BHAGERIA INDUSTRIES LIMITED

(Formerly known as Bhageria Dye Chem Ltd.)

CIN : L40300MH1989PLC052574
OFFICE NO -1002, 10TH FLOOR, TOPIWALA CENTRE, OFF. S.V.ROAD, NEAR RAILWAY STATION, GOREGAON -W, MUMBAI 400 062.
Tel: +022 40436666 / Fax: +022 29271323 • Web: www.bhageriagroup.com

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Seventh Annual General Meeting (AGM) of the Members of BHAGERIA INDUSTRIES LIMITED (Formerly known as Bhageria Dye-Chem Limited) (CIN : L40300MH1989PLC052574) will be held on Saturday, 13th of August, 2016 at 11:00 a. m. at Lalit Restaurant Hall, Near Railway Station, Goregaon (West), Mumbai 400 062, Maharashtra, India 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, 2016, including the Audited Balance Sheet as at March 31, 2016, 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, 2016.

3. To appoint a Director in place of Mrs. Chandraprabha Bhageria (DIN : 01444875) who retires by rotation and being eligible, offers herself for re-appointment.

4. To ratify the appointment of Statutory Auditors, M/s. Sarda & Pareek, Chartered Accountants and fix their remuneration and in this regard 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 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modificatio n(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s. Sarda & Pareek, Chartered Accountants, Mumbai (Firm Registration Number 109262W with the Institute of Chartered Accountants of India), as Statutory Auditors of the Company, by resolution passed at the 25th AGM until the conclusion of the 28th AGM, be and is hereby ratified to hold office from the conclusion of 27th AGM till the conclusion of the 28th AGM on such remuneration as may be agreed upon by the Audit Committee / Board of Directors in consultation with the Statutory Auditors."

SPECIAL BUSINESS:

5. Payment of Remuneration to M/s. Sushil Kumar Mantri & Associates, Cost Accountants (Firm Registration No.101049), the Cost Auditors of the Company for the Financial Year 2016-17

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 rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Sushil Kumar Mantri & Associates, Cost Accountants (Firm Registration No.101049) 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, 2017 of ₹ 55,000/- plus service tax as applicable and out of pocket expenses as may be incurred by them in connection with the aforesaid audit.

Registered Office:
1002, 10th Floor,
Topiwala Centre,
Off S. V. Road,
Goregaon [West],
Mumbai - 400 062.
6th May, 2016.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
(DIN: 00540285)
CHAIRPERSON

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   The instrument appointing a Proxy should however be deposited at the registered office of the company duly completed not less than FORTY EIGHT hours before the commencement of the meeting.

   Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

2. 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. 21. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

3. 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.

4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

6. A statement giving the details of the Directors seeking reappointment, 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.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from 9th August , 2016 to 12th August, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.

8. The dividend on Equity Shares, if declared at the Annual General Meeting of the Company will be payable on or after 18th August, 2016 to those members

   (a) whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Transfer Agent on or before 8th August, 2016; and

   (b) whose names appear as Beneficial Owners in the list of Beneficial Owners on 8th August, 2016 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

9. Pursuant to the provisions of Section 205C of the Companies Act, 1956 (which is still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified), the Company has transferred on due dates, the unpaid or unclaimed dividend amount for the financial year ended March 31, 2008 to the Investor Education and Protection Fund (IEPF) established with the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on 1st August, 2015 (date of last Annual General Meeting) on the website of the Company (www.bhageriagroup.com),

as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

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.	31.03.2009	29.08.2009	28.09.2016
2.	31.03.2010	14.08.2010	13.09.2017
3.	31.03.2011	20.08.2011	19.09.2018
4.	31.03.2012	01.09.2012	30.09.2019
5.	31.03.2013	31.08.2013	30.09.2020
6.	31.03.2014	26.07.2014	25.08.2021
7.	31.03.2015	01.08.2015	31.08.2022

Members who have not encashed the dividend warrant(s) so far in respect of the above financial years, are therefore, and requested to make their claims to the Registrar of the Company or the Company at the Registered Office, with full details.

10. 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.
11. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
12. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
13. The Company's shares are listed on BSE Limited, Mumbai and NSE Limited.
14. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/S. SHAREX DYNAMIC (INDIA) PVT. LTD.

Unit : [BHAGERIA INDUSTRIES LIMITED]
Unit No.1, Luthra Ind. Premises, Andheri Kurla Road,
Safed Pool, Andheri (East), Mumbai - 400 072.
Tel: 022 2851 5606 / 2851 5644
Email: sharexindia@vsnl.com

15. (a) Members are informed that in order to avoid fraudulent encashment of dividend warrants they should send to the Registrar and Transfer Agent of the Company at the address given above under the signature of the Sole/ First Joint holder the information relating to Name and Address of the Banker along with the Pin Code Number and Bank Account Number to print on the Dividend Warrants.

