

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



# BHAGERIA INDUSTRIES LIMITED

(FORMERLY KNOWN AS BHAGERIA DYE-CHEM LTD.)

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

Date: September 02, 2017

To  
Listing Department,  
BSE LTD.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.  
Scrip Code: 530803

Listing Department,  
NSE LTD.  
Exchange Plaza,  
BKC, Bandra (E),  
Mumbai - 400 051.  
Scrip Code: BHAGERIA

Dear Sir/Madam,

**Sub: Intimation pursuant Regulation 47 of SEBI (LODR) Regulations, 2015 for Advertisements clippings.**

**Ref: Compliance under Regulation 47 of SEBI (LODR) Regulations, 2015**

Pursuant to provisions of Regulation 47 of the SEBI (LODR) Regulations, 2015, we attach herewith a copy of the Newspaper Advertisement(s) published in Free Press journal and Navshakti for notices sent to the Equity Shareholders for Postal Ballot Notice and National Company Law Tribunal Convened Meeting in connection with amalgamation of Nipur Chemicals Limited with Bhageria Industries Limited.

We request you to kindly take the above on record.

Yours Faithfully

Bhageria Industries Limited

  
Authorised Signatory



Encl. as above

A GOVT. RECOGNISED EXPORT HOUSE

FACTORY : PLOT NO. 6310, IV PHASE, G.I.D.C. VAPI-396195. GUJARAT, INDIA TELPHONE : 0260-2452366 / 8000916601



## BHAGERIA INDUSTRIES LIMITED

Registered office: Office No. 1002, 10<sup>th</sup> Floor, Topiwala Centre, Off S.V. Road, Goregaon (West), Mumbai - 400062 CIN: L40300MH1989PLC052574, Tel: 91-22-40436666 Fax: 91-22-40436666, Email: info@bhageriagroup.com, Website: www.bhageriagroup.com

### BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT MUMBAI

#### COMPANY SCHEME APPLICATION NO. 301 OF 2017

IN THE MATTER of the Companies Act, 2013 (and the erstwhile Companies Act, 1956);

AND

IN THE MATTER of Sections 230-232 read with other relevant provisions of the Companies Act, 2013 (and the erstwhile Sections 391 to 394 of the Companies Act, 1956);

AND

IN THE MATTER of BHAGERIA INDUSTRIES LIMITED;

AND

IN THE MATTER of Scheme of Amalgamation of Nipur Chemicals Limited ("Transferor Company") with Bhageria Industries Limited ("Transferee Company"), and their respective shareholders and creditors.

Bhageria Industries Limited  
(CIN: L40300MH1989PLC052574)  
a company incorporated under the provisions of the Companies Act, 1956 having its registered office at Office No. 1002, 10th Floor, Topiwala Centre, Off S.V. Road, Goregaon (West), Mumbai 400 062, Maharashtra

}  
} Applicant Company/Transferee Company

Notice is hereby given that by an order dated August 10, 2017, National Company Law Tribunal, Mumbai Bench ("NCLT") has directed a meeting to be held of the equity shareholders of the Applicant Company for the purpose of considering, and if thought fit, approving with or without modification, the amalgamation proposed to be made between Nipur Chemicals Limited ("Transferor Company") and Bhageria Industries Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme").

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of the equity shareholders of the Transferee Company will be held at Lalit Restaurant Hall, Ground Floor, Station Road, Near Topiwala Talkies, Goregaon West, Mumbai 400 062 on Tuesday, October 03, 2017 at 11:00 a.m at which time and place the said equity shareholders are requested to attend.

Copies of the said Scheme, and of the Explanatory the statement under section 230, 232, and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 can be obtained free of charge on a requisition being made for the same by the shareholders/creditors at the Registered Office of the Transferee Company. Persons entitled to attend and vote at the meeting (or respective meetings), may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Transferee Company at Office No. 1002, 10<sup>th</sup> Floor, Topiwala Centre, Off S.V. Road, Goregaon (West), Mumbai 400 062, not later than 48 hours before the meeting.

Forms of proxy can be obtained from the Registered Office of the Transferee Company.

The Tribunal has appointed **Shri Suresh Bhageria** and failing him, **Shri Vinod Bhageria** as Chairperson of the said meeting. The above-mentioned Scheme, if approved by the meeting, will be subject to the subsequent approval of the NCLT.

