



August 07, 2020.

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai- 400051

BSE Limited
Listing Department
P.J. Towers, 1st Floor,
Dalal Street, Fort,
Mumbai – 400 001

Ref: Scrip Name: BHAGERIA

Scrip Code: 530803

Sub: Notice of the 31st Annual General Meeting (AGM)

Dear Sir/Madam,

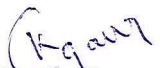
Please find enclosed herewith Notice of the 31st Annual General Meeting of Bhageria Industries Limited scheduled to be held on Saturday, August 29, 2020 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

This is for your information and records.

Thanking You,

Yours faithfully,

For Bhageria Industries Limited


Ketan Gaur
Company Secretary
& Compliance Officer



NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting (AGM) of the Members of BHAGERIA INDUSTRIES LIMITED (CIN: L40300MH1989PLC052574) will be held on Saturday, August 29, 2020 at 11.00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020, including the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended March 31, 2020.
3. To appoint a Director in place of Mr. Vikas Bhageria (DIN: 02976966) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Approval of appointment of Mr. Ganapati Dadasaheb Yadav, Independent Director for a term of 5 consecutive years:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Ganapati Dadasaheb Yadav(DIN: 02235661), who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 21, 2019 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the appointment of Mr. Ganapati Dadasaheb Yadav (DIN: 02235661), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from October 21, 2019 to October 20, 2024, be and is hereby approved.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

5. **Approval of appointment of Ms. Ameya Prakash Jadhav, Independent Director for a term of 5 consecutive years:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Ms. Ameya Prakash Jadhav (DIN: 08696918), who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 01, 2020 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the appointment of Ms. Ameya Prakash Jadhav (DIN: 08696918), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from April 01, 2020 to March 31, 2025, be and is hereby approved.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

6. Payment of Remuneration to M/s Poddar & Co., Cost Accountants (Firm Registration No. 101734), the Cost Auditors of the Company for the Financial Year 2020-21:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Poddar & Co., Cost Accountants (Firm Registration No. 101734) appointed by the Board of Directors to conduct the audit of the cost records of the Company, be paid a remuneration for the Financial Year ending March 31, 2021 of ₹ 90000/- plus GST as applicable and out of pocket expenses as may be incurred by them in connection with the aforesaid audit."

Registered Office:

1002, Topiwala Centre,
Off S. V. Road,
Goregaon [West],
Mumbai -400062.
Date: June 26, 2020.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
CHAIRPERSON
(DIN: 00540285)

NOTES:

1. In view of the situation arising due to COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD1/ CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 31st AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company.
2. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 31st AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").



5. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
6. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. are being sent only through electronic mode to those Members whose email addresses are registered with the RTA / Depositories. Members may note that the Notice and Annual Report 2020 will also be available on the Company's website www.bhageriagroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.

Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.
 - a. For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company/RTA at: info@bhageriagroup.com or support@sharexindia.com. Member can also update/register their email id directly at https://sharexindia.com/Email_Register.html
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
7. In all correspondence with the Company/RTA, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution / authorization letter to the Company at info@bhageriagroup.com or upload on the VC portal / e-voting portal.
10. A statement giving the details of the Directors seeking appointment/re-appointment, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / Chairpersonships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements), 2015, are provided in the Annexure.
11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 22. The voting facility through electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not casted their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system.
12. The process and manner for e-voting and process of joining meeting through video conferencing alongwith other details also forms part of the Notice.
13. The Register of Members and the Share Transfer Books of the Company will remain closed from August 22, 2020 to August 29, 2020 (both days inclusive).
14. The dividend on Equity Shares, if declared at the Annual General Meeting of the Company will be payable on or after September 03, 2020 to those members:
 - a) Whose names appear as members in the Register of Members of the Company after giving effect to valid share Transfer/transmissions/ transposition in physical form lodged with the Company / Registrar and Transfer Agent on or before August 21, 2020; and
 - b) Whose names appear as Beneficial Owners in the list of Beneficial Owners at the closure of business hours on August 21, 2020 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
15. Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") as amended from time to time, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority.