    (b) Members desirous of availing the facility of Electronic Credit of Dividend are requested to send ECS Form to the Registrar and Transfer Agent of the Company at the address given above.

    (c) Members holding shares in dematerialized form and desirous to change or correct the bank account details should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR Code to the Depository Participant.
16. Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
17. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and

handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.

18. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.

19. In all correspondence with the Company, 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.

20. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

21. **Voting through electronic means:**

    (i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation,2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.

    (ii) The Board of Directors of the Company has appointed Shri Mahesh Soni, Partner, GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

    (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

    (iv) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.

    (v) 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. 6th August, 2016.

    (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. 6th August, 2016 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. 6th August, 2016, may obtain the User ID and password from SHAREX DYNAMIC (INDIA) PVT. LTD. (Registrar & Transfer Agents of the company).

    (viii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the CHAIRPERSON. The results declared along with the consolidated scrutinizer'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 Exchange.

    (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. 13th August, 2016.

    (x) **The instructions for shareholders voting electronically are as under:**

        (i) The voting period begins on 9.00 a.m. (IST) on 10th August, 2016 and ends at 5.00 p.m. (IST) on 12th August, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 6th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

        (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

        (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

        (iv) Click on Shareholders.

        (v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bk Details	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.
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 (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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 for 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant BHAGERIA INDUSTRIES LIMITED on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) 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 emailed 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 scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, 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.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

ITEM NO. 5:

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor, M/s. Sushil Kumar Mantri & Associates, Cost Accountants to conduct the audit of the cost records of the Company at ₹ 55,000/- plus service tax, as applicable, to be paid as remuneration for the financial year ending March 31, 2017.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the rules made thereunder, 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. 5 of the Notice, for ratification of the remuneration amounting to ₹ 55, 000/- plus service tax, as applicable and out of pocket expenses, if any, payable to the Cost Auditors for Cost Audit for the financial year ending March 31, 2017, in respect of products of the Company covered under The Companies (Cost Records and Audit) Amendment Rules, 2015.

The Board recommends the Resolution at Item No. 5 of the Notice for approval of the Members.

None of the Directors / Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of this Notice.

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

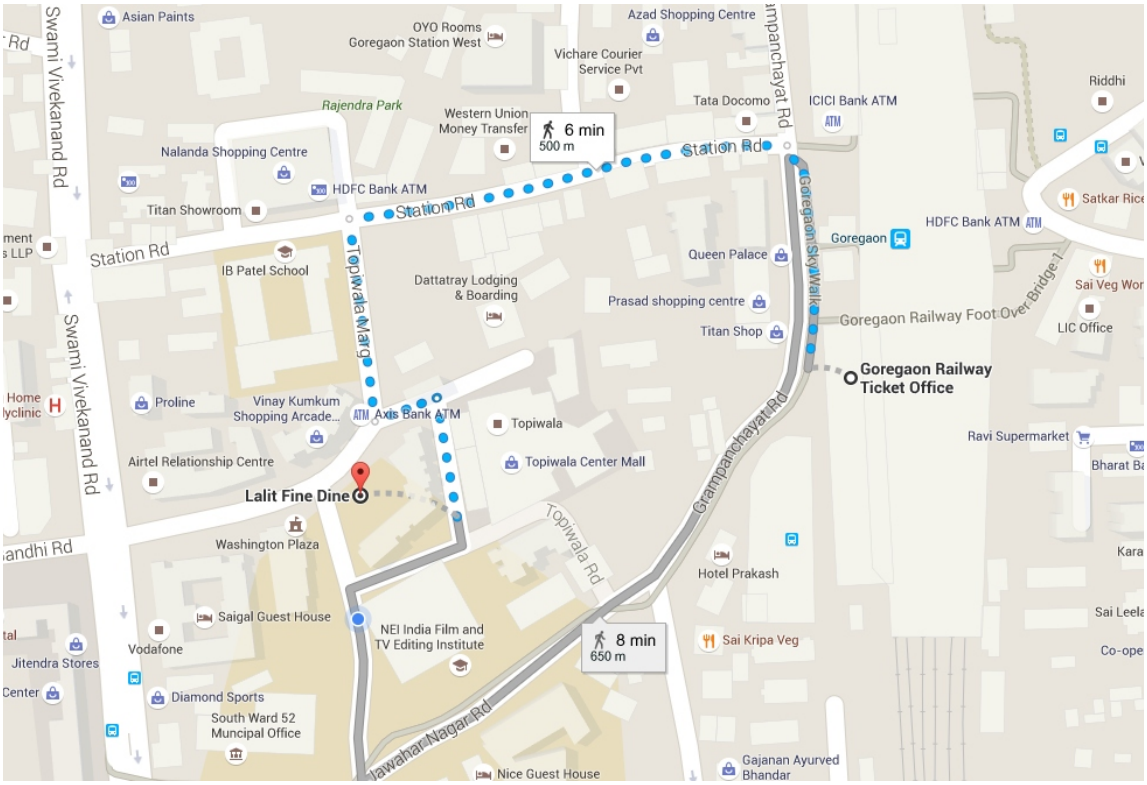
Name	Mrs. Chandraprabha Bhageria
Directors Identification Number (DIN)	01444875
Brief resume & Nature of expertise in specific functional areas	Mrs. Chandraprabha Bhageria has an experience of over 25 years in social activities, health and yoga.
Disclosure of relationship between directors inter-se	Spouse of Mr. Suresh Bhageria Mother of Mr. Vikas Bhageria
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board; and	NIL
Shareholding of Non-executive Director	214843 Equity Shares

