BANG OVERSEAS LTD.

UNIT NO. 405/406, KEWAL IND. ESTATE, S. B. MARG, LOWER PAREL (W), MUMBAI - 400 013. INDIA • CIN: L51900MH1992PLC067013

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October 1, 2014

To
The General Manager,
Department of Corporate Services,
BSE Ltd.
P.J. Towers, Dalal Street,
Fort, Mumbai- 400 001

To
The Manager,
Listing Department
The National Stock Exchange of India Ltd.
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East)Mumbai- 400 051

Dear Sir,

Ref: BSE Scrip Code: 532946 and NSE Symbol: BANG

Subject: Disclosure regarding voting results of the 22nd Annual General Meeting (AGM) of the Company as per clause 35A of the Listing Agreement.

Name of the Company	Bang Overseas Limited
Date of the AGM/~~EGM:~~	September 29, 2014
Book Closure Date	September 22, 2014 to September 29, 2014
Total number of shareholders on record date i.e. August 15, 2014 – cut off date for e-voting purpose):	5262
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:** **Total:**	 6 42 48
No. of Shareholders attended the meeting through Video Conferencing **Promoters and Promoter Group:** **Public:**	Not arranged

Details of the Agenda and Voting Results:

No.	Item No.	Resolution required Ordinary/ Special	Mode of voting - E-voting & Poll	Remark
	Ordinary Business:			
1.	Adoption of Audited Financial Statements for	Ordinary	E-Voting	Passed

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	the year ended 31st March, 2014 together with report of the Director's and Auditor's thereon.	Resolution	and Poll	unanimously
2.	Re-appointment of Mr. Brijgopal Bang (DIN 00112203) who retires by rotation	Ordinary Resolution	E-Voting and Poll	Passed unanimously
3.	Appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary Resolution	E-Voting and Poll	Passed unanimously
	Special Business:			
4.	Appointment of Mr. Vijay Dattatraya Ajgaonkar (DIN 00065102) as an Independent Director	Ordinary Resolution	E-Voting and Poll	Passed unanimously
5.	Appointment of Mr. Mithilesh Kumar Sinha (DIN 00011506) as an Independent Director	Ordinary Resolution	E-Voting and Poll	Passed unanimously
6.	Appointment of Mr. Subrata Kumar Dey (DIN 03533584) as an Independent Director	Ordinary Resolution	E-Voting and Poll	Passed unanimously
7	Approval for borrowing powers of the Board of Directors of the Company	Special Resolution	E-Voting and Poll	Passed unanimously
8.	Approval for creation of mortgage/ charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.	Special Resolution	E-Voting and Poll	Passed unanimously
9.	Approval for Revision in the Salary of Mr. Brijgopal Bang, Managing Director	Special Resolution	E-Voting and Poll	Passed unanimously
10.	Approval for Adoption of new Articles of Association of the Company.	Special Resolution	E-Voting and Poll	Passed unanimously

RESOLUTION NO. 1

Adoption of Audited Financial Statements for the year ended 31st March, 2014 together with report of the Director's and Auditor's thereon.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes -in favour	No. of votes -in against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and	9896368	7703682	77.84%	7703682	0	100.00%	0

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Promoter Group							
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3663632	1259	0.03%	1259	0	100.00%	0
Total	13560000	7704941	56.82%	7704941	0	100.00%	0

The above Resolution was passed unanimously.

RESOLUTION NO. 2

Re-appointment of Mr. Brijgopal Bang (DIN 00112203) who retires by rotation

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes -in favour	No. of votes -in against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and Promoter Group	9896368	7703682	77.84%	7703682	0	100.00%	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3663632	1259	0.03%	1259	0	100.00%	0
Total	13560000	7704941	56.82%	7704941	0	100.00%	0

The above Resolution was passed unanimously.

RESOLUTION NO. 3

Appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration

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Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes -in favour	No. of votes -in against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and Promoter Group	9896368	7703682	77.84%	7703682	0	100.00%	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3663632	1259	0.03%	1259	0	100.00%	0
Total	13560000	7704941	56.82%	7704941	0	100.00%	0

The above Resolution was passed unanimously.

