

# **MANOJ MAHESHWARI**

## **COMPANY SECRETARY**

( 2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

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

### **Scrutinizer's Report**

To,

Chairman

45<sup>th</sup> Annual General Meeting of the Equity Shareholders of BSL Ltd. held on Saturday, 24 September, 2016 at 11.00 A.M. at 26, Industrial Area, Gandhi Nagar, Bhilwara - 311 001.,

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Remote E-voting and Polling for 45<sup>th</sup> Annual General Meeting of Equity Shareholders held on 24<sup>th</sup> September, 2016.**

Pursuant to the resolution passed by the Board of Directors of **BSL Limited** (hereinafter referred to as "Company") on Wednesday, 11<sup>th</sup> May, 2016, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 45<sup>th</sup> Annual General Meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the Notice to the 45<sup>th</sup> AGM of the members of the Company.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder vide The Companies (Management and Administration) Rules, 2014 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Regulations"), every company having its equity shares listed on Recognized Stock Exchange(s), is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meetings or through postal ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Regulations, remote e-voting which has been made applicable, the company provided for the same.

The Company accordingly made arrangements with the system provider National Securities Depository Limited (herein after referred as "NSDL"), Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, M/s MCS Share Transfer Agent Ltd. (herein after referred as "RTA") to set up the e-voting facility on the NSDL e-voting Website <https://www.evoting.nsdl.com>.

The Company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating E-Voting Event Number (EVEN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 11<sup>th</sup> May, 2016 sent to the shareholders by electronic means via e-mail and post. The members of the Company as on the cut-off date i.e. 17<sup>th</sup> September, 2016 were entitled to vote on the resolutions contained in the Notice to the AGM of the members of the Company.



**MANOJ MAHESHWARI****COMPANY SECRETARY**

2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

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

The notice of 45<sup>th</sup> AGM contains the following resolutions:

<b>BUSINESS ITEMS TRANSACTIONED AT THE AGM</b>	<b>TYPE AND DESCRIPTION OF RESOLUTIONS</b>
<b>1) Ordinary Resolution: Adoption of Audited Financial Statements along with the Board's Report &amp; Auditor's Report thereon</b>	Ordinary Resolution under Section 129 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Accounts) Rules, 2014, as amended, to consider and adopt the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2016 together with the reports of the Board of Directors and Auditors thereon.
<b>2) Ordinary Resolution: Declaration of final dividend on Equity Shares for the financial year 2015-16</b>	Ordinary Resolution under Section 123 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Declaration and Payment of Dividend) Rules, 2014, as amended to declare final dividend of Rs. 1.20/- per Equity Share of Rs. 10/- each for the financial year 2015-16.
<b>3) Ordinary Resolution: Appointment of Director, liable to retire by rotation at the AGM</b>	Ordinary Resolution under Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014, as amended to re-appoint Mr. Ravi Jhunjhunwala (DIN 00060972) as a Director, who retires by rotation at this AGM.
<b>4) Ordinary Resolution: Re appointment of the Statutory Auditors of the Company</b>	Ordinary Resolution under Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to re appoint of M/s A. L. Chechani & Co., Chartered Accountants (Firm Registration No. 005341C) as Statutory Auditors of the Company.
<b>Special Business</b>	
<b>5) Ordinary Resolution: Ratification of Remuneration of the Cost Auditor</b>	Ordinary Resolution under Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, as amended to ratify the remuneration of Cost Auditor of the Company for the financial year ending on 31 <sup>st</sup> March, 2017.
<b>6) Ordinary Resolution: Approval for Related Party Transactions</b>	Ordinary Resolution under Section 188 and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to approve related party transactions for the financial year 2016-17 by the Company.
<b>7) Special Resolution: Revision in the remuneration of Mr. Arun</b>	Special Resolution under Sections 196, 197, 198, 203 and any other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder read with Schedule V to



