Limited held on 08.08.2019 at 3.00 PM at the registered office of the company at A-1, Industrial Estate, Varanasi.


Dear Sir,

With reference to the above we would like to express our gratitude to the company for appointing us as Scrutinizer for e-voting process and voting by members in 39th AGM held on 08.08.2019 of the company at the registered office of the company.

We are herewith submitting the Scrutinizer Report dated 09.08.2019, which is comprehensive and self-explanatory in all respect.

Thanking You,

For Ajay Jaiswal & Co.


(Ajay Kumar Jaiswal)
Proprietor
M. No. 5112



Ajay Jaiswal & Co.
COMPANY SECRETARIES

To,
Shri Ashok Kumar Gupta, Chairman
M/s Banaras Beads Ltd.
A-1, Industrial Estate
Varanasi-221106

August 9, 2019

Sub.: Scrutinizer Report for 39th Annual General Meeting of the Equity Shareholders of Banaras Beads Limited. Held on 08.08.2019 at 3.00PM at the registered office of the company at A-1, Industrial Estate, Varanasi.

Dear Sir,

With reference to our appointment as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Banaras Beads Limited, held on 08.08.2019 at 3.00PM at Registered office at A-1, Industrial estate, Varanasi, submit our report as under:

1. **Appointment as Scrutinizer-** Our firm has been appointed as Scrutinizer for e-voting process and physical voting by members in 39th AGM of the Company, held at 3.00PM on 08.08.2019.
2. **Dispatch of Notice-** As per record total 5959 members were eligible to get notice, as on 09.07.2019 3411 notices sent to members by Courier/Registered post and 2548 members by e-mail.
3. **Cut-off date** – The cut-off date was 1st August, 2019 for the purpose of deciding entitlements of members for the remote e-voting and voting at the AGM.
4. **E-voting process-** The Company appointed M/s NSDL as the agency for providing e-voting platform.
5. **E-voting period-** The e-voting was open from 05.08.2019, 9.00 AM. To 07.08.2019, 5.00 PM.
6. **Voting at the AGM-**

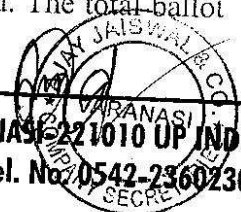
The provisions of Regulation 44 (1) & (2) of SEBI (LODR) Regulations 2015 and Rules 20 (4) (XIII) of the Companies (Management and administration) amended Rules 2015 have been followed in this regard.

The NSDL has provided us the names, DPID, CLID, Folio and shareholding of the members who had cast their votes through e-voting.

The ballot boxes kept for polling were locked in my presence with due identification marks placed by me. Thereafter members who have not casted their vote by e-voting, voted through ballot in meeting.

7. Counting process-

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorization/proxies lodged with the Company. I did not find any poll papers invalid. The total ballot votes were counted accordingly.



Ajay Jaiswal & Co.

COMPANY SECRETARIES


8. Results - We have observed that

- a. **For Item No. 1 & 2-** Total 81 members having 4447797 shares 67.023% of the total equity share capital of the Company, participated in AGM proceeding for Item No. 1 & 2 out of which-
 - i) 67 members have voted electronically out of which 53 members attended meeting in person and 14 members not attended the meeting.
 - ii) 14 person present (9 members and 5 proxy holder) and voted by ballot.
- b. **For Item No. 3-** Total 81 members having 4447797 shares 67.023% of the total equity share capital of the Company, participated in voting of AGM proceeding for Item No. 3 out of which-
 - i) 67 members have voted electronically out of which 53 members attended meeting in person, 14 members not attended the meeting.
 - ii) 14 person present (9 members and 5 proxy holder) and voted by ballot.
- c) Based on the aforesaid results we report that 3 Ordinary Resolutions as set out in item No. 1 to 3 ordinary resolution of the Notice dated 30st May, 2019 for the AGM have been passed as under-
 - i) Item No. 1&2- passed with 100% votes / unanimously.
 - ii) Item No. 3 passed by 99.999% votes and 0.0001% votes casted against the resolution.
- d) The consolidated results in Form MGT-13 with respect to each item on the agenda as set out in the Notice of the AGM is enclosed herewith.

