

Tel. : 91-22-4043 6666  
Fax : 91-22-4043 6662  
Email : info@bhageriagroup.com  
Website : www.bhageriagroup.com



## **BHAGERIA INDUSTRIES LIMITED**

(FORMELY KNOWN AS BHAGERIA DYE CHEM LTD.)

REGD. OFFICE.: 1002, 10th FLOOR, TOPIWALA CENTRE, OFF S. V. ROAD,  
GOREGAON (WEST), MUMBAI - 400 062. CIN NO.: L40300MH1989PLC052574.

October 17, 2016

### **Department of Corporate Services**

#### **BSE Limited**

P. J. Towers,  
Dalal Street, Fort  
Mumbai - 400 001

*Scrip Code: 530803*

### **Listing Department**

#### **National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

*Scrip Symbol: BHAGERIA*

Dear Sirs,

### **Sub: Result of Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is further to our letter dated September 14, 2016 forwarding copy of the postal ballot notice. The postal ballot was conducted by the Company for obtaining approval of the members for (i) Sub-division of equity shares; and (ii) Alteration of Capital Clause in the Memorandum of Association of the Company.

We wish to inform you that Mr. Mahesh Kumar Soni, Partner of GMJ & Associates, Practicing Company Secretaries, scrutinizer appointed for conduction the postal ballot process has submitted his report to Chairman of the Company and the result of the postal ballot has been announced by the Chairman today, i.e. October 17, 2016 at the registered office of the Company.

As per the Scrutinizer's report, all the resolutions have been passed by the members with the requisite majority.

We enclose herewith a copy of the Scrutinizer's report and a statement containing details of voting results in the prescribed format pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,

**FOR BHAGERIA INDUSTRIES LIMITED**

  
**SURESH BHAGERIA**  
**CHAIRMAN**

**DIN- 00540285**

A GOVT. RECOGNISED EXPORT HOUSE

**CORR.OFF** : A1/101, VIRWANI IND. ESTATE, W. E. HIGHWAY, GOREGAON (E), MUMBAI - 400 063.

**WORKS** : PLOT NO. 6310, IV PHASE, G.I.D.C. VAPI-396195. GUJARAT, INDIA TELEFAX : 0260-2452366 / 3296601 FAX : 0260-2451247

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GOREGAON (WEST), MUMBAI - 400 062. CIN NO.: L40200MH1989PLC052574.

### Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

|                                                                                                                 |           |
|-----------------------------------------------------------------------------------------------------------------|-----------|
| Date of AGM / EGM/ Postal Ballot Declaration Date                                                               | 17-Oct-16 |
| Total number of shareholders on record date                                                                     | 6533      |
| No. of shareholders present in the meeting either in person or through proxy:                                   | N.A       |
| Promoters and Promoter Group:                                                                                   | N.A       |
| Public:                                                                                                         | N.A       |
| No. of Shareholders attended the meeting through Video Conferencing:<br>Promoters and Promoter Group:<br>Public | N.A       |

For BHAGERIA INDUSTRIES LTD. MUMBAI  
*[Signature]*  
Director

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 GOREGAON (WEST), MUMBAI - 400 062. CIN NO.: L40300MH1989PLC052574.

## RESOLUTION - 1

| Resolution required: (Ordinary/ Special)                                   |                                            | Ordinary Resolution |                             |                                                              |                             |                        |                                                           |                                                         |
|----------------------------------------------------------------------------|--------------------------------------------|---------------------|-----------------------------|--------------------------------------------------------------|-----------------------------|------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/ resolution? |                                            | No                  |                             |                                                              |                             |                        |                                                           |                                                         |
| Category                                                                   | Mode of Voting                             | No. of shares held  | No of votes polled          | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour    | No. of Votes - Against | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|                                                                            |                                            | 1                   | 2                           |                                                              | 4                           | 5                      |                                                           |                                                         |
| Promoter and Promoter group                                                | E-voting<br>Poll<br>Postal Ballot<br>Total | 3889941             | 955474<br>0<br>0<br>955474  | 24.56<br>0.00<br>0.00<br>24.56                               | 955474<br>0<br>0<br>955474  | 0<br>0<br>0<br>0       | 100.00<br>0.00<br>0.00<br>100.00                          | 0.00<br>0.00<br>0.00<br>0.00                            |
| Public Institutions                                                        | E-voting<br>Poll<br>Postal Ballot<br>Total | 0.00                | 0<br>0<br>0<br>0            | 0.00<br>0.00<br>0.00<br>0.00                                 | 0<br>0<br>0<br>0            | 0<br>0<br>0<br>0       | 0.00<br>0.00<br>0.00<br>0.00                              | 0.00<br>0.00<br>0.00<br>0.00                            |
| Public Non-Institutions                                                    | E-voting<br>Poll<br>Postal Ballot<br>Total | 4072809             | 2996<br>20732<br>0<br>23728 | 0.07<br>0.51<br>0.00<br>0.58                                 | 2891<br>20732<br>0<br>23623 | 105<br>0<br>0<br>105   | 96.495<br>100.00<br>0.00<br>99.557                        | 3.505<br>0.00<br>0.00<br>0.443                          |
| Total                                                                      |                                            | 7962750             | 979202                      | 12.30                                                        | 979097                      | 105                    | 99.989                                                    | 0.011                                                   |