The details of dividend paid by the Company and the corresponding due dates for transfer of unencashed dividend to IEPF are furnished hereunder:

Sr. No	Year ended	Date of Declaration	Due date of Transfer to IEPF
1.	31.03.2013	31.08.2013	30.09.2020
2.	31.03.2014	26.07.2014	25.08.2021
3.	31.03.2015	01.08.2015	31.08.2022
4.	31.03.2016	13.08.2016	12.09.2023
5.	31.03.2017	02.12.2017	08.01.2025
6.	31.03.2018	21.07.2018	27.08.2025
7.	31.03.2019	21.01.2019 (Interim Dividend)	27.02.2026
8.	31.03.2019	31.08.2019	07.10.2026

Members who have not encashed the dividend so far in respect of the above financial years, are therefore, requested to make their claims to the Registrar & Transfer Agent of the Company or the Company at its Registered Office, with full details.

16. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company through email at accounts.mumbai@bhageriagroup.com at least seven days before the date of the meeting.

17. (a) Members holding shares in physical form are requested to notify immediately any change in their postal address, email address, telephone/mobile number, Permanent Account Number (PAN), nominations, bank details such as name of bank and branch, bank account number, MICR code, IFSC code etc. to the Registrar and Transfer Agent of the Company and who are desirous to availing the facility of Electronic Credit of Dividend are requested to contact Registrar and Transfer Agent of the Company at the address given below:

M/s SHAREX DYNAMIC (INDIA) PVT.LTD
UNIT: (BHAGERIA INDUSTRIES LIMITED)
C 101, 247 Park, LBS Marg, Vikhroli West,
Mumbai-400083
Tel: 022 28515606/28515644
Email: support@sharexindia.com

- (b) Member holding shares in physical form can also update/register their email address, mobile number and bank details directly at https://sharexindia.com/Email_Register.html or https://sharexindia.com/Bank_Register.html

- (c) Members holding shares in demat form, please contact your depository participant and give suitable instructions to update your bank details, postal addresses, email id, telephone/Mobile number, Permanent Account Number (PAN) etc.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
19. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rate. For the prescribed rates of various categories, the shareholders are requested to refer the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company /RTA (In case shares are held in physical mode) and depository (in case shares are held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H at <https://sharexindia.com/submission-of-form-15g-15h.html> on or before August 22, 2020, to avail the benefit of non-deduction of tax at source. Resident Shareholders are requested to note that in case their PAN is not registered or if the PAN provided to the company/RTA is invalid, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence by submitting necessary documents/forms/declaration i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits, at <https://sharexindia.com/submission-of-form-15g-15h.html> on or before August 22, 2020.

20. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialise the Equity Shares of the Company, promptly.

21. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to info@bhageriagroup.com or snt@bhageriagroup.com.

22. VOTING THROUGH ELECTRONIC MEANS:

A. INSTRUCTION FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility. The detailed procedure to be followed in this regard has been given below. The members are requested to go through it carefully.

- ii. The Board of Directors of the Company has appointed Mr. Mahesh Soni, failing him, Ms. Sonia Chettiar, Partner of GMJ & Associates, Company Secretaries, as Scrutiniser to scrutinize the votes cast through remote e-voting and during AGM in a fair and transparent manner.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- iv. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. August 22, 2020.
- vi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off

date, i.e. August 22, 2020 only shall be entitled to avail the facility of e-voting / remote e-voting.

- vii. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. August 22, 2020, may obtain the User ID and password from SHAREX DYNAMIC (INDIA) PVT. LTD (Registrar & Transfer Agent of the Company).
- viii. The Scrutiniser, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than 48 Hours of conclusion of the Meeting, make a consolidated scrutiniser's report and submit the same to the CHAIRPERSON. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company (www.bhageriagroup.com) and on the website of CDSL <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- ix. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 29, 2020.

The instructions for shareholders voting electronically are as under:

- a. The voting period begins on August 26, 2020 at 9.00 a.m. and ends on August 28, 2020 at 5.00 p.m. During this period, shareholder's of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of August 22, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting.
- c. The shareholders should log on to the e-voting website www.evotingindia.com
- d. Click on Shareholders/Members.
- e. Now Enter your user ID
- For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

- h. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date Of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).