Thanking You,

Yours faithfully,

For Ajay Jaiswal & Co.


(Ajay Kumar Jaiswal)
Proprietor
M. No. 5112



FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rule, 2014]

To,
Shri Ashok Kumar Gupta, Chairman
M/s Banaras Beads Ltd.
A-1, Industrial Estate Varanasi-221106

Ordinary Business:

Item No.1 - Adoption of Accounts for F.Y. 2018-19

CONSOLIDATED RESULTS -

Particulars	e-voting			Voting by Poll			Total		Percentage
	Electronic lly No. of Voters	No. of shares	Percentage % of vote	No. of members present & voting by person or proxy	No. of shares	Percentage % of vote	Number	Votes	
Total No. of votes received	67	4445977	66.99	14	1820	0.03	81	4447797	67.02
Less: Invalid Votes	-	-	-	-	-	-	-	-	-
Net Valid Votes	67	4445977	66.99	14	1820	0.03	81	4447797	67.02
Voting with Assent	67	4445977	66.99	14	1820	0.03	81	4447797	67.02
Voting with Dissent	-	-	-	-	-	-	-	-	-

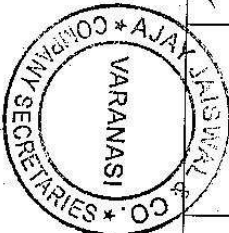
Based on the aforesaid result, we report that Ordinary Resolution as set out in item no. 1 of notice dated 30.05.2019 of the AGM has been passed unanimously / 100% votes.

Item No.2- RE-APPOINTMENT OF SHRI SIDDHARTH GUPRA AS DIRECTOR

Particulars	e-voting			Voting by Poll			Total		Percentage
	Electronic lly No. of Voters	No. of shares	Percentage % of vote	No. of members present & voting by person or proxy	No. of shares	Percentage % of vote	Number	Votes	
Total No. of votes received	67	4445977	66.99	14	1820	0.03	81	4447797	67.02
Less: Invalid Votes	-	-	-	-	-	-	-	-	-

For AJAY JAISWAL & CO,
Company Secretaries

(Ajay Kumar Jaiswal)
M.M. Jaiswal
M. No. 5112
C.P. No.-3684



Net Valid Votes	67	4445977	66.99	14	1820	0.03	81	4447797	67.02
Voting with Assent	67	4445977	66.99	14	1820	0.03	81	4447797	67.02
Voting with Dissent	-	-	-	-	-	-	-	-	-

Based on the aforesaid result, we report that Ordinary Resolution as set out in item no. 2 of notice dated of the AGM has been passed unanimously/ 100% votes.

Special Business:

Item No.- RE-APPOINTMENT OF SHRI SIDDHARTH GUPTA (DIN 00342369) AS CEO & MANAGING DIRECTOR.

Particulars	e-voting			Voting by Poll			Total		Percentage
	Electronically No. of Voters	No. of shares	Percentage % of vote	No. of members present & voting by person or proxy	No. of shares	Percentage % of vote	Number	Votes	
Total No. of votes received	66	4445967	66.99	14	1820	0.03	80	4447787	67.02
Less: Invalid Votes	-	-	-	-	-	-	-	-	-
Net Valid Votes	66	4445967	66.99	14	1820	0.03	80	4447787	67.02
Voting with Assent	66	4445967	66.99	14	1820	0.03	80	4447787	67.02
Voting with Dissent	1	10	0.0001	-	-	-	1	10	0.0001

Based on the aforesaid result, we report that Ordinary Resolution as set out in item no. 3 of notice dated of the AGM has been passed by 99.9999% votes.

Thanking You,
Yours faithfully,
For AJAY JAISWAL & CO.

(Ajay Kumar Jaiswal)
Proprietor
M. No. 5112