A GOVT. RECOGNISED EXPORT HOUSE

CORR.OFF : A1/101, VIRWANI IND. ESTATE, W. E. HIGHWAY, GOREGAON (E), MUMBAI - 400 063.

WORKS : PLOT NO. 6310, IV PHASE, G.I.D.C. VAPI-396195. GUJARAT, INDIA TELEFAX : 0260-2452366 / 3296601 FAX : 0260-2451247

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REGD. OFFICE.: 1002;10th FLOOR, TOPIWALA CENTRE, OFF S. V. ROAD,  
 GOREGAON (WEST), MUMBAI - 400 062. CIN NO.:L40300MH1989PLC052574.

## RESOLUTION - 2

| Resolution required: (Ordinary/ Special)                                   |                                            | Special Resolution |                    |                                                              |                          |                        |                                                           |                                                         |
|----------------------------------------------------------------------------|--------------------------------------------|--------------------|--------------------|--------------------------------------------------------------|--------------------------|------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/ resolution? |                                            | No                 |                    |                                                              |                          |                        |                                                           |                                                         |
| Category                                                                   | Mode of Voting                             | No. of shares held | No of votes polled | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - Against | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|                                                                            |                                            | 1                  | 2                  |                                                              | 4                        | 5                      |                                                           |                                                         |
| Promoter and Promoter group                                                | E-voting<br>Poll<br>Postal Ballot<br>Total | 3889941            | 955474             | 24.56                                                        | 955474                   | 0                      | 100.000                                                   | 0.000                                                   |
|                                                                            |                                            |                    | 0                  | 0.00                                                         | 0                        | 0                      | 0.000                                                     | 0.000                                                   |
|                                                                            |                                            |                    |                    | 0.00                                                         |                          |                        | 0.000                                                     | 0.000                                                   |
|                                                                            |                                            | 3889941            | 955474             | 24.56                                                        | 955474                   | 0                      | 100.000                                                   | 0.000                                                   |
| Public Institutions                                                        | E-voting<br>Poll<br>Postal Ballot<br>Total | 0.00               | 0                  | 0.00                                                         | 0                        | 0                      | 0.000                                                     | 0.000                                                   |
|                                                                            |                                            |                    | 0                  | 0.00                                                         | 0                        | 0                      | 0.000                                                     | 0.000                                                   |
|                                                                            |                                            |                    |                    | 0.00                                                         |                          |                        | 0.000                                                     | 0.000                                                   |
|                                                                            |                                            | 0                  | 0                  | 0.00                                                         | 0                        | 0                      | 0.000                                                     | 0.000                                                   |
| Public Non-Institutions                                                    | E-voting<br>Poll<br>Postal Ballot<br>Total | 4072809            | 2996               | 0.07                                                         | 2891                     | 105                    | 96.495                                                    | 3.505                                                   |
|                                                                            |                                            |                    | 20732              | 0.51                                                         | 20732                    | 0                      | 100.000                                                   | 0.000                                                   |
|                                                                            |                                            |                    |                    | 0.00                                                         |                          |                        | 0.000                                                     | 0.000                                                   |
|                                                                            |                                            | 4072809            | 23728              | 0.58                                                         | 23623                    | 105                    | 99.557                                                    | 0.443                                                   |
| Total                                                                      |                                            | 7962750            | 979202             | 12.30                                                        | 979097                   | 105                    | 99.989                                                    | 0.011                                                   |



A GOVT. RECOGNISED EXPORT HOUSE

CORR.OFF : A1/101, VIRWANI IND. ESTATE, W. E. HIGHWAY, GOREGAON (E), MUMBAI - 400 063.

