

# B.T. SYNDICATE LIMITED

CIN: L52100WB1983PLC035857

Registered Office: AA-47, Salt Lake City Sec: 1, BL – AA Kolkata – 700064. West Bengal.

Email ID: [btsyndicate1983@gmail.com](mailto:btsyndicate1983@gmail.com) , [info@bsync.in](mailto:info@bsync.in) | Website: [www.btsync.in](http://www.btsync.in)

Tel: 022 61642424

Date: 12.04.2019

|  |   |
|--|---|
| To,<br>Department of Corporate Services,<br><b>BSE LIMITED</b><br>P. J. Towers, Dalal Street,<br>Mumbai – 400 001.<br>Scrip Code: 542206 | To,<br><b>Metropolitan Stock Exchange of India Limited,</b><br>Vibgyor Towers, 4th floor, Plot No C 62, G - Block,<br>Opp. Trident Hotel, Bandra Kurla Complex, Bandra<br>(E),<br>Mumbai – 400 098, India.<br><b>MCX-SX Symbol: BTSYN</b> |
|--|---|

Dear Sir/Madam,

**Sub: Disclosure pertaining to approval of members of the Company through Postal Ballot and e-Voting and voting results thereof.**

**Ref: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

We wish to inform that the Special Resolution for the following purposes have been passed by the Members of the Company through Postal Ballot and e-Voting with the requisite majority:

1. **Special Resolution** for Shifting of Registered Office from one state to another.

Pursuant to the provisions of Regulation 44 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the details of the voting results in the format prescribed under Regulation 44 (3) and the Report dated 12<sup>th</sup> April, 2019 of Scrutinizer, Shri Jaymin Modi of Jaymin Modi & Co., Practicing Company Secretary, are enclosed herewith for your kind perusal and records.

You are requested to take the same on your records and oblige.

Thanking you.

Yours faithfully

For **B.T. SYNDICATE LIMITED**

Mr. Priyesh Jain

Director

DIN: 00741595

Autho. Sign

CC: The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Calcutta - 700 001.

**VOTING RESULTS OF POSTAL BALLOT AND E-VOTING OF B.T. SYNDICATE LIMITED**

**RESOLUTION NO. 1**

| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                      |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | SHIFTING OF REGISTERED OFFICE OF THE COMPANY |                          |                        |                                      |                                    |
| Category   | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares      | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                               | (1)                | (2)                 | $(3)=[(2)/(1)] * 100$                        | (4)                      | (5)                    | $(6)=[(4)/(2)] * 100$                | $(7)=[(5)/(2)] * 100$              |
| Promoter and Promoter Group  | E-Voting                      | 11975000           | 11970700            | 99.9641                                      | 11970700                 | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 11975000            | 11970700                                     | 99.9641                  | 11970700               | 0                                    | 100                                |
| Public- Institutions   | E-Voting                      | 0                  | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
| Public- Non Institutions   | E-Voting                      | 45075000           | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 3514000             | 7.7959                                       | 3514000                  | 0                      | 100                                  | 0                                  |
|  | Total                         |                    | 45075000            | 3514000                                      | 7.7959                   | 3514000                | 0                                    | 100                                |
| Total  |                               | 57050000           | 15484700            | 27.1423                                      | 15484700                 | 0                      | 100                                  | 0                                  |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |  |                          |                        | Yes                                  |                                    |

**SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies  
(Management and Administration) Rules, 2014]**

To,  
**The Chairman**  
**B.T. Syndicate Ltd.**  
AA - 47, Salt Lake City Sec - 1,  
BL-AA, Kolkata - 700064  
West Bengal, India.

