

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

> 35th Annual General Meeting of the Equity Shareholders of Banaras Beads Limited. Held on 13.08.2015 at Registered office of the company at A-1, Industrial Estate, Varanasi.

Dear Sir,

- I, Ajay Jaiswal, Practicing Company Secretary (Membership No. 5112) Varanasi, appointed 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 13.08.2015 at Registered office at A-1, Industrial estate, Varanasi, submit our report as under:
- 1. After the time fixed for closing of the poll by the Chairman, Shri Ashok Kumar Gupta, ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
- 2. The locked ballot boxes were subsequently opened in my/our 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.
- 3. I did not find any poll papers invalid.
- 4. The result of the Poll is as under:

(a) Resolution/Item No.1 - Adoption of Accounts for F.Y. 2014-15

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person – 17	NIL	NIL
- Proxy – 20	NIL	NIL



Ajay Jaiswal & Co. COMPANY SECRETARIES Invalid Votes:

person or by proxy) whose votes were declared invalid	Number of votes cast by them	
- Person - 17 * N	III.	
- Proxy - 20 N	in.	

(b) Resolution/Item No.2 - Declaration of Dividend for F.Y. 2014-15

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution:

cast
NIL
NIL

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person – 17	NIL
- Proxy - 20	NIL

(c) Resolution/Item No.3 - Re-appointment of Director

Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person – 17	NIL	NIL
- Proxy – 20	NIL	NIL



COMPANY SECRETARIES

(iii) Invalid Votes:

person or by proxy) whose votes were declared invalid	Number of votes cast by them	
- Person – 17	NIL	
- Proxy - 20	NIL	

(d) Resolution/Item No.4 - Appointment of Statutory Auditor

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution:

present	of members and voting (in or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
The second secon	son – 17	NIL	NIL
- Pro	xy - 20	NIL	NIL

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person – 17	NIL
- Proxy - 20	NIL

(e) Resolution/Item No.5 - Appointment of Smt. Shalini Chandra, as Director

(i) Voted in favor of the resolution:

pr	imber of members esent and voting (in rson or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
-	Person - 17	17	5460 - 0.082%
1	Proxy - 20	20	15380 - 0.231 %
- 4	Total	37	20840 - 0.313%

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person – 17	NIL	NIL
- Proxy - 20	NIL	NIL



COMPANY SECRETARIES

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person – 17	NIL
- Proxy - 20	NIL
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(f) Resolution/Item No.6 - Appointment of Mr. Ashok Kumar Kapoor as independent director. (i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person – 17	NIL	NIL
- Proxy – 20	NIL	NIL

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person – 17	NIL
- Proxy – 20	NIL

(g) Resolution/Item No.7 - Appointment of Mr. Praveen Singh as independent director.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person - 17	17	5460 - 0.082%
- Proxy - 20	20	15380 - 0.231 %
Total	37	20840 - 0.313%

Number of votes cast by them	Number of shares and % of total number of valid votes cast
NIL	NIL
NIL	NIL
	NIL



COMPANY SECRETARIES

(iii) Invalid Votes:

person or by proxy) whose votes were leclared invalid	Number of votes cast by them
Person – 17	NIL
Proxy - 20	
110A) 20	NIL

(h) Resolution/Item No.8 - Appointment of Mr. Tanmay Deva as independent director.

(i) Voted in favor of the resolution:

present and voting (in person or by proxy)	Number of votes cast by them	total number of valid votes
- Person - 17	17	cast
- Proxy - 20		5460 - 0.082%
	20	15380 - 0.231 %
Total	37	20840 - 0.313%

(ii) Voted against the resolution:

	total number of valid votes
	NIL Cast
Account of the second	
	NIL

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person – 17	NIL
Proxy - 20	NIL

(i) Resolution/Item No.9 - To borrow the money upto Rs. 300 Crore from bank and others.

(i) Voted in favor of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	total number of valid votes
Person - 17	17	cast
Proxy - 20	20	5460 - 0.082%
The second secon		15380 - 0.231 %
Total	37	20840 - 0.313%

present and voting (in person or by proxy)	Number of votes cast by them	total number of valid votes
- Person – 17	NIL	cast
- Proxy - 20		NIL
110xy = 20	NIL	NIL
		NIL



Ajay Jaiswal & Co. COMPANY SECRETARIES

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them		
- Person - 17	NIL		
- Proxy - 20	NIL		

(j) Resolution/Item No.10 - Creation of charges on the assets of the Company.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast		
- Person - 17	17	5460 - 0.082%		
- Proxy - 20	20	15380 - 0.231 %		
Total	37	20840 - 0.313%		

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast
- Person – 17	NIL	NIL
- Proxy - 20	NIL	NIL
		CAN THE PROPERTY OF THE POST OF

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
- Person – 17	NIL
- Proxy - 20	NIL
- 110xy - 20	

(k) Resolution/Item No.11 - Adoption of new set of articles of association of the Company.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % of total number of valid votes cast		
- Person - 17	17	5460 - 0.082%		
- Proxy - 20	20	15380 - 0.231 %		
Total	37	20840 - 0.313%		

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of shares and % o total number of valid vote cast	
- Person – 17	NIL	NIL	
- Proxy - 20	NIL	NIL	



(iii) Invalid Votes:

Number of members present and voting (in person or by proxy) whose votes were declared invalid	
- Person – 17	NIL
- Proxy – 20	NIL

- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking You,

Yours faithfully,

(Ajay Jaiswal)

Practicing Company Secretary, Varanasi (Member ship no. 5112)

Place: Varanasi Date: 13.08.2015

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

Sub.: E-voting report in the matter of 35th Annual General Meeting of the Equity Shareholders of Banaras Beads Limited to be held on 13.08.2015