# **MANOJ MAHESHWARI**

## **COMPANY SECRETARY**

**2370 954; 93145 04821 (M)**

**E-mail: cs.vmanda@gmail.com**

**403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.**

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

<b>Churiwal, (DIN:00001718), Chairman &amp; Managing Director</b>	the Companies Act, 2013 and in supersession of the earlier resolution passed at the 41st Annual General Meeting, to approve revision in the remuneration of Shri Arun Churiwal, (DIN:00001718), Chairman & Managing Director of the Company w.e.f. 1st April, 2016, for the remaining period of his tenure i.e. upto 31 <sup>st</sup> August, 2017.
<b>8) Special Resolution: Revision in the remuneration of Mr. Nivedan Churiwal, (DIN:00001749, Managing Director Joint</b>	Special Resolution under Sections 196, 197, 198, 203 and any other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Companies Act, 2013 and in supersession of the earlier resolution passed at the 41st Annual General Meeting, to approve revision in the remuneration of Mr. Nivedan Churiwal, (DIN:00001749), Joint Managing Director of the Company w.e.f. 1st April, 2016, for the remaining period of his tenure i.e. upto 25 <sup>th</sup> July, 2017.

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

- 1) That the AGM notice dated 11<sup>th</sup> May, 2016 under section 101 of the Companies Act, 2013 was dispatched to 6,611 (Six Thousand Six Hundred and Eleven only) shareholders by means of post and 3,121 (Three Thousand One Hundred and Twenty One) shareholders by electronic means via e-mail on or before 29<sup>th</sup> August, 2016. As confirmed by management, there were 822 (Eight Hundred and Twenty Two) such envelopes containing notice of AGM which were returned undelivered and there were 276 (Two Hundred and Seventy Six) e-mails which were bounced back.
- 2) As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of The (Management and Administration) Rules, 2014, an advertisement was published by the company on 31<sup>st</sup> August, 2016 in "The Financial Express", English newspaper in English language and in "Dainik Navjyoti" vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the AGM notices, by means of post and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period remained open from Wednesday, 21<sup>st</sup> September, 2016 at 09.00 A.M. and ended on Friday, 23<sup>rd</sup> September, 2016 at 5.00 P.M.
- 4) The members of the Company as on the cut-off date i.e. Saturday, 17<sup>th</sup> September, 2016 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. There was no vote cast through physical ballot. Immediately after the conclusion of the AGM, the votes cast through remote e-voting were unblocked in the presence of 2 witnesses who are not in the employment of the Company.



# **MANOJ MAHESHWARI**

**COMPANY SECRETARY**

**( 2370 954; 93145 04821 (M)**

**E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)**

**403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.**

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

- 6) The total number of fully paid up shares of the company outstanding as on 17<sup>th</sup> September, 2016, were 1,02,92,168. As on cut-off date, out of 9,682 (Nine Thousand Six Hundred and Eighty Two) shareholders, the following mentioned shareholders have exercised their votes through remote e-voting and none of the shareholders have exercised their votes through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below:



# MANOJ MAHESHWARI

## COMPANY SECRETARY

☎ 2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

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

### Item No 1: Ordinary Resolution for Adoption of Audited Financial Statements along with the report of Board of Director's and Auditor's thereon

Total No. of Shareholders	9,682		
Total No. of Shares	1,02,92,168		
Remote E-voting Period	21 <sup>st</sup> September, 2016 to 23 <sup>rd</sup> September, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	89	58,78,090
Total Votes cast through Polling at AGM	B	Nil	Nil
Grand Total of remote e-voting / Polling at AGM (A+B)	C	89	58,78,090
Less: Invalid/abstain remote e-voting/ Polls at AGM(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	89	58,78,090

#### NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

#### SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	58,09,072	58,09,072	100	58,09,072	Nil	100	Nil
Public institutional holders	4,32,557	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	40,50,539	69,018	1.70	69,018	Nil	100	Nil
<b>Total</b>	<b>1,02,92,168</b>	<b>58,78,090</b>	<b>57.11</b>	<b>58,78,090</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

Percentage of Votes cast in favour: 100% Percentage of votes cast against: 0.00

#### RESULT:-

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 11<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

☎ **2370 954; 93145 04821 (M)**

**E-mail: cs.vmanda@gmail.com**

**403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.**

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

**Item No 2: Ordinary Resolution for declaration of final dividend on Equity Shares for the financial year 2015-16**

Total No. of Shareholders	9,682		
Total No. of Shares	1,02,92,168		
Remote E-voting Period	21 <sup>st</sup> September, 2016 to 23 <sup>rd</sup> September, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	89	58,78,090
Total Votes cast through Polling at AGM	B	Nil	Nil
Grand Total of remote e-voting / Polling at AGM (A+B)	C	89	58,78,090
Less: Invalid/abstain remote e-voting/ Polls at AGM(On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	89	58,78,090