Dear Sir,

1. I, Jaymin Modi, Proprietor of M/S Jaymin Modi & Co., Bhayander (East), Thane, Practicing Company Secretary (Membership No: A-44248) having office at A-302, Om Mahavir CHSL, Navghar Cross S.V. Road, Bhayander (E), Thane - 401101, have been appointed as a Scrutinizer of B.T. Syndicate Ltd ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 for the Postal Ballot conducted pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.
2. The Management of the Company is responsible to ensure the compliance with the requirements of Section 108 of the Companies Act, 2013 related to e-voting on the resolution contained in the Notice of Postal Ballot dated 14<sup>th</sup> February, 2019. My responsibility as a Scrutinizer for the e-voting process is only restricted to make a Scrutinizer's Report of the votes casted in "favour" or "against" the resolution as stated below, based on the Report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Authorised Agency engaged by the Company to provide e-voting facilities.
3. I submit my report as under:
  - a. The e-voting period remained open from Wednesday, 13<sup>th</sup> March, 2019 (9.00 a.m. IST) to Thursday, 11<sup>th</sup> April, 2019 (5.00 p.m. IST).



- b. The shareholders holding shares as on 1<sup>st</sup> March, 2019 were entitled to vote on the proposed resolution.
- c. The members have casted their vote through e-voting facility provided by the National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-voting facilities.
- d. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the NSDL on the designated website.
- e. Particulars of all votes received electronically from the Members have been entered in a register separately maintained for the purpose.
- f. The votes were unblocked on 12.04.2019 at Mumbai in the presence of two witnesses Ms. Mitwa Shah residing at Kandivali (West) and Ms. Shikha Shah residing at Malad (West), who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Ms. Mitwa Shah



Name: Ms. Shikha Shah

- g. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", on the resolution, were available on the e-voting website of National Securities Depository Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com))
4. The result of the e-voting is as under:

**SPECIAL BUSINESS:**

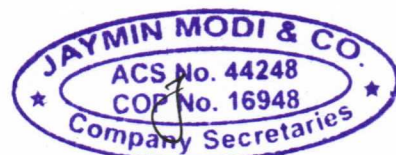
**I. SHIFTING OF REGISTERED OFFICE OF THE COMPANY :-**

Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 2                       | 11970700                     | 100%                                  |

Voted **against** the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 0                       | 0                            | 0                                     |

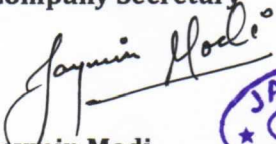


**Invalid votes:**

| <b>Total number of members whose votes were declared invalid</b> | <b>Total number of votes cast by them</b> |
|--|---|
| 0  | 0   |

5. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Postal Ballot and the same will be handed over to the Director authorized by the Board for safe keeping.

Thanking You,  
Yours faithfully,  
**For, Jaymin Modi & Co**  
Company Secretary



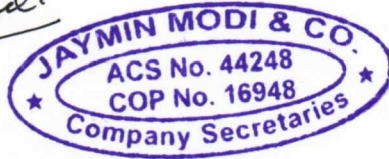
**Jaymin Modi**  
Proprietor

**M. No. ACS - 44248**

**C. P. No.: - 16498**

**Place: Bhayander(Thane)**

**Dated: 12.04.2019**



**SCRUTINIZER'S REPORT**

**[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 (9) of the Companies  
(Management and Administration) Rules, 2014]**

**To,**  
**The Chairman**  
**B.T. Syndicate Ltd.**  
AA - 47, Salt Lake City Sec - 1,  
BL-AA, Kolkata - 700064  
West Bengal, India.

**Sub: Scrutiny Of Postal Ballot Forms Received Pursuant To Section 110 Of The  
Companies Act, 2013 Read With The Rule 22 Of The Companies (Management  
And Administration) Rules, 2014.**

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of B.T. Syndicate Ltd (hereinafter referred to as "Company") on 14<sup>th</sup> February, 2019, I, Jaymin Modi, Proprietor of M/s Jaymin Modi & Co., Bhayander (East), Thane Practicing Company Secretary (Membership No: A-44248) having office at A-302, Om Mahavir CHSL, Navghar Cross S.V. Road, Bhayander (E), Thane - 401101, have been appointed as a scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the resolution as circulated in the Postal Ballot Notice dated 14<sup>th</sup> February, 2019.

The Management of the Company is responsible to ensure compliance with the requirements of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules, 2014 relating to process of Postal Ballot on the resolution contained in the Postal Ballot notice dated 14<sup>th</sup> February, 2019. My responsibility as a scrutinizer for the postal ballot voting process is restricted to make a scrutinizer report of the votes cast in "favour" or "against" the resolution as stated below, based on the Postal Ballot Forms submitted by the shareholders of the Company and on the details/ report generated by the Registrar and Transfer Agents of the Company (ABS Consultant Private Limited).

