

**MANOJ MAHESHWARI**  
COMPANY SECRETARY

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403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.  
"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

**Scrutinizer's Report**

To,  
Chairman of

**44<sup>th</sup> Annual General Meeting of the Equity Shareholders of BSL Ltd. held on  
Monday, 21<sup>st</sup> September, 2015 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 Poll for 44<sup>th</sup> Annual  
General Meeting of Equity Shareholders held on 21st September, 2015.**

Pursuant to the resolution passed by the Board of Directors of **BSL LTD.** (hereinafter referred to as "Company") on Friday, 8<sup>th</sup> May, 2015, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 44<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 44<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 SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every Company having its equity shares listed on Recognized Stock Exchange, 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 circular of SEBI, 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 Electronic 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 1<sup>st</sup> July, 2015 sent to all the shareholders by electronic means via e-mail and through courier and registered post. The members of the Company as on the cut-off date i.e. 14<sup>th</sup>



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September, 2015 were entitled to vote on the resolutions contained in the Notice to the 44<sup>th</sup> AGM of the members of the Company.

<b>REFERENCE TO THE COMPANIES ACT, 2013</b>	<b>TYPE AND DESCRIPTION OF THE RESOLUTION</b>
<b>1) Ordinary Resolution: Adoption of Audited Financial Statements.</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 to receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on 31st March, 2015 and the Reports of Directors and Auditors thereon.
<b>2) Ordinary Resolution: Declaration of Dividend on Equity Shares for the year 2014-15</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 to declare dividend of Rs.1.20/- per Equity Share for the financial year ended 31st March, 2015.
<b>3) Ordinary Resolution: Appointment of Director, liable to retire by rotation</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 to re-appoint Shri Shekhar Agarwal (DIN: 00066113) as a Director, liable to retire by rotation.
<b>4) Ordinary Resolution: Reappointment of Statutory Auditors</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 for reappointment of M/s A. L. Chechani & Co., Chartered Accountants, as Statutory Auditors of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.
<b><u>Special Business</u></b>	
<b>5) Ordinary Resolution: Appointment of Mr. G. P. Singhal (DIN: 00331849) as Independent Director</b>	Ordinary Resolution under Section 149, 152, 160 read with Schedule IV and all other applicable provisions, If any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint Mr. G. P. Singhal (DIN: 00331849) as Independent Director of the Company to hold office for a term of Five (5) consecutive years.



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<b>6) Ordinary Resolution: Ratification of remuneration to the Cost Auditors</b>	Ordinary Resolution under Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, to ratify payment of the remuneration of Rs. 0.90 lacs (Rs. ninety thousand only) plus service tax and out of pocket expenses at actuals to the Cost Auditors [N. D. Birla & Co. (Firm Registration No. 000028), Cost Accountants] of the Company for financial year ending 31st March, 2016.
<b>7) Ordinary Resolution: Approval of Related Party Transaction/Contract with RSWM LIMITED.</b>	Ordinary Resolution under Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 to approve the Related Party Transaction/Contract with M/s RSWM Limited.
<b>8) Special Resolution: Alteration of Articles of Association of the Company</b>	<p>Special Resolution under Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules notified thereunder, to alter Articles of association of the Company as below:</p> <p>1) by deleting the existing Article 94 and inserting the new Article 94 in place thereof; and</p> <p>2) by inserting new article no. 122A after Article no 122</p>

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

- 1) That the AGM notice dated 1<sup>st</sup> July, 2015 under section 101 of the Companies Act, 2013 was dispatched to 2,625 (Two Thousand Six Hundred and Twenty Five) shareholders by means of electronic means via e-mail and to 6,949 (Six Thousand Nine Hundred and Forty Nine) shareholders by registered post and courier on or before 26<sup>th</sup> August, 2015. As confirmed by management, there were 1,095 (One Thousand and Ninety Five) envelopes containing notice of AGM and 489 (Four Hundred and Eighty Nine) envelopes containing Annual Report which were returned undelivered and there were 26 (Twenty Six) such 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 28<sup>th</sup> August, 2015 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 electronic means via e-mail and courier and registered post, to the shareholders along with other related matters mentioned therein.



