



BANSWARA SYNTEX LIMITED

Registered Office & Mills:

Industrial Area, Dahod Road, BANSWARA – 327 001 (Rajasthan)

Ph No. : +91 2962 240690-91, 93, 257679 - 681 Fax: (02962) 240692

secbsw@banswarafabrics.com

An IS / ISO 9001:2008 Company

www.banswarasyntex.com



www.saintx.in

BSL/SEC/12

7th January, 2012

Listing Department,
Bombay Stock Exchange Limited
Floor 25, P.J. Towers
Dalal Street
MUMBAI - 400 001

Dear Sir,

Subject:- Result of postal ballot for appointments of managerial personnel u/s 198, 269, 309, 310, 314 and 349 of Companies Act, 1956.

This is to inform you that the special resolutions for appointment of Chairman, Managing Director, Vice-Chairman and Jt. Managing Director of the Company have been approved by the shareholders of the Company through postal ballot.

We are enclosing certified copies of the resolutions passed by the shareholders and a copy of result of postal ballot.

This is for your information please.

Thanking You,

Yours Faithfully
For BANSWARA SYNTEX LIMITED

(R.L. TOSHNIWAL)
CHAIRMAN

Encl: As above.

Mumbai Office : 4-5th Floor, Gopal Bhawan, 199, Princess Street, MUMBAI – 400 002 PH : +91 22 6633 6571-76 Fax : 022-22064486 / 6633 6586
Marketing Office : Flat No. 204, E-2, A.R.A. Centre Jhandewalan Ext. New Delhi – 110055 PH : +91 11 23676124 Fax : 011 23676948

BANSWARA SYNTEX LIMITED

REGD. OFFICE : INDUSTRIAL AREA, DOHAD ROAD - BANSWARA - 327 001

RESULT OF POSTAL BALLOT

Resolu tion No.	No. of shareh olders	No. of Shares	Total Votes	No. of Votes in favour	%	No. of Votes against	%	Invalid Votes
1.	262	1,01,59,167	1,01,59,167	1,01,53,921	99.95	3,285	0.03	1,961
2.	262	1,01,59,167	1,01,59,167	1,01,53,421	99.94	3,701	0.04	2,045
3.	262	1,01,59,167	1,01,59,167	1,01,53,518	99.94	3,597	0.04	2,052
4.	262	1,01,59,167	1,01,59,167	1,01,53,321	99.94	3,789	0.04	2,057

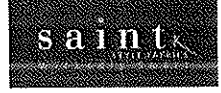




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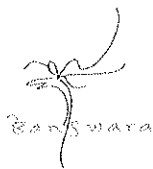
CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE POSTAL BALLOT ON 7TH JANUARY, 2012.

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 314 and 349 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or re-enactments thereof, and subject to approval of Shareholders, as may be necessary, appointment of Shri R.L. Toshniwal be and is hereby recommended as Chairman of the Company for a period of 3 (three) years from 1st January, 2012 to 31st December, 2014 on the terms & conditions, including remuneration, as set out below:-

- (i) **Salary:** Rs. 4,50,000/- per month basic salary, w.e.f. 01.01.2012 which shall be increased every year on 1st April by Rs. 50,000/- in the scale of Rs. 4,50,000 – 5,00,000 – 5,50,000. The first increase in the above salary will be on 01.04.2013.
- (ii) **Commission:** 1% commission on the net profit of the company, computed in the manner laid down in the Companies Act, 1956.
- (iii) **Perquisites:** The perquisites shall be as follows:

PART – A

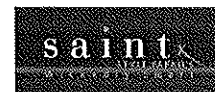
- (a) **Housing:** Free furnished residential accommodation with gas, electricity, water, furnishing and maintenance charges. If the Company does not provide residential accommodation, he will be paid such house allowance as the Board may decide from time to time and expenses on gas, electricity, water, furnishing and maintenance charges will be borne by the Company.
- (b) **Medical Reimbursement / Medclaim Insurance :** Reimbursement of expenses actually incurred, for Self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of 3 years. However only those expenses will be reimbursed which have not been reimbursed in the medclaim insurance policy, if any, taken by the company from time to time.
- (c) **Leave Travel Concession:** For self and family once in a year; the total cost to the Company shall not exceed one month's salary per year or three month's salary in a period of three years.
- (d) **Club Fees:** Fees of clubs subject to a maximum of two clubs except admission and life membership fees.
- (e) **Personal Accident Insurance:** Premium not to exceed Rs. 10,000/- per annum.
- (f) **Servant allowance:** Not exceeding Rs. 60,000/- per annum.



