

MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

"USHA - KIRAN" , 11 , GEEJ GARH VIHAR , HAWA SARAK , JAIPUR - 302019.

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies
(Management and Administration) Rules, 2014]


To,
The Chairman of 43rd Annual General Meeting of the members of **BSL Limited** to be held on Friday, 19th September, 2014 at 26, Industrial Area, Gandhi Nagar, Bhilwara - 311 001.


Dear Sir,

1. I, Manoj Maheshwari, Company Secretary in practice, have been appointed by the Company, "**BSL Limited**", as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 43rd Annual General Meeting [AGM] of the members of the Company, to be held on Friday, 19th September, 2014 at 26, Industrial Area, Gandhi Nagar, Bhilwara - 311 001.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rule related to voting through electronic means on the resolutions contained in the Notice to the 43rd Annual General Meeting [AGM] of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" or abstained from voting on the resolutions stated above, based on the reports generated from the e-voting system provided by NSDL.

Further to the above, I submit my report as under:-

- i. The e-voting period remained open from Thursday, 11th September, 2014 at 9.00 a.m. and ended on Saturday, 13th September, 2014 at 6.00 p.m.
- ii. The members of the Company as on the cut-off date i.e. Friday, 8th August, 2014 were entitled to vote on the resolutions (Ordinary Business being item nos. 1-4 and Special Business being item nos. 5-12 as set out in the notice to the 43rd AGM of the Company).
- iii. The votes cast were unblocked on Monday, 15th September, 2014 in presence of 2 witnesses, Ms. Sakshi Arora & Ms. Purvi Maheshwari, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature: 
Name: Ms. Sakshi Arora

Signature: 
Name: Ms. Purvi Maheshwari



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- iv. The total number of equity shares outstanding as on 8th August, 2014 were 1,02,92,168. The details containing inter alia, total folios voted were 39, aggregating to 57,15,701 shares (55.53%) who voted "for", "against" or abstained from voting on each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under:

ORDINARY BUSINESS

Item No. 1 :-

Ordinary Resolution to receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
57,15,701 (100.00%)	0 (0.00%)	--	57,15,701

Item No. 2 :-

Ordinary Resolution to declare dividend @ Re. 1 per equity share of Rs. 10 each (10%).

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
57,15,701 (100.00%)	0 (0.00%)	--	57,15,701

Item No. 3 :-

Ordinary Resolution to appoint a Director in place of Mr. Ravi Jhunjunwala (DIN 00060972), who retires by rotation and being eligible offers himself for re-appointment.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
56,31,290 (99.99%)	175 (0.01%)	84,236	57,15,701



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Item No. 4 :-

Ordinary Resolution to appoint M/s. A.L. Chechani & Co., Chartered Accountants (ICAI Registration No. 005341C) as statutory auditors of the Company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
57,15,701 (100.00%)	0 (0.00%)	--	57,15,701

SPECIAL BUSINESS

Item No. 5 :-

Ordinary Resolution to appoint Mr. Sushil Jhunjunwala (DIN: 00082461) as an Independent Director of the company for a term of Five (5) consecutive years upto the Annual General Meeting of the company to be held in the calendar year 2019.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
57,15,526 (99.99%)	175 (0.01%)	--	57,15,701

Item No. 6 :-

Ordinary Resolution to appoint Mr. A.N. Choudhary (DIN: 00587814) as an Independent Director of the company for a term of Five (5) consecutive years upto the Annual General Meeting of the company to be held in the calendar year 2019.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
57,15,701 (100.00%)	0 (0.00%)	--	57,15,701

Item No. 7 :-

Ordinary Resolution to appoint Mrs. Abhilasha Mimani (DIN: 06932590) as an Independent Director of the company for a term of Five (5) consecutive years upto the Annual General Meeting of the company to be held in the calendar year 2019.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
57,15,701 (100.00%)	0 (0.00%)	--	57,15,701



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Item No. 8 :-

Special Resolution to increase the borrowing powers of the company under Section 180(1)(c) of Companies Act, 2013 upto an amount not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty Crores only).

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
57,15,301(99.99%)	400 (0.01%)	--	57,15,701

Item No. 9 :-

Special Resolution to authorize the Board of directors of the company to mortgage/and or charge all immovable and movable properties, present and future of the company under Section 180(1)(a) of Companies Act, 2013 upto an amount not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty Crores only).

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
57,15,696 (100.00%)	0 (0.00%)	5	57,15,701

Item No. 10 :-

Special Resolution to authorize the Board of directors of the company to enter into related party transactions during the year 2014-2015 and for subsequent years pursuant to Section 188 of Companies Act, 2013.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
56,84,305 (100.00%)	0 (0.00%)	31,396	57,15,701



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Item No. 11 :-

Ordinary Resolution to elevate Mr. Nivedan Churiwal (DIN: 00001749) as Joint Managing Director of the Company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
55,66,850 (100.00%)	0 (0.00%)	1,48,851	57,15,701

Item No. 12 :-


Special Resolution to appoint and approve the remuneration of M/s. N.D. Birla & Co. (Firm Registration No. 000028) Cost Accountants as Cost Auditors of the Company for the financial year ending 31st March, 2015.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
57,15,701 (100.00%)	0 (0.00%)	--	57,15,701

Note: The percentage of votes cast in favour or against has been calculated on the basis of total valid votes.

I am pleased to submit my report dated 15.09.2014 for your appropriate action and doing needful in the matter.

Thanking You,
Yours faithfully



CS Manoj Maheshwari,
Scrutinizer
FCS:3355 C.P. No.: 1971



Place:Jaipur
Date: 15.09.2014