RESOLUTION NO. 4

Appointment of Mr. Vijay Dattatraya Ajgaonkar (DIN 00065102) as an Independent Director

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes -in favour	No. of votes -in against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and Promoter Group	9896368	7703682	77.84%	7703682	0	100.00%	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3663632	1259	0.03%	1259	0	100.00%	0
Total	13560000	7704941	56.82%	7704941	0	100.00%	0

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The above Resolution was passed unanimously.

RESOLUTION NO. 5

Appointment of Mr. Mithilesh Kumar Sinha (DIN 00011506) as an Independent Director

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes -in favour	No. of votes -in against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and Promoter Group	9896368	7703682	77.84%	7703682	0	100.00%	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3663632	1259	0.03%	1259	0	100.00%	0
Total	13560000	7704941	56.82%	7704941	0	100.00%	0

The above Resolution was passed unanimously.

RESOLUTION NO. 6

Appointment of Mr. Subrata Kumar Dey (DIN 03533584) as an Independent Director

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes -in favour	No. of votes -in against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and Promoter Group	9896368	7703682	77.84%	7703682	0	100.00%	0

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Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3663632	1259	0.03%	1259	0	100.00%	0
Total	13560000	7704941	56.82%	7704941	0	100.00%	0

The above Resolution was passed unanimously.

RESOLUTION NO. 7

Approval for borrowing powers of the Board of Directors of the Company

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes -in favour	No. of votes -in against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and Promoter Group	9896368	7703682	77.84%	7703682	0	100.00%	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3663632	1259	0.03%	1259	0	100.00%	0
Total	13560000	7704941	56.82%	7704941	0	100.00%	0

The above Resolution was passed unanimously.

RESOLUTION NO. 8

Approval for creation of mortgage/ charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of votes -in favour	No. of votes -in against	% of votes in favour on votes polled	% of votes against on votes polled

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			shares				
	(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and Promoter Group	9896368	7703682	77.84%	7703682	0	100.00%	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3663632	1259	0.03%	1259	0	100.00%	0
Total	13560000	7704941	56.82%	7704941	0	100.00%	0

The above Resolution was passed unanimously.

RESOLUTION NO. 9

Approval for Revision in the Salary of Mr. Brijgopal Bang, Managing Director

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes -in favour	No. of votes -in against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and Promoter Group	9896368	7703682	77.84%	7703682	0	100.00%	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3663632	1259	0.03%	1259	0	100.00%	0
Total	13560000	7704941	56.82%	7704941	0	100.00%	0

The above Resolution was passed unanimously.

RESOLUTION NO. 10

Approval for Adoption of new Articles of Association of the Company.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes -in favour	No. of votes -in against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)] *100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
Promoter and Promoter Group	9896368	7703682	77.84%	7703682	0	100.00%	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3663632	1259	0.03%	1259	0	100.00%	0
Total	13560000	7704941	56.82%	7704941	0	100.00%	0

The above Resolution was passed unanimously.

For **Bang Overseas Limited**

Hemali Gohil
Company Secretary

KOTHARI H. & ASSOCIATES
COMPANY SECRETARIES

208, P. J. Towers, Dalal Street,
Fort, Mumbai – 400 001.
Ph.: 022-2272 1831 / 6555 1120
E-mail: hiteshkotharics@yahoo.co.in

To,
The Chairman
Bang Overseas Limited
Masjid Manor, 16 HomiModi Street,
Fort, Mumbai – 400 023

Sub: Passing of Resolution through e-voting and poll conducted at the 22nd Annual General Meeting of Bang Overseas Limited ('the Company') held on 29th September, 2014.

The Board of the Company at its meeting held on 13th August, 2014 had appointed me as Scrutinizer for the e-voting, which was commenced on 24th September, 2014 at 9:00 a.m. and concluded on Friday, 26th September, 2014 at 6:00 p.m. and for the Poll held at the 22nd AGM of the Company on the 29th September, 2014.

The Company had appointed Karvy Computershare Private Limited (KARVY) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. Karvy Computershare Private Limited is also the Registrar and Share Transfer Agents of the Company. The e-voting results were unblocked by me on 27th September, 2014 in the presence of two witnesses. For further details kindly refer the Scrutinizer's Report dated 27th September, 2014 attached herewith.