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PART – B

In addition to the perquisites, Shri R.L. Toshniwal shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified under the Companies Act, 1956.

- (a) **Provident Fund:** The Company's contribution to Provident Fund as per the Rules of the Company, to the extent not taxable under the Income Tax Act, 1961.
- (b) **Gratuity:** Gratuity payable shall not exceed half month's basic salary for each completed year of service.
- (c) **Leave:** Leave and leave encashment as per Rules of the Company.

PART - C

- (a) **Conveyance:** Free use of the Company's car with driver. Personal use of car shall be billed by the Company.
 - (b) **Telephone:** Free telephone facility at residence. Personal long distance calls shall be billed by the Company.
 - (c) **Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Shri R.L. Toshniwal shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.
 - (d) **Sitting Fee etc.:** No sitting fee shall be paid to Shri R.L. Toshniwal for attending the Meetings of Board of Directors or any committee thereof. He shall not be liable to retire by rotation.
- (iv) Where, in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Shri R.L. Toshniwal subject to the applicable provisions of Schedule XIII to the said Act.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Shri R.L. Toshniwal be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT Shri Ravi Toshniwal, Jt. Managing Director, Shri Rakesh Mehra, Whole-Time Director, Shri Shaleen Toshniwal, Whole-Time Director and Shri J.K. Jain, Sr. Vice President (Fin. & Com.) & Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters, things, etc. as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.



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Shri R.L. Toshniwal, Shri Ravi Toshniwal, Shri Rakesh Mehra and Shri Shaleen Toshniwal, the interested Directors in the resolution have not participated while considering this agenda item.

// CERTIFIED TO BE TRUE //

For BANSWARA SYNTEX LIMITED,

(R.L. TOSHNIWAL)
CHAIRMAN



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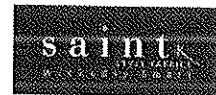
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RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 314 and 349 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or re-enactments thereof, and subject to approval of Shareholders, as may be necessary, appointment of Shri Rakesh Mehra be and is hereby recommended as Vice Chairman of the Company for a period of 3 (three) years from 1st January, 2012 to 31st December, 2014 on the terms & conditions, including remuneration, as set out below:-

- (i) **Salary:** Rs. 4,00,000/- per month basic salary, w.e.f. 01.01.2012 which shall be increased every year, on 1st April by Rs. 40,000/- in the scale of Rs. 4,00,000 – 40,000 – 4,80,000. The first increase in the above salary will be on 01.04.2013.
- (ii) **Commission:** 1% commission on the net profit of the company, computed in the manner laid down in the Companies Act, 1956. The commission will be paid subject to overall limit prescribed under the Companies Act, 1956. The first such 1% commission of the net profit, will be paid to Shri R.L. Toshniwal, Chairman of the Company and thereafter balance available profit, will be equally distributed to Shri Rakesh Mehra, Vice Chairman, Shri Ravi Toshniwal, Managing Director and Shri Shaleen Toshniwal, Joint Managing Director of the Company, subject to maximum ceiling of 1% Commission to each one of them on net profit of the Company as above.
- (iii) **Perquisites:** The perquisites shall be as follows:

PART - A

- (a) **Housing:** Free furnished residential accommodation with gas, electricity, water, furnishing and maintenance charges. If the Company does not provide residential accommodation, he will be paid such house allowance as the Board may decide from time to time and expenses on gas, electricity, water, furnishing and maintenance charges will be borne by the Company.
- (b) **Medical Reimbursement / Mediclaim Insurance :** Reimbursement of expenses actually incurred, for Self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of 3 years. However only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the company from time to time.
- (c) **Leave Travel Concession:** For self and family once in a year; the total cost to the Company shall not exceed one months' salary per year or three month's salary in a period of three years.
- (d) **Club Fees:** Fees of clubs subject to a maximum of two clubs except admission and life membership fees.
- (e) **Personal Accident Insurance:** Premium not to exceed Rs. 10,000/- per annum.
- (f) **Servant allowance:** Not exceeding Rs. 60,000/- per annum.