Dear Sir,

I, Ajay Jaiswal, Practicing Company Secretary (Membership No. 5112) Varanasi, appointed as Scrutinizer(s) for the purpose of the e-voting for Annual General Meeting of the Equity Shareholders of Banaras Beads Limited, to be held on 13.08.2015 at Registered office at A-1, Industrial estate, Varanasi. The e-voting was opened on 10.08.2015 and closed on 12.08.2015. The result of e-voting is under-

No.	Item No.	No. of shareholder e-voting	Number of shares	Voted in favour of resolution/items	Voted against the resolution/items	Invalid vote
1.	Adoption of Accounts for F.Y. 2014-15	39	4513098	39	NIL	NIL
2.	Declaration of Dividend for F.Y. 2014-15	39	4513098	39	NIL	NIL
3.	Re-appointment of Director	39	4513098	39	NIL	NIL
4.	Appointment of Statutory Auditor	39	4513098	39	NIL	NIL
5.	Appointment of Smt. Shalini Chandra, as Director	39	4513098	39	NIL	NIL
6.	Appointment of Mr. Ashok Kumar Kapoor as independent director	39	4513098	39 NIL		NIL
7.	Appointment of Mr. Praveen Singh as independent director	39	4513098	39 NIL		NIL
8	Appointment of Mr. Tanmay Deva as independent director	39	4513098	39	NIL	NIL
9	To borrow the money upto Rs. 300 Crore from bank and others	39	4513098	39	NIL	NIL
10	Creation of charges on the assets of the Company	39	4513098	39	NIL	NIL
11	Adoption of new set of articles of association of the Company	39	4513098	39	NIL	NIL

The detail of e-voting as attached for reference.

Thanking You, Yours faithfully,

(Ajay Jaiswal) SEC

Practicing Company Secretary, Varanasi

(Member ship no. 5112)

Place: Varanasi Date: 13.08.2015

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

Sub.: Result of 35th Annual General Meeting of the Equity Shareholders of Banaras Beads Limited held on 13.08.2015

Dear Sir,

I, Ajay Jaiswal, Practicing Company Secretary (Membership No. 5112) Varanasi, appointed as Scrutinizer(s) for the purpose of the e-voting and poll for Annual General Meeting of the Equity Shareholders of Banaras Beads Limited, held on 13.08.2015 at Registered office at A-1, Industrial estate, Varanasi and submit result as under-

No.	Item No.	Voting	Member s /Proxy	Number of shares	%	Voted in favour	Voted against	Invalid vote
1.	Adoption of Accounts for F.Y. 2014-15	Electronically	39	4501398	68.00	39	NIL	NIL
	2014-13	Poll - Total	37 76	20840 4533938	0.32 68.32	37 76	NIL	NIL .
2.	Declaration of Dividend for	Electronically	39	4501398	68.00	39	NIL	NIL
	F.Y. 2014-15	Poll - Total	37 76	20840 4533938	<u>0.32</u> 68.32	37 76	NIL	NIL
3.	Re-appointment of Director	Electronically	39	4501398	68.00	39	NIL	NIL
		Poll - Total	37 76	20840 4533938	0.32 68.32	37 76	NIL	NIL
4.	Appointment of Statutory	Electronically	39	4501398	68.00	39	NIL	NIII
	Auditor	Poll - Total	37 76	20840 4533938	0.32 68.32	$\frac{37}{76}$	NIL	NIL NIL
5.	Appointment of Smt. Shalini	Electronically	39	4501398	68.00	39	NIL	NIL
	Chandra, as Director	Poll - total	37 76	20840 4533938	$\frac{0.32}{68.32}$	37 76	NIL	NIL
6.	Appointment of Mr. Ashok	Electronically	39	4501398	68.00	39	NIL	NIL
	Kumar Kapoor as independent	Poll -	37	20840	_0.32	37	NIL	NIL
	director	total	76	4533938	68.32	$\frac{37}{76}$	INIL	NIL
7.	Appointment of Mr. Praveen	Electronically	39	4501398	68.00	39	NIL	NIL
	Singh as independent director	Poll -	37	20840	0.32	37	NIL	NIL
		total	76	4533938	68.32	76	THE	IVIL
8.	Appointment of Mr. Tanmay	Electronically	39	4501398	68.00	39	NIL	NIL
	Deva as independent director	Poll -	37	20840	0.32	37	NIL	NIL
		total	76	4533938	68.32	76	1412	IVIL
9.	To borrow the money upto Rs.	Electronically	39	4501398	68.00	39	NIL	NIL
	300 Crore from bank and	Poll -	37	20840	0.32	37	NIL	NIL
	others	total	76	4533938	68.32	76	.,,,	TAIL
10.	Creation of charges on the	Electronically	39	4501398	68.00	39	NIL	NIL
	assets of the Company	Poll -	37	20840	0.32	37	NIL	NIL
		total	76	4533938	68.32	76		1111
11.	Adoption of new set of articles	Electronically	39	4501398	68.00	39	NIL	NIL
	of association of the Company	Poll - total	37 76	20840 4533938	$\frac{0.32}{68.32}$	37 76	NIL	NIL

Total 76 members participated AGM proceeding, 4 members have voted electronically but not attended the meeting, 41 members present in person (including 24 members have e-voted and 17 by poll) and 27 members present though proxy (including 7 have e-voted and 20 by poll).

Thanking You,

Yours faithfully.

(Ajay Jaiswal)

Practicing Company Secretary, Varanasi

(Member ship no. 5112)

Place: Varanasi Date: 13.08.2015