**NOTES:**

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	58,09,072	58,09,072	100	58,09,072	Nil	100	Nil
Public institutional holders	4,32,557	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	40,50,539	69,018	1.70	69,018	Nil	100	Nil
<b>Total</b>	<b>1,02,92,168</b>	<b>58,78,090</b>	<b>57.11</b>	<b>58,78,090</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

Percentage of Votes cast in favour: 100%

Percentage of votes cast against: 0.00

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 11<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

☎ 2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

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

**Item No 3: Ordinary Resolution for appointment of Director, retired by rotation at the AGM**

Total No. of Shareholders	9,682		
Total No. of Shares	1,02,92,168		
Remote E-voting Period	21 <sup>st</sup> September, 2016 to 23 <sup>rd</sup> September, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	89	58,78,090
Total Votes cast through Polling at AGM	B	Nil	Nil
Grand Total of remote e-voting / Polling at AGM (A+B)	C	89	58,78,090
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	89	58,78,090

**NOTES:**

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	58,09,072	58,09,072	100	58,09,072	Nil	100	Nil
Public institutional holders	4,32,557	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	40,50,539	69,018	1.70	69,018	Nil	100	Nil
<b>Total</b>	<b>1,02,92,168</b>	<b>58,78,090</b>	<b>57.11</b>	<b>58,78,090</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

Percentage of Votes cast in favour: 100%

Percentage of votes cast against: 0.00

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 11<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

☎ 2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

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

**Item No 4: Ordinary Resolution for re appointment of Statutory Auditor**

Total No. of Shareholders	9,682		
Total No. of Shares	1,02,92,168		
Remote E-voting Period	21 <sup>st</sup> September, 2016 to 23 <sup>rd</sup> September, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	89	58,78,090
Total Votes cast through Polling at AGM	B	Nil	Nil
Grand Total of remote e-voting / Polling at AGM (A+B)	C	89	58,78,090
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	89	58,78,090

**NOTES:**

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	58,09,072	58,09,072	100	58,09,072	Nil	100	Nil
Public institutional holders	4,32,557	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	40,50,539	69,018	1.70	69,018	Nil	100	Nil
<b>Total</b>	<b>1,02,92,168</b>	<b>58,78,090</b>	<b>57.11</b>	<b>58,78,090</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 139 of the Companies Act, 2013 as set out in the notice of AGM dated 11<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

☎ 2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

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

**Item No 5: Ordinary Resolution for ratification of remuneration of the Cost Auditors**

Total No. of Shareholders	9,682		
Total No. of Shares	1,02,92,168		
Remote E-voting Period	21 <sup>st</sup> September, 2016 to 23 <sup>rd</sup> September, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	88	58,76,990
Total Votes cast through Polling at AGM	B	Nil	Nil
Grand Total of remote e-voting / Polling at AGM (A+B)	C	88	58,76,990
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	88	58,76,990

**NOTES:**

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstan ding shares (3)=[ (2)/(1)] *100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[ (4)/(2)] *100	% of votes against on votes polled (7)=[ (5) /(2)]*10 0
Promoter and Promoter group	58,09,072	58,09,072	100	58,09,072	Nil	100	Nil
Public institution al holders	4,32,557	Nil	Nil	Nil	Nil	Nil	Nil
Public- others	40,50,539	67,918	1.67	67,818	100	99.85	0.15
<b>Total</b>	<b>1,02,92,168</b>	<b>58,76,990</b>	<b>57.10</b>	<b>58,76,890</b>	<b>100</b>	<b>99.99</b>	<b>0.01</b>

Percentage of Votes cast in favour: 99.99% | Percentage of votes cast against: 0.01%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the Ordinary resolution under Section 148 of the Companies Act, 2013 as set out in the notice of AGM dated 11<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

☎ 2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

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

**Item No 6: Ordinary Resolution for approval of related party transactions**

Total No. of Shareholders	9,682		
Total No. of Shares	1,02,92,168		
Remote E-voting Period	21 <sup>st</sup> September, 2016 to 23 <sup>rd</sup> September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	88	58,46,694
Total Votes cast through Polling at AGM	B	Nil	Nil
Grand Total of remote e-voting / Polling at AGM (A+B)	C	88	58,46,694
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	23	57,77,676
Net remote e-voting/ Polling at AGM (C-D)	E	65	69,018