WORKS : PLOT NO. 6310, IV PHASE, G.I.D.C. VAPI-396195. GUJARAT, INDIA TELEFAX : 0260-2452366 / 3296601 FAX : 0260-2451247

### Report of Scrutinizer on E-voting and Postal Ballot Process

[Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules made there under as amended from time to time]

October 17, 2016.

The Chairperson,  
Bhageria Industries Limited  
Office No. 1002, 10<sup>th</sup> Floor,  
Topiwala Centre, Off. S. V. Road,  
Goregaon [West],  
Mumbai 400062

**Sub: Scrutinizer's Report on E-voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules made there under as amended from time to time:**

Dear Sir,

1. We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors for the purpose of scrutinizing the Postal Ballot Process in physical and e-voting under the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rules made thereunder as amended from time to time, in a fair and transparent manner in respect of the following Resolutions contained in the Postal Ballot Notice dated August 13, 2016 to the Equity Shareholders of M/s. Bhageria Industries Limited (CIN- L40300MH1989PLC052574):

- i. Sub-division of Equity Shares of the Company
- ii. Alteration of Capital Clause in the Memorandum of Association of the Company.

Contd..2



: 2 :

2. We have scrutinized the physical ballot forms and e-voting and the votes rendered therein are maintained electronically, and entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended from time to time).
3. We hereby submit our Report on the result of voting by Postal Ballot in physical and e-voting in respect of the said Resolutions:
  - 3.1. The Company completed dispatch of Postal Ballot forms on September 14, 2016 alongwith postage prepaid business reply envelopes to the Members of the Company, whose e-mail ID's were not registered with the Depositories/ Company and sent an email to those members, whose e-mail ID's were registered in the Register of Members/ Beneficiary Owners as on September 2, 2016.
  - 3.2. Particulars of the Postal Ballot forms received from the Members have been entered in the register separately maintained for that purpose.
  - 3.3. Few Envelopes containing Postal Ballot forms were returned undelivered and these envelopes were not opened and will be destroyed by the Company after announcement of the results.
  - 3.4. The Postal Ballot forms were kept under our safe custody in sealed and tamper proof ballot box, before commencing the scrutiny of such postal ballot forms.
  - 3.5. The ballot box was opened on October 14, 2016 in my presence and scrutinized. The compilation of the Register, in respect of the Postal Ballots containing the number of votes exercised, votes in favour, votes against and votes which were invalid and rejected was matched/ confirmed with the Register of Members of the Company/ list of Beneficial Owners received from the Depositories as on September 2, 2016.

Contd..3



:3:

- 3.6. All Postal Ballot forms received upto the close of working hours i.e. 5.00 p.m. (IST) on October 14, 2016, the last date and time fixed by the Company for receipt of the forms, were considered for our scrutiny. Envelopes containing postal ballot forms which were received after October 14, 2016, 5.00 p.m. IST were not considered for scrutiny. We have directed the Company to keep them separately, unopened. We did not find any defaced or mutilated ballot papers.
- 3.7. We have downloaded the E-voting Report from Central Depository Services (India) Limited (CDSL) website by using the Scrutinizer's Login ID and Password on October 14, 2016 after 5.00 p.m. Indian Standard Time(IST). All votes casted on E-voting Website of CDSL upto the close of working hours i.e. 5.00 p.m. (IST) on October 14,2016, the last date and time fixed by the Company for receipt of the forms, were considered for our scrutiny.
- 3.8. At the end of the e-voting period, the votes were unblocked electronically in the presence of two witnesses not in the employment of the Company.
4. A results of the Postal Ballot and e-voting are as under:

**ITEM NO. 1: ORDINARY RESOLUTION:****SUB-DIVISION OF EQUITY SHARES****(i) Votes in favour of the Resolution:**

| <u>Number of Members voted through E-voting</u> | <u>Number of votes cast (shares) E-voting</u> | <u>Number of Members voted by Postal Ballot</u> | <u>Number of votes cast (shares) Postal Ballot</u> | <u>Total Number of votes cast byE-voting and Postal Ballot</u> | <u>% of Total number of valid votes</u> |
|-------------------------------------------------|-----------------------------------------------|-------------------------------------------------|----------------------------------------------------|----------------------------------------------------------------|-----------------------------------------|
| 33                                              | 958,365                                       | 16                                              | 20732                                              | 979,097                                                        | 99.989                                  |