- i. After entering these details appropriately, click on "SUBMIT" tab
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the relevant BHAGERIA INDUSTRIES LIMITED on which you choose to vote.
- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- r. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

t. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;info@bhageriagroup.com or snt@bhageriagroup.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

u. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

- v. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

B. INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY DURING THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

23. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.

Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility

of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@bhageriagroup.com or snt@bhageriagroup.com.
5. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@bhageriagroup.com/snt@bhageriagroup.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
24. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO 4.

Mr. Ganapati Dadasaheb Yadav was appointed as an Additional Director (Independent Capacity) of the Company with effect from October 21, 2019. Your Board proposes to regularize his appointment and appoint him as an Independent Director of the Company under Section 149 and Regulation 16(1)(b) of the Listing Regulations, for one term of Five Years, commencing from October 21, 2019.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Ganapati Dadasaheb Yadav, being eligible for appointment as Independent Director offers himself for appointment, is proposed to be appointed as Independent Director for one term of five consecutive years from October 21, 2019 upto October 20, 2024.

In the opinion of the Board, Mr. Ganapati Dadasaheb Yadav fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for his appointment as Independent Director of the Company and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail

services of Mr. Ganapati Dadasaheb Yadav as Independent Director of the Company.

Accordingly, the Board recommends the passing of Resolution as set out in the Item No. 4 of the Notice with respect to eligibility and appointment of Mr. Ganapati Dadasaheb Yadav as Independent Director of the Company for one term of five consecutive years with effect from October 21, 2019 to October 20, 2024, for approval of the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for his respective appointment, is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

ITEM NO 5.

In accordance with Regulation 17 of Listing Regulations which states that the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020, Ms. Ameya Prakash Jadhav was appointed as an Additional Director (Independent Capacity) of the Company with effect from April 01, 2020. Your Board proposes to regularize her appointment and appoint her as an Independent Director of the Company under Section 149 and Regulation 16(1)(b) of the Listing Regulations, for one term of Five Years, commencing from April 01, 2020.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections

149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Ms. Ameya Prakash Jadhav, being eligible for appointment as Independent Director offers herself for appointment, is proposed to be appointed as Independent Director for one term of five consecutive years from April 01, 2020 upto March 31, 2025.

In the opinion of the Board, Ms. Ameya Prakash Jadhav fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for her appointment as Independent Director of the Company and is independent of the management.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Ameya Prakash Jadhav as Independent Director of the Company.

Accordingly, the Board recommends the passing of Resolution as set out in the Item No. 5 of the Notice with respect to eligibility and appointment of Ms. Ameya Prakash Jadhav as Independent Director of the Company for one term of five consecutive years with effect from April 01, 2020 to March 31, 2025, for approval of the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for her respective appointment, is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

ITEM NO 6:

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor, M/s. Poddar & Co, Cost Accountants to conduct the audit of the cost records of the Company at ₹ 90000/- plus GST, as applicable, to be paid as remuneration for the financial year ending March 31, 2021.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 6 of the Notice, for ratification of the remuneration amounting to ₹90000/-plus GST, as applicable and out of pocket expenses, if any, payable to the Cost Auditors for Cost Audit for the financial year ending March 31, 2021, in respect of products of the Company covered under The Companies (Cost Records and Audit) Amendment Rules, 2014.

Accordingly, the Board recommends the passing of Resolution as set out in the Item No.6 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 6 of this Notice.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015.

Name	Mr. Ganapati Dadasaheb Yadav
Directors Identification Number (DIN)	02235661
Date of Birth	September 14, 1952
Age	67 years
Date of first appointment on the Board	October 21, 2019
Brief Resume & Nature of expertise in specific functional areas	Professor G.D. Yadav is one of the topmost, highly prolific and accomplished engineering-scientists in India. He is internationally recognized by many prestigious and rare awards as an academician, researcher and innovator, including his seminal contributions to education, research and innovation in Green Chemistry and Engineering, Catalysis, Chemical Engineering, Energy Engineering, Biotechnology, Nanotechnology, and Development of Clean and Green Technologies. For 10.5 years, he served as the Founding Vice Chancellor and R.T. Mody Distinguished Professor, and Tata Chemicals Darbari Seth Distinguished Professor of Leadership and Innovation at the Institute of Chemical Technology (ICT), Mumbai, which is a Deemed-to-be-University having Elite Status and Centre of Excellence given by State Assembly on par with IITs/IISc/IISERs. He currently holds the titles of Emeritus Professor of Eminence and J.C. Bose National Fellow in ICT. He serves as the Adjunct Professor at University of Saskatchewan, Canada, RMIT University, Melbourne, Australia and Conjoint Professor, University of New Castle, Australia. He was conferred Padma Shri, the fourth highest civilian honour, by the President of India in 2016 for his outstanding contributions to Science and Engineering. He has been recipient of two honorary doctorates: D. Sc. (Hon. Causa, DYPU) and