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PART - B

In addition to the perquisites, Shri Rakesh Mehra shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified under the Companies Act, 1956.

- (a) **Provident Fund:** The Company's contribution to Provident Fund as per the Rules of the Company, to the extent not taxable under the Income Tax Act, 1961.
- (b) **Gratuity:** Gratuity payable shall not exceed half month's basic salary for each completed year of service.
- (c) **Leave:** Leave and leave encashment as per Rules of the Company.

PART - C

- (a) **Conveyance:** Free use of the Company's car with driver. Personal use of car shall be billed by the Company.
- (b) **Telephone:** Free telephone facility at residence. Personal long distance calls shall be billed by the Company.
- (c) **Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Shri Rakesh Mehra shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.
- (d) **Sitting Fee etc.:** No sitting fee shall be paid to Shri Rakesh Mehra for attending the Meetings of Board of Directors or any committee thereof. He shall not be liable to retire by rotation.
- (iv) Where, in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Shri Rakesh Mehra subject to the applicable provisions of Schedule XIII to the said Act.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Shri Rakesh Mehra be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT Shri R.L. Toshniwal, Chairman & Managing Director, Shri Ravi Toshniwal, Jt. Managing Director, Shri Shaleen Toshniwal, Whole-Time Director and Shri J.K. Jain, Sr. Vice President (Fin. & Com.) & Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters, things, etc. as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."



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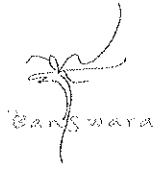
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Shri Rakesh Mehra, Shri R.L.Toshniwal, Shri Ravi Toshniwal and Shri Shaleen Toshniwal, the interested Directors in the resolution have not participated while considering this agenda item.

// CERTIFIED TO BE TRUE //

For BANSWARA SYNTEX LIMITED,

(R.L. TOSHNIWAL)
CHAIRMAN



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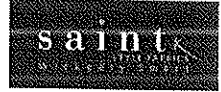
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"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 314 and 349 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or re-enactments thereof, and subject to approval of Shareholders, as may be necessary, appointment of Shri Ravi Toshniwal be and is hereby recommended as Managing Director of the Company for a period of 3 (three) years from 1st January, 2012 to 31st December, 2014 on the terms & conditions, including remuneration, as set out below:-

- (i) **Salary:** Rs. 4,00,000/- per month basic salary, w.e.f. 01.01.2012 which shall be increased every year on 1st April by Rs. 40,000/- in the scale of Rs. 4,00,000 – 40000 – 4,80,000. The first increase in the above salary will be on 01.04.2013.
- (ii) **Commission:** 1% commission on the net profit of the company, computed in the manner laid down in the Companies Act, 1956. The commission will be paid subject to overall limit prescribed under the Companies Act, 1956. The first such 1% commission of the net profit, will be paid to Shri R.L. Toshniwal, Chairman of the Company and thereafter balance available profit, will be equally distributed to Shri Ravi Toshniwal, Managing Director, Shri Rakesh Mehra, Vice Chairman and Shri Shaleen Toshniwal, Joint Managing Director of the Company, subject to maximum ceiling of 1% Commission to each one of them on net profit of the Company as above.
- (iii) **Perquisites:** The perquisites shall be as follows:

PART - A

- (a) **Housing:** Free furnished residential accommodation with gas, electricity, water, furnishing and maintenance charges. If the Company does not provide residential accommodation, he will be paid such house allowance as the Board may decide from time to time and expenses on gas, electricity, water, furnishing and maintenance charges will be borne by the Company.
- (b) **Medical Reimbursement / Mediclaim Insurance :** Reimbursement of expenses actually incurred, for Self and family; the total cost to the Company shall not exceed one month's salary per year or three months' salary in a period of 3 years. However only those expenses will be reimbursed which have not been reimbursed in the mediclaim insurance policy, if any, taken by the company from time to time.
- (c) **Leave Travel Concession:** For self and family once in a year; the total cost to the Company shall not exceed one month's salary per year or three month's salary in a period of three years.
- (d) **Club Fees:** Fees of clubs subject to a maximum of two clubs except admission and life membership fees.
- (e) **Personal Accident Insurance:** Premium not to exceed Rs. 10,000/- per annum.
- (f) **Servant allowance:** Not exceeding Rs. 60,000/- per annum.