At the 22nd AGM of the Company held on 29thSeptember, 2014, the Chairman of the Company had *suo-moto* called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. I had also acted as the Scrutinizer for the Poll process at the 22nd AGM of the Company. For further details kindly refer to my report in Form No. MGT 13 dated 30thSeptember, 2014.

(A) Summary of the number of members participated through e-voting is mentioned in the below table:

Number of Members who cast their votes through e-voting	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution (s) mentioned hereunder
20	4283312	Various as mentioned under each of the Resolution

(B) Summary of the number of members participated through poll is mentioned in the below table

Number of Members who cast their votes through poll	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution (s) mentioned hereunder
22	3421650	Various as mentioned under each of the Resolution

(C) Summary of the number of members participated together through poll and E-voting is mentioned in the below table

Number of Members who cast their votes through poll and E-voting (A+B=C)	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution (s) mentioned hereunder
42	7704962	Various as mentioned under each of the Resolution

C. P. 5502
FCS 6038

The result of the E-voting together with that of the Poll is as under:

Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No. 1 of the Notice (As an Ordinary Resolution)	E-Voting	4283312	55.59%	0	0.00	0	0.00
	Poll	3421629	44.41%	0	0.00	21	100.00
	Total	**7704941**	**100.00**	**0**	**0.00**	**21**	**100.00**
Item No. 2 of the Notice (As an Ordinary Resolution)	E-Voting	4283312	55.59%	0	0.00	0	0.00
	Poll	3421629	44.41%	0	0.00	21	100.00
	Total	**7704941**	**100.00**	**0**	**0.00**	**21**	**100.00**
Item No. 3 of the Notice (As an Ordinary Resolution)	E-Voting	4283312	55.59%	0	0.00	0	0.00
	Poll	3421629	44.41%	0	0.00	21	100.00
	Total	**7704941**	**100.00**	**0**	**0.00**	**21**	**100.00**
Item No. 4 of the Notice (As an Ordinary Resolution)	E-Voting	4283312	55.59%	0	0.00	0	0.00
	Poll	3421629	44.41%	0	0.00	21	100.00
	Total	**7704941**	**100.00**	**0**	**0.00**	**21**	**100.00**
Item No. 5 of the Notice (As an Ordinary Resolution)	E-Voting	4283312	55.59%	0	0.00	0	0.00
	Poll	3421629	44.41%	0	0.00	21	100.00
	Total	**7704941**	**100.00**	**0**	**0.00**	**21**	**100.00**
Item No. 6 of the Notice (As an Ordinary Resolution)	E-Voting	4283312	100.00	0	0.00	0	0.00
	Poll	3421629	100.00	0	0.00	21	100.00
	Total	**7704941**	**100.00**	**0**	**0.00**	**21**	**100.00**
Item No. 7 of the Notice (As a Special Resolution)	E-Voting	4283312	55.59%	0	0.00	0	0.00
	Poll	3421629	44.41%	0	0.00	21	100.00
	Total	**7704941**	**100.00**	**0**	**0.00**	**21**	**100.00**
Item No. 8 of the Notice (As a Special Resolution)	E-Voting	4283312	55.59%	0	0.00	0	0.00
	Poll	3421629	44.41%	0	0.00	21	100.00
	Total	**7704941**	**100.00**	**0**	**0.00**	**21**	**100.00**
Item No. 9 of the Notice (As a Special Resolution)	E-Voting	4283312	55.59%	0	0.00	0	0.00
	Poll	3421629	44.41%	0	0.00	21	100.00
	Total	**7704941**	**100.00**	**0**	**0.00**	**21**	**100.00**
Item No. 10 of the Notice (As a Special Resolution)	E-Voting	4283312	55.59%	0	0.00	0	0.00
	Poll	3421629	44.41%	0	0.00	21	100.00
	Total	**7704941**	**100.00**	**0**	**0.00**	**21**	**100.00**

All the Resolutions as mentioned in the Notice dated August 13, 2014 of the 22nd AGM of Bang Overseas Limited stands passed under e-voting and poll unanimously.

I hereby confirm that I am maintaining the Registers received from the Service Provider both in electronically and manually form, in respect of the votes cast through e-voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You,
Yours faithfully,

For Kothari H.& Associates
Company Secretaries



Hitesh Kothari

FCS 6038/ COP No. 5502
Date :30thSeptember, 2014
Place: Mumbai