**Further Notice** is hereby given to the Equity shareholders of the Transferee Company that:

1. The Transferee Company has provided the facility of voting by postal ballot and e-voting so as to enable the equity shareholders, to consider and approve the scheme, The Transferee Company has also provided the facility of ballot/polling paper at the venue of the meeting. The Transferee Company has engaged the services of CDSL for facilitating e-voting services;
2. The cut off for determining the eligibility of equity shareholders for voting through postal ballot or e-voting is or voting at the venue of the meeting is August 25, 2017. A person whose name is in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled for voting. Persons who are not the equity shareholders of the Company as on the cut-off date should treat his notice for information purposes only;
3. Voting through postal ballot and e-voting by the equity shareholders will commence on September 3, 2017 at 9.00 a.m and shall end on October 2, 2017 at 5.00 p.m.;
4. Duly completed and signed postal ballot form should reach the scrutinizer on or before 5.00 p.m on October 2, 2017, any postal ballot form received after 5.00 p.m on October 2, 2017, shall not be considered and shall be treated as if the reply from the equity shareholder has not been received. Further, e-voting module shall be disabled by CDSL for voting on October 2, 2017 at 5.00 p.m;
5. The Transferee Company has on August 31, 2017, completed the dispatch of Notice along with the postal ballot form with instructions and a self-addressed postage prepaid Business reply Envelope amongst others, to the equity shareholders holding shares in either physical form or dematerialized form, as on the cut-off date i.e August 25, 2017. As such, the Notice sent to the equity shareholders would be deemed to be Notice sent to the Public shareholders of the Transferee Company;
6. Equity shareholders who have not received the postal ballot form can either download the same from the website of the Transferee Company, [www.bhageriagroup.com](http://www.bhageriagroup.com) or obtain duplicate postal ballot form from the registered office of the Transferee Company as stated above;
7. During the voting period, the equity shareholders can opt for only one mode for voting i.e either by postal ballot or e-voting. In case any equity shareholder cast the vote both via postal ballot or e-voting, then voting validity done through e-voting shall prevail. Equity shareholders who have cast their votes through postal ballot or e-voting may attend the meeting but shall not be entitled to cast their vote again;
8. The Notice including the postal ballot and e-voting instructions are available on the website of the Transferee Company at [www.bhageriagroup.com](http://www.bhageriagroup.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).
9. Mr. Mahesh Soni, Partner of G.M.J & Associates, Practicing Company Secretary (Membership no. FCS 3706) has been appointed as the Scrutinizer to conduct the postal ballot and e-voting process and the voting at the venue of the meeting in a fair and transparent manner;
10. In case of any query/grievance in relation to the voting by postal ballot or e-voting may be addressed to Mr. Shrinath Tiwari, Company Secretary of the Transferee Company at Office No. 1002, 10<sup>th</sup> Floor, Topiwala Centre, Off S.V. Road, Goregaon (West), Mumbai 400 062 or through e-mail to [snt@bhageriagroup.com](mailto:snt@bhageriagroup.com). Mr Shrinath Tiwari, Company Secretary of the Transferee Company can also be contacted at 91-22-4043 6632.

Dated this 1<sup>st</sup> day of September 2017  
Place: Mumbai

Sd/-  
**Suresh Bhageria**  
Chairman appointed for the meeting



# BHAGERIA INDUSTRIES LIMITED

Registered office: Office No. 1002, 10<sup>th</sup> Floor, Topiwala Centre, Off S.V. Road, Goregaon (West), Mumbai - 400062 CIN: L40300MH1989PLC052574, Tel: 91-22-40436666 Fax: 91-22-40436666, Email: info@bhageriagroup.com, Website: www.bhageriagroup.com

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AND

IN THE MATTER of Sections 230-232 read with other relevant provisions of the Companies Act, 2013 (and the erstwhile Sections 391 to 394 of the Companies Act, 1956);

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IN THE MATTER of BHAGERIA INDUSTRIES LIMITED;

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IN THE MATTER of Scheme of Amalgamation of Nipur Chemicals Limited ("Transferor Company") with Bhageria Industries Limited ("Transferee Company"), and their respective shareholders and creditors.

Bhageria Industries Limited  
(CIN: L40300MH1989PLC052574)  
a company incorporated under the provisions of the Companies Act, 1956 having its registered office at Office No. 1002, 10<sup>th</sup> Floor, Topiwala Centre, Off S.V. Road, Goregaon (West), Mumbai 400 062, Maharashtra

Applicant Company/Transferee Company

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Forms of proxy can be obtained from the Registered Office of the Transferee Company.

The Tribunal has appointed **Shri Suresh Bhageria** and failing him, **Shri Vinod Bhageria** as Chairperson of the said meeting. The above-mentioned Scheme, if approved by the meeting, will be subject to the subsequent approval of the NCLT.

**Further Notice** is hereby given to the Equity shareholders of the Transferee Company that:

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2. The cut off for determining the eligibility of equity shareholders for voting through postal ballot or e-voting is or voting at the venue of the meeting is August 25, 2017. A person whose name is in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled for voting. Persons who are not the equity shareholders of the Company as on the cut-off date should treat his notice for information purposes only;
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4. Duly completed and signed postal ballot form should reach the scrutinizer on or before 5.00 p.m on October 2, 2017, any postal ballot form received after 5.00 p.m on October 2, 2017, shall not be considered and shall be treated as if the reply from the equity shareholder has not been received. Further, e-voting module shall be disabled by CDSL for voting on October 2, 2017 at 5.00 p.m;
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6. Equity shareholders who have not received the postal ballot form can either download the same from the website of the Transferee Company, [www.bhageriagroup.com](http://www.bhageriagroup.com) or obtain duplicate postal ballot form from the registered office of the Transferee Company as stated above;
7. During the voting period, the equity shareholders can opt for only one mode for voting i.e either by postal ballot or e-voting. In case any equity shareholder cast the vote both via postal ballot or e-voting, then voting validity done through e-voting shall prevail. Equity shareholders who have cast their votes through postal ballot or e-voting may attend the meeting but shall not be entitled to cast their vote again;
8. The Notice including the postal ballot and e-voting instructions are available on the website of the Transferee Company at [www.bhageriagroup.com](http://www.bhageriagroup.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).
9. Mr. Mahesh Soni, Partner of G.M.J & Associates, Practicing Company Secretary (Membership no. FCS 3706) has been appointed as the Scrutinizer to conduct the postal ballot and e-voting process and the voting at the venue of the meeting in a fair and transparent manner;
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Dated this 1<sup>st</sup> day of September 2017  
Place: Mumbai

Sd/-  
**Suresh Bhageria**  
Chairman appointed for the meeting