In connection with the above subject, I submit my report as under:

1. I confirm that the Company has completed on 11<sup>th</sup> March, 2019 the dispatch of Postal Ballot Forms along with postage prepaid business reply envelopes to its Members

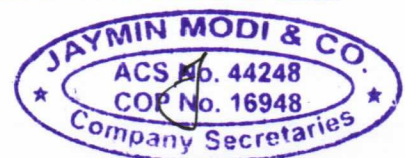


whose name(s) appeared on the Register of Members/List of Beneficiaries as on 1<sup>st</sup> March, 2019.

2. The Company has issued an advertisement on 13<sup>th</sup> March, 2019 in 'The Financial Express' (Kolkata Edition), English Newspaper and in 'Duranta Barta' (Bengali) vernacular language newspaper in the district where the Registered Office of the Company is situated, informing about the completion of the dispatch of the postal ballot notices, to the shareholders along with other related matters mentioned therein.
3. The particulars of all Postal Ballot Forms received from the Members have been entered in a Register separately maintained for the purpose in electronic mode.
4. The Postal Ballot Forms were kept, in sealed and tamper proof Ballot Box, under safe custody of ABS Consultant Private Ltd., who is the Registrar and Share Transfer Agents of the Company, before commencing the scrutiny of such postal ballot forms.
5. The Postal Ballot Forms were opened and taken up for the scrutiny by me. The details of Postal Ballot Forms were reconciled with the records maintained by the Registrar and Transfer Agents of the Company (ABS Consultant Private Ltd having office at 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata - 700001, West Bengal and the authorizations lodged with the Company.
6. The Postal Ballot forms received upto 11<sup>th</sup> April, 2019 (5.00 p. m. IST), being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
7. The Postal Ballot forms, which were incomplete and / or which were otherwise found defective (\*being unsigned / blank forms) have been treated as invalid.
8. Envelopes containing postal ballot forms returned undelivered aggregate to Nil.
9. I have not come across any mutilated Postal Ballot Form.
10. A Summary of the Postal Ballot forms received is given below:

| Sr. No. | Particulars   | No. of Postal Ballot Forms | No. of votes casted (No. of Shares) | % of Total Paid-up Equity Share Capital |
|---------|---|----------------------------|-------------------------------------|---|
| a)      | Total Postal Ballot Forms Received                  | 8                          | 35,14,000                           | 6.16%                                   |
| b)      | Less: Invalid Postal Ballot Forms (as per Register) | 0                          | 0                                   | 0                                       |
| c)      | Net Valid Postal Ballot Forms (as per register)     | 8                          | 35,14,000                           | 6.16%                                   |

I have scrutinized and reviewed the ballot forms and the result of the same is as under



**SPECIAL BUSINESS:**

**I. SHIFTING OF REGISTERED OFFICE OF THE COMPANY:-**

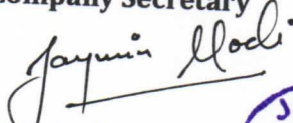
| Particulars   | No. of Postal Ballot forms | No. of Shares |
|---|----------------------------|---------------|
| Postal Ballot Forms received                              | 8                          | 35,14,000     |
| Less: Votes not exercised                                 | 0                          | 0             |
| Less: Invalid Postal Ballot forms                         | 0                          | 0             |
| Net valid Postal Ballot Forms of which:                   |                            |               |
| Postal Ballot Form with <b>assent</b> for the resolution  | 8                          | 35,14,000     |
| Postal Ballot Forms for <b>dissent</b> for the resolution | 0                          | 0             |

11. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr. Suny Gupta, Company Secretary to supervise the Postal Ballot Process.