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- 3) The remote e-voting period remained open from Friday, 18<sup>th</sup> September, 2015 at 09.00 a.m. and ended on Sunday, 20<sup>th</sup> September, 2015, at 5.00 p.m.
- 4) The members of the Company as on the cut-off date i.e. Monday, 14<sup>th</sup> September, 2015 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and votes cast through remote e-voting were unblocked next day in the presence of 2 witnesses who are not in the employment of the Company.
- 6) The total number of fully paid up shares of the Company outstanding as on 14<sup>th</sup> September, 2015 were 1,02,92,168. As on the cut-off date, out of 9,553 (Nine Thousand Five Hundred and Fifty Three) shareholders, 38 (Thirty Eight) shareholders have exercised their votes through remote e-voting and 50 (Fifty) shareholder have exercised their vote through poll at the AGM. The results (consolidated) for the items placed for consideration by the members is given below:



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**Item No 1: Ordinary Resolution for Adoption of Audited Financial Statements.**

Total No. of Shareholders	9,553		
Total No. of Shares	1,02,92,168		
E-voting Period	18 <sup>th</sup> September, 2015 to 20 <sup>th</sup> September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	37	58,35,351
Total Votes cast through Polling at AGM	B	50	1,277
Grand Total of remote e-voting / Polling at AGM (A+B)	C	87	58,36,628
Less: Invalid 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	58,36,628

**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 were no such shareholders that have 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	0	100	0
Public institutional holders	4,68,296	0	0	0	0	0	0
Public-others	40,14,800	27,556	0.69	27,556	0	100	0
<b>Total</b>	<b>1,02,92,168</b>	<b>58,36,628</b>	<b>56.71</b>	<b>58,36,628</b>	<b>0</b>	<b>100</b>	<b>0</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 1<sup>st</sup> July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 2: Ordinary Resolution for declaration of Dividend on Equity Shares for the year 2014-15.**

Total No. of Shareholders	9,553		
Total No. of Shares	1,02,92,168		
E-voting Period	18 <sup>th</sup> September, 2015 to 20 <sup>th</sup> September, 2015		
			Number of shares
	Number of Votes/Folio		Number of shares
Total votes cast through remote e-voting	A	38	58,35,451
Total Votes cast through Polling at AGM	B	50	1,277
Grand Total of remote e-voting / Polling at AGM (A+B)	C	88	58,36,728
Less: Invalid 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	58,36,728

**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 were no such shareholders that have 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	0	100	0
Public institutional holders	4,68,296	0	0	0	0	0	0
Public-others	40,14,800	27,656	0.69	27,656	0	100	0
<b>Total</b>	<b>1,02,92,168</b>	<b>58,36,728</b>	<b>56.71</b>	<b>58,36,728</b>	<b>0</b>	<b>100</b>	<b>0</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 1<sup>st</sup> July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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

Total No. of Shareholders	9,553		
Total No. of Shares	1,02,92,168		
E-voting Period	18 <sup>th</sup> September, 2015 to 20 <sup>th</sup> September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	36	58,35,193
Total Votes cast through Polling at AGM	B	50	1,277
Grand Total of remote e-voting / Polling at AGM (A+B)	C	86	58,36,470
Less: Invalid 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	86	58,36,470

**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 were no such shareholders that have 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 outstandi- ng shares (3)=[(2) (1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (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	0	100	0
Public institutional holders	4,68,296	0	0	0	0	0	0
Public-others	40,14,800	27,398	0.68	27,398	0	100	0
<b>Total</b>	<b>1,02,92,168</b>	<b>58,36,470</b>	<b>56.71</b>	<b>58,36,470</b>	<b>0</b>	<b>100</b>	<b>0</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 1<sup>st</sup> July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 4: Ordinary Resolution for Reappointment of Statutory Auditor**

Total No. of Shareholders	9,553		
Total No. of Shares	1,02,92,168		
E-voting Period	18 <sup>th</sup> September, 2015 to 20 <sup>th</sup> September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	37	58,35,351
Total Votes cast through Polling at AGM	B	50	1,277
Grand Total of remote e-voting / Polling at AGM (A+B)	C	87	58,36,628
Less: Invalid 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	58,36,628

**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 were no such shareholders that have 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	0	100	0
Public institutional holders	4,68,296	0	0	0	0	0	0
Public-others	40,14,800	27,556	0.69	27,555	1	100	0
<b>Total</b>	<b>1,02,92,168</b>	<b>58,36,628</b>	<b>56.71</b>	<b>58,36,627</b>	<b>1</b>	<b>100</b>	<b>0</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 1<sup>st</sup> July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 5: Ordinary Resolution for Appointment of Independent Director**