**NOTES:**

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	58,09,072	Nil	Nil	Nil	Nil	Nil	Nil
Public institutional holders	4,32,557	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	40,50,539	69,018	1.70	68,720	298	99.57	0.43
<b>Total</b>	<b>1,02,92,168</b>	<b>69,018</b>	<b>0.67</b>	<b>68,720</b>	<b>298</b>	<b>99.57</b>	<b>0.43</b>

Percentage of Votes cast in favour: 99.57% | Percentage of votes cast against: 0.43%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.57%, I report that the ordinary resolution under section 188 of the Companies Act, 2013 as set out in the notice of AGM dated 11<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

☎ 2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

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

**Item No 7: Special Resolution for Revision in the remuneration of Mr. Arun Churiwal, (DIN: 00001718), Chairman & Managing Director**

Total No. of Shareholders	9,682		
Total No. of Shares	1,02,92,168		
Remote E-voting Period	21 <sup>st</sup> September, 2016 to 23 <sup>rd</sup> September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	87	48,01,174
Total Votes cast through Polling at AGM	B	Nil	Nil
Grand Total of remote e-voting / Polling at AGM (A+B)	C	87	48,01,174
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	87	48,01,174

**NOTES:**

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	58,09,072	47,32,156	81.46	47,32,156	Nil	100	Nil
Public institutional holders	4,32,557	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	40,50,539	69,018	1.70	68,720	298	99.57	0.43
<b>Total</b>	<b>1,02,92,168</b>	<b>48,01,174</b>	<b>46.65</b>	<b>48,00,876</b>	<b>298</b>	<b>99.99</b>	<b>0.01</b>

Percentage of Votes cast in favour: 99.99% | Percentage of votes cast against: 0.01%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the special resolution under Sections 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and in supersession of the earlier resolution passed at the 41st Annual General Meeting as set out in the notice of AGM dated 11<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority.

The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

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

**Item No 8: Special Resolution for Revision in the remuneration of Mr. Nivedan Churiwal, (DIN:00001749), Joint Managing Director**

Total No. of Shareholders	9,682		
Total No. of Shares	1,02,92,168		
Remote E-voting Period	21 <sup>st</sup> September, 2016 to 23 <sup>rd</sup> September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	87	52,16,019
Total Votes cast through Polling at AGM	B	Nil	Nil
Grand Total of remote e-voting / Polling at AGM (A+B)	C	87	52,16,019
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	Nil	Nil
Net remote e-voting/ Polling at AGM (C-D)	E	87	52,16,019

**NOTES:**

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	58,09,072	51,48,001	100	51,48,001	Nil	100	Nil
Public institutional holders	4,32,557	Nil	Nil	Nil	Nil	Nil	Nil
Public-others	40,50,539	68,018	1.70	67,720	298	99.56	0.44
<b>Total</b>	<b>1,02,92,168</b>	<b>52,16,019</b>	<b>50.68</b>	<b>52,15,721</b>	<b>298</b>	<b>99.99</b>	<b>0.01</b>

Percentage of Votes cast in favour: 99.99% | Percentage of votes cast against: 0.01%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the special resolution under Sections 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and in supersession of the earlier resolution passed at the 41st Annual General Meeting as set out in the notice of AGM dated 11<sup>th</sup> May, 2016 has been passed by the shareholders with the requisite majority.

The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

( 2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

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

I further report that as per the AGM notice dated 11<sup>th</sup> May, 2016, the Chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website [www.bsltd.com](http://www.bsltd.com) and on the website of NSDL and shall also be communicated to the Stock Exchange(s).

I further report that as per the said rules, the records maintained by me including the data as obtained from NSDL, the system provider for the remote e-voting facility extended by them are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully



**CS Manoj Maheshwari**  
Scrutinizer

FCS: 3355

For BSL Limited



**Nivedan Churiwal**  
Chairman on the 45<sup>th</sup>  
Annual General Meeting  
DIN: 00001749

Place: Jaipur

Date: September 26, 2016