Registered Office:
1002, 10th Floor,
Topiwala Centre,
Off S. V. Road,
Goregaon [West],
Mumbai - 400 062.
6th May, 2016.

For and on behalf of the Board
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
(DIN: 00540285)
CHAIRPERSON

The Route Map to the AGM Venue
Venue: Lalit Restaurant Hall, Near Rly. Station, Goregaon (West), Mumbai - 400 062.



BHAGERIA INDUSTRIES LIMITED

(Formerly known as Bhageria Dye Chem Ltd.)

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ATTENDANCE SLIP
27th ANNUAL GENERAL MEETING – 13th AUGUST, 2016

DP ID - Client ID / Folio No. :	
Name & Address of sole / First Member :	
Name of Joint Holder(s), if any	
Number of Equity Shares held	

I certify that I am a member / proxy for the member of the Company..

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company at Lalit Restaurant Hall, Near Railway Station, Goregaon (West), Mumbai 400 062 AT 11:00 a.m. on 13th August, 2016.

Member /Proxy's Signature

---------- Cut Here ----------

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN/Sequence Number
160628012		

NOTE : Please read the complete instructions given under the Note 21 (The instructions for shareholders voting through electronic means) to the Notice of the Annual General meeting. The Voting time starts from 9.00 a.m. (IST) on 10th August, 2016 and ends at 5.00 p.m. (IST) on 12th August, 2016. The voting module shall be disabled by CDSL for voting thereafter.

Printed by : D J Logistic Solutions Pvt. Ltd:- 93231 85444 e-mail - djprint260@gmail.com

BHAGERIA INDUSTRIES LIMITED

(Formerly known as Bhageria Dye Chem Ltd.)

Regd.Office: OFFICE NO -1002, 10TH FLOOR, TOPIWALA CENTRE, OFF. S. V. ROAD, NEAR RAILWAY STATION, GOREGAON -W, MUMBAI 400 062.

[Pursuant to the section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administation) Rule, 2014]

CIN No - L40300MH1989PLC052574

PROXY FORM

Name of the Members (s): _____

Registered Address: _____

_____ E-Mail Id: _____

Folio No/ Client Id:

DP ID:

No. of Shares :

I/We being the member(s) of the above name Company, here by appoint:

1) _____ of _____ having email id _____ or failing him

2) _____ of _____ having email id _____ or failing him

3) _____ of _____ having email id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Saturday 13th Day of August, 2016 at 11.00 a.m. at Lalit Restaurant Hall, Near Railway Station, Off S.V.Road, Goregaon (W), Mumbai - 400 062 and at any adjournment thereof in respect of such resolution as are indicated below.

** I wish my above Proxy to vote in the manner as indicated in the box below :

Resolutions	For	Against
1. Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.		
2. Declaration of Dividend on Equity Shares.		
3. Re-appointment of Mrs. Chandraprabha Bhageria) who retires by rotation.		
4. Ratifaction of appointment of M/s. Sarda & Pareek, Chartered Accountants as Auditors and fixing their remuneration.		
5. Approval of Related Party Transactions.		
6. Approval of the Remuneration of the Cost Autiors.		

Signed this _____ day of _____ 2016

Signature of shareholder : _____

Signature of Proxy holder(s): _____

Affix Rs. 1 Revenue Stamp

Note : (1) This form duly completed should be deposited at the Registered Office of the Company Not less than 48 hours before the commencement of Annual General Meeting of the Company.

** (2) This is only optional. Please put a 'X' in the appropriate column against a resolutions indicated in the box