Total No. of Shareholders	9,553		
Total No. of Shares	1,02,92,168		
E-voting Period	18 <sup>th</sup> September, 2015 to 20 <sup>th</sup> September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	37	58,35,351
Total Votes cast through Polling at AGM	B	50	1,277
Grand Total of remote e-voting / Polling at AGM (A+B)	C	87	58,36,628
Less: Invalid 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	58,36,628

**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 were no such shareholders that have 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	0	100	0
Public institutional holders	4,68,296	0	0	0	0	0	0
Public-others	40,14,800	27,556	0.69	27,556	0	100	0
<b>Total</b>	<b>1,02,92,168</b>	<b>58,36,628</b>	<b>56.71</b>	<b>58,36,628</b>	<b>0</b>	<b>100</b>	<b>0</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 149, 152 and 160 of the Companies Act, 2013 as set out in the notice of AGM dated 1<sup>st</sup> July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 6: Ordinary Resolution for Ratification of remuneration of Cost Auditor.**

Total No. of Shareholders	9,553		
Total No. of Shares	1,02,92,168		
E-voting Period	18 <sup>th</sup> September, 2015 to 20 <sup>th</sup> September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	37	58,35,351
Total Votes cast through Polling at AGM	B	50	1,277
Grand Total of remote e-voting / Polling at AGM (A+B)	C	87	58,36,628
Less: Invalid 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	58,36,628

**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 were no such shareholders that have 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	0	100	0
Public institutional holders	4,68,296	0	0	0	0	0	0
Public-others	40,14,800	27,556	0.69	27,556	0	100	0
<b>Total</b>	<b>1,02,92,168</b>	<b>58,36,628</b>	<b>56.71</b>	<b>58,36,628</b>	<b>0</b>	<b>100</b>	<b>0</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 148 of the Companies Act, 2013 as set out in the notice of AGM dated 1<sup>st</sup> July, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 7: Ordinary Resolution for Approval of Related party Transaction/Contract with RSWM Limited.**

Total No. of Shareholders	9,553		
Total No. of Shares	1,02,92,168		
E-voting Period	18 <sup>th</sup> September, 2015 to 20 <sup>th</sup> September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	36	58,03,955
Total Votes cast through Polling at AGM	B	50	1,277
Grand Total of remote e-voting / Polling at AGM (A+B)	C	86	58,05,232
Less: Invalid 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	86	58,05,232

**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 were no such shareholders that have 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 outstandi ng shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Vote s again st (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	57,77,676	99.46	57,77,676	0	100	0
Public institutional holders	4,68,296	0	0	0	0	0	0
Public-others	40,14,800	27,556	0.69	27,555	1	100	0
<b>Total</b>	<b>1,02,92,168</b>	<b>58,05,232</b>	<b>56.40</b>	<b>58,05,231</b>	<b>1</b>	<b>100</b>	<b>0</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 188 of the Companies Act, 2013 as set out in the notice of AGM dated 1<sup>st</sup> July, 2015 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 alteration of Articles of Association of Company.**

Total No. of Shareholders	9,553		
Total No. of Shares	1,02,92,168		
E-voting Period	18 <sup>th</sup> September, 2015 to 20 <sup>th</sup> September, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	37	58,35,351
Total Votes cast through Polling at AGM	B	50	1,277
Grand Total of remote e-voting / Polling at AGM (A+B)	C	87	58,36,628
Less: Invalid 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	58,36,628

**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 were no such shareholders that have 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	0	100	0
Public institutional holders	4,68,296	0	0	0	0	0	0
Public-others	40,14,800	27,556	0.69	27,556	0	100	0
<b>Total</b>	<b>1,02,92,168</b>	<b>58,36,628</b>	<b>56.71</b>	<b>58,36,628</b>	<b>0</b>	<b>100</b>	<b>0</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 Special resolution under section 14 of the Companies Act, 2013 as set out in the notice of AGM dated 1<sup>st</sup> July, 2015 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.

I further report that as per the AGM notice dated 1<sup>st</sup> July, 2015, 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.

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 as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the 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,

*M.M.*  
CS Manoj Maheshwari  
Scrutinizer  
FCS: 3355



Place: Jaipur  
Date: 23<sup>rd</sup> September, 2015

*Nivedan Churiwal*  
For BSL Ltd.  
Nivedan Churiwal  
Chairman of the 44<sup>th</sup> AGM  
DIN: 00001749