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015. (Contd..)

D. Eng. (Hon. Causa, NIT Agartala). As the Vice Chancellor he created many records. Under his dynamic leadership, ICT made phenomenal progress having been declared as Category I institute, having started 23 new academic programmes, 5 new Departments and several Centres of Excellence, and establishment of two off-campus in Bhubaneswar with total support of IOCL and Marathwada with total support of Govt. of Maharashtra, and collected phenomenal funds. The ICT is listed in top 100 institutes in the Developing World by Times Higher Education Ranking in 2019. He has personally won over 125 national and international honours, awards, fellowships, editorships, and several Life Time Achievement Awards by prestigious industrial organizations. He is an elected Fellow of Indian National Science Academy, Indian Academy of Sciences, National Academy of Sciences, India, Indian National Academy of Engineering as well as The World Academy of Sciences, Trieste (TWAS). He is a Fellow of Royal Society of Chemistry, UK, Institution of Chemical Engineers, UK, Indian Institute of Chemical Engineers, Indian Chemical Society, and Indian Society for Technical Education, among others.

Details of last drawn remuneration	Please refer Corporate Governance Report
Number of Board Meeting attended during the year	Please refer Corporate Governance Report
Disclosure of relationship between directors inter-se	None
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board; and	1. Aarti Industries Limited Committee Membership-Audit Committee 2. Godrej Industries Limited Committee Membership-NIL 3. Meghmani Organics Limited Committee Membership-Audit Committee, Nomination & Remuneration Committee
Shareholding in Bhageria Industries Limited	Nil

Name	Ms. Ameya Prakash Jadhav
Directors Identification Number (DIN)	08696918
Date of Birth	September 02,1985
Age	34 Years
Date of First appointment on the Board	April 01,2020
Brief Resume & Nature of expertise in specific functional areas	Ms. Ameya Prakash Jadhav is an Assistant Professor in Atharva College of Engineering, Mumbai. She has a vast experience of more than 10 years in the field of Teaching and Social Organizations and having a qualification of M.E. and B.E in Electronics and Telecommunication and also M.A. in Sanskrit Language. She is also a Visiting faculty of Department of Sanskrit, University Of Mumbai. She is Language expert in Sensor Board Panel, Film Division, Ministry of Information and Broadcasting, Govt. of India. She has also worked as a review member for syllabus designing of Maharashtra International Education Board (MIEB),Govt. Of Maharashtra in 2018.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015. (Contd..)

	Ms. Ameya Prakash Jadhav is a Member of Managing Committee and Social Award Selection Committee of Keshav Srushti, Uttan. She is also associated with various NGO's like Lokmanya Seva Sangh, Vile Parle and Janvesa Samiti, Vile Parle. She was felicitated as an Extra Ordinary Woman on the Occasion of Swami Vivekanand Jayanti (National Youth Day) in Hindu Spiritual Service Fair, 2019 Mumbai and also felicitated as a Young Achiever on International Women's Day in 2015.
Details of last drawn remuneration	Not applicable
Number of Board Meeting attended during the year	Not applicable
Disclosure of relationship between directors inter-se	None
Name of Listed entities in which the person also holds the directorship and the membership of Committees of the Board; and	None
Shareholding in Bhageria Industries Limited	NIL

Registered Office:
 1002, Topiwala Centre,
 Off S. V. Road,
 Goregaon [West],
 Mumbai -400062.
 Date: June 26, 2020.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
 CHAIRPERSON
 (DIN: 00540285)