Contd..4



:4:

(ii) Votes against the Resolution:

| <u>Number of Members voted through E-voting</u> | <u>Number of votes cast (shares) E-voting</u> | <u>Number of Members voted by Postal Ballot</u> | <u>Number of votes cast (shares) Postal Ballot</u> | <u>Total Number of votes cast by E-voting and Postal Ballot</u> | <u>% of Total number of valid votes</u> |
|-------------------------------------------------|-----------------------------------------------|-------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------------|-----------------------------------------|
| 1                                               | 105                                           | -                                               | -                                                  | 105                                                             | 0.011                                   |

(iii) Invalid and rejected votes:

| <u>Number of Members voted through E-voting</u> | <u>Number of votes cast (shares) E-voting</u> | <u>Number of Members voted by Postal Ballot</u> | <u>Number of votes cast (shares) Postal Ballot</u> | <u>Total Number of votes cast through E-voting and Postal Ballot</u> |
|-------------------------------------------------|-----------------------------------------------|-------------------------------------------------|----------------------------------------------------|----------------------------------------------------------------------|
| -                                               | -                                             | 1                                               | 100                                                | 100                                                                  |

Contd..5



:5:

**ITEM NO. 2: SPECIAL RESOLUTION:**

**ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

**(i) Votes in favour of the Resolution:**

| <u>Number of Members voted through E-voting</u> | <u>Number of votes cast (shares) E-voting</u> | <u>Number of Members voted by Postal Ballot</u> | <u>Number of votes cast (shares) Postal Ballot</u> | <u>Total Number of votes cast by E-voting and Postal Ballot</u> | <u>% of Total number of valid votes</u> |
|-------------------------------------------------|-----------------------------------------------|-------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------------|-----------------------------------------|
| 33                                              | 958365                                        | 16                                              | 20732                                              | 979097                                                          | 99.989                                  |

**(ii) Votes against the Resolution:**

| <u>Number of Members voted through E-voting</u> | <u>Number of votes cast (shares) E-voting</u> | <u>Number of Members voted by Postal Ballot</u> | <u>Number of votes cast (shares) Postal Ballot</u> | <u>Total Number of votes cast by E-voting and Postal Ballot</u> | <u>% of Total number of valid votes</u> |
|-------------------------------------------------|-----------------------------------------------|-------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------------|-----------------------------------------|
| 1                                               | 105                                           | -                                               | -                                                  | 105                                                             | 0.011                                   |

**(iii) Invalid and rejected votes:**

| <u>Number of Members voted through E-voting</u> | <u>Number of votes cast (shares) E-voting</u> | <u>Number of Members voted by Postal Ballot</u> | <u>Number of votes cast (shares) Postal Ballot</u> | <u>Total Number of votes cast through E-voting and Postal Ballot</u> |
|-------------------------------------------------|-----------------------------------------------|-------------------------------------------------|----------------------------------------------------|----------------------------------------------------------------------|
| -                                               | -                                             | 1                                               | 100                                                | 100                                                                  |

**Contd..6**



:6:

5. The Registers, Postal ballot papers and other related documents are in our safe custody which will be handed over to the Company Secretary / Chairperson after declaration of votes and noting in the Minutes.
6. Accordingly, the above Resolutions as set out in the Notice of the Postal Ballot dated August 13, 2016 stands APPROVED by the Members with requisite majority.
7. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, for each Resolution is enclosed.
8. You may accordingly declare the result of the voting by Postal Ballot and e-voting.

We are thankful to you for the opportunity given to us to act as a Scrutinizer for the Postal Ballot Process, and also thank the officers of the Company and the RTA, for extending their wholehearted support and co-operation in carrying out the POSTAL BALLOT PROCESS successfully.

For GMJ & ASSOCIATES  
Company Secretaries



*[Signature]*  
[CS MAHESH SONI]  
PARTNER  
FCS: 3706; COP: 2324

PLACE: MUMBAI  
DATE: OCTOBER 17, 2016.