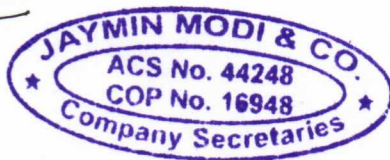
Thanking You,

Yours faithfully,

For, Jaymin Modi & Co.  
Company Secretary



Jaymin Modi  
Proprietor  
M No. ACS 44248  
C. P. No.:- 16948



Place: Bhayander (Thane)

Dated: 12.04.2019



**SCRUTINER'S REPORT- COMBINED**

**To,**  
**The Chairman**  
**B.T. Syndicate Ltd.**  
AA - 47, Salt Lake City Sec - 1,  
BL-AA, Kolkata - 700064  
West Bengal, India.

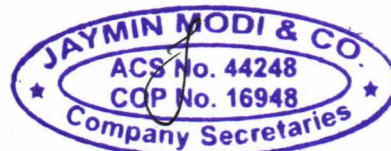
Dear Sir,

**Sub: Scrutiny Of Postal Ballot Forms Including E-Voting Process Pursuant To The Provisions Of The Companies Act, 2013 Read With The (Management And Administration) Rules, 2014.**

Pursuant to the resolution passed by the Board of Directors of B.T. Syndicate Ltd (hereinafter referred to as "Company") on 14<sup>th</sup> February, 2019, I, Jaymin Modi, Proprietor, M/S. Jaymin Modi & Co., Bhayander (East), Thane, Practicing Company Secretary (Membership No: A 44248 ) having office at A-302, Om Mahavir CHSL, Navghar Cross S.V. Road, Bhayander (E), Thane - 401105, have been appointed as a scrutinizer to receive, process and scrutinize the postal ballot papers including e-voting process in respect of the resolutions as circulated in the Postal Ballot Notice dated 14<sup>th</sup> February, 2019.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and physical Postal Ballot Forms on the resolution contained in the Postal Ballot notice dated 14<sup>th</sup> February, 2019. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast in "favour" or "against" the resolution based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL") the authorized Service provider, for extending the facility of electronic voting to the shareholders of the Company and on the Postal Ballot Forms submitted by the shareholders of the Company along with the details/ report generated by the Registrar and Transfer Agents of the Company (ABS Consultant Private Ltd.).

I have issued separate Scrutinizer's Report dated 12.04.2019 on e-voting and separate Scrutinizer's Report dated 12.04.2019 on the Postal Ballot Forms, on the resolution contained in the notice of the Postal Ballot dated 14<sup>th</sup> February, 2019. As requested by the management, I submit herewith my



combined report on the results of e-voting and Postal Ballot Forms as under:-

The result of the E-voting together with that of the Postal Ballot Forms is as under:  
(E-voting + Postal Ballot)

**SPECIAL BUSINESS:**

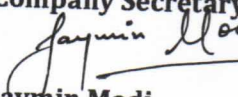
**I. SHIFTING OF REGISTERED OFFICE OF THE COMPANY:-**

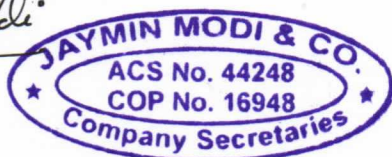
| Particulars                                | No. of shares<br>(through E-<br>voting) | No. of Shares<br>(through Postal<br>Ballot) | Total No. of<br>shares | % of Total Net Valid<br>votes<br>(in percentage) |
|--|---|---|------------------------|--|
| Total No. of votes<br>received             | 1,19,70,700                             | 35,14,000                                   | 1,54,84,700            | 100%   |
| Less: No. of invalid<br>votes              | 0                                       | 0   | 0                      |  |
| Less: Votes not<br>Exercised               | 0                                       | 0   | 0                      |  |
| Net Valid Votes                            | 1,19,70,700                             | 35,14,000                                   | 1,54,84,700            |  |
| Votes with "Assent"<br>for the resolution  | 1,19,70,700                             | 35,14,000                                   | 1,54,84,700            | 100%   |
| Votes with "Dissent"<br>for the resolution | 0                                       | 0   | 0                      | 0  |

On the basis of above, I would like to inform you that the **Resolution at Item No. 1 has been passed unanimously.**

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,  
For, Jaymin Modi & Co.  
Company Secretary.

  
Jaymin Modi  
Scrutiniser  
M. No. ACS - 44248  
C. P. No.:- 16948



Date: 12.04.2019  
Place: Bhayander (Thane)