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PART – B

In addition to the perquisites, Shri Ravi Toshniwal shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified under the Companies Act, 1956.

- (a) **Provident Fund:** The Company's contribution to Provident Fund as per the Rules of the Company, to the extent not taxable under the Income Tax Act, 1961.
- (b) **Gratuity:** Gratuity payable shall not exceed half month's basic salary for each completed year of service.
- (c) **Leave:** Leave and leave encashment as per Rules of the Company.

PART – C

- (a) **Conveyance:** Free use of the Company's car with driver. Personal use of car shall be billed by the Company.
 - (b) **Telephone:** Free telephone facility at residence. Personal long distance calls shall be billed by the Company.
 - (c) **Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Shri Ravi Toshniwal shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.
 - (d) **Sitting Fee etc.:** No sitting fee shall be paid to Shri Ravi Toshniwal for attending the Meetings of Board of Directors or any committee thereof. He shall not be liable to retire by rotation.
- (iv) Where, in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Shri Ravi Toshniwal subject to the applicable provisions of Schedule XIII to the said Act.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Shri Ravi Toshniwal be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT Shri R.L. Toshniwal, Chairman & Managing Director, Shri Rakesh Mehra, Whole-Time Director, Shri Shaleen Toshniwal, Whole-Time Director and Shri J.K. Jain, Sr. Vice President (Fin. & Com.) & Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters, things, etc. as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."



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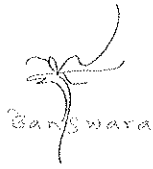
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Shri Ravi Toshniwal, Shri R.L.Toshniwal, Shri Rakesh Mehra and Shri Shaleen Toshniwal, the interested Directors in the resolution have not participated while considering this agenda item.

// CERTIFIED TO BE TRUE //

For BANSWARA SYNTEX LIMITED,

(R.L. TOSHNIWAL)
CHAIRMAN



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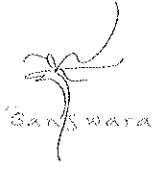
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- (i) **Salary:** Rs. 3,75,000/- per month basic salary, w.e.f. 01.01.2012 which shall be increased every year on 1st April by Rs. 30,000/- in the scale of Rs. 3,75,000- 30,000 - 4,35,000/-. The first increase in the above salary will be on 01.04.2013.
- (ii) **Commission:** 1% commission on the net profit of the company, computed in the manner laid down in the Companies Act, 1956. The commission will be paid subject to overall limit prescribed under the Companies Act, 1956. The first such 1% commission of the net profit, will be paid to Shri R.L. Toshniwal, Chairman of the Company and thereafter balance available profit, will be equally distributed to Shri Shaleen Toshniwal, Joint Managing Director, Shri Ravi Toshniwal, Managing Director and Shri Rakesh Mehra, Vice Chairman of the Company, subject to maximum ceiling of 1% Commission to each one of them on net profit of the Company as above.
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PART – A

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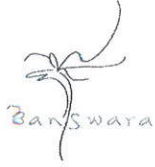
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PART – C

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- (iv) Where, in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Shri Shaleen Toshniwal subject to the applicable provisions of Schedule XIII of the said Act."

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and Shri Shaleen Toshniwal be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT Shri R.L. Toshniwal, Chairman & Managing Director, Shri Ravi Toshniwal, Jt. Managing Director, Shri Rakesh Mehra, Whole-Time Director and Shri J.K. Jain, Sr. Vice President (Fin. & Com.) & Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters, things, etc. as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.



An IS / ISO 9001:2008 Company

www.banswarasyntex.com

BANSWARA SYNTEX LIMITED

Registered Office & Mills:

Industrial Area, Dahod Road, BANSWARA – 327 001 (Rajasthan)

Ph No. : +91 2962 240690-91, 93, 257679 - 681 Fax: (02962) 240692



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Shri Shaleen Toshniwal, Shri R.L.Toshniwal, Shri Ravi Toshniwal and Shri Rakesh Mehra, the interested Directors in the resolution have not participated while considering this agenda item.

// CERTIFIED TO BE TRUE //

For BANSWARA SYNTEX LIMITED,

(R.L. TOSHNIWAL)
CHAIRMAN