



BHAGERIA INDUSTRIES LIMITED

(FORMELY KNOWN AS BHAGERIA DYE CHEM LTD.)

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

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: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the proceedings relating to declaration of result of voting by postal ballot.


Further, we wish to inform you that the alteration of Capital Clause in the Memorandum of Association of the Company has been approved by the members of the Company by substituting Clause V of the Memorandum of Association of the Company as below:

“The Authorized Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs 5/- (Rupees Five Only) each. The Company has power from time to time to increase or reduce its capital and to divided the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.”

This is for your information and records.

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

WRITTEN RECORD RELATING TO THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT AS REQUIRED TO BE MAINTAINED PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013 BY THE MEMBERS OF BHAGERIA INDUSTRIES LIMITED (Formerly known as BHAGERIA DYE-CHEM LIMITED) ON OCTOBER 17, 2016 AT 4 :00 P.M.

The Company, has at the Board Meeting held on August 13, 2016, decided to obtain consent of the Members pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 (including amendments thereunder), in respect of the following matters:

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

The Postal Ballot Notice dated August 13, 2016 was sent to the Members of the Company whose names appeared on the Register of Members / List of Beneficiaries as on September 2, 2016, and the dispatch of notice of postal ballot along with the postal ballot forms and postage prepaid business reply envelopes through speed post / courier was completed on September 14, 2016 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 with the Company.

As required under Rule 20 of the Companies (Management and Administration) Rules 2014 (including amendments thereunder), the Company has also made arrangement for voting by electronic means and availed the services of Central Depository Services (India) Limited (CDSL) to provide the facility to the members for voting by electronic means.

The Members were requested to return the physical ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the Scrutinizer before 5 P.M. IST on Friday, October, 14, 2016. In case of electronic voting, Members were requested to cast their votes electronically upto 5 P.M. (IST) on October 14, 2016.

The Board of Directors at their meeting held on August 13, 2016, have appointed Mr. Mahesh Soni, Partner, M/s. GMJ & Associates, Company Secretaries, to receive and scrutinize the completed Postal Ballot Forms (both E-voting and Physical Postal Ballots) received from the Members and for conducting the Postal Ballot in a fair and transparent manner and to submit his Report on October 17, 2016 to the Chairperson.

The Postal Ballot / E-voting period remained open from September 15, 2016 (9:00a.m.) till October 14, 2016 (5:00p.m.). As stated in Sub-Rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereunder). An advertisement was published by the Company in "Business Standard", English Newspaper, and "Tarun Bharat" Marathi edition Newspaper, on September 15, 2016, informing about



the completion of dispatch of the Postal Ballot Notices, by Speed Post /Courier/ Email to the Members along with other related matters mentioned therein.

A brief summary of the calendar of events for voting by postal ballot is as below:

Sr. No.	Particulars	Date
1.	Benpose Date for Sending Notice to shareholders	September 2, 2016
2.	Date of completion of dispatch of notice of Meeting in which the business will be transacted.	September 15, 2016
3.	Cut off Date determining list of Members for E- voting (7 days prior to date of AGM/EGM) [Not required for Postal Ballot]	N.A.
4.	Period for which E-voting facility is available and open to Members of the Company.	Start Dt: 15/09/2016 Start Time: 09:00 a.m. End Dt : 14/10/2016 End Time : 5:00 p.m.
5.	Date of declaration of the result by the Chairman	October 17, 2016
6.	AGM/EGM Date & Time	N.A.
7.	Book Closure Date	N.A.
8.	Paid-up Share Capital	Rs.7,96,27,500

The Scrutinizer carried out the scrutiny of the Postal Ballot Forms received physically and the votes polled electronically upto October 14, 2016, and the Scrutinizer submitted his report dated October 17, 2016 to the undersigned.

Summary of E-voting & Physical Postal Ballots was as follows:

Resolution Title	Votes in favour of the resolution		Votes against the resolution		PERCENTAGE	
	No. of Members	No. of Equity Shares	No. of Members	No. of Equity Shares	For	Against
Postal Ballot + Evoting						
Item No.1 - Sub-division of Equity Shares of the Company	49	979097	1	105	99.989	0.011



Resolution Title	Votes in favour of the resolution		Votes against the resolution		PERCENTAGE	
	No. of Members	No. of Equity Shares	No. of Members	No. of Equity Shares	For	Against
Postal Ballot + Evoting						
Item No.2 - Alteration of Capital Clause in the Memorandum of Association of the Company	49	979097	1	105	99.989	0.011

On the basis of the report the Scrutinizer, I hereby record that the following resolutions were passed by the Members of the Company with requisite majority.

ITEM NO. 1 - SUB-DIVISION OF EQUITY SHARES - AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), relevant provisions of Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the members be and is hereby accorded for sub-dividing each equity share of the Company having face value of Rs. 10/- into 2 (Two) Equity Shares having face value of Rs 5/- each fully paid-up on such date as may be fixed by the Board of Directors (hereinafter referred to as the “Board”, which expression shall be deemed to include a committee of directors duly constituted by the Board) for this purpose (‘record date’).

RESOLVED FURTHER that the sub-divided equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up Equity shares of Rs 10/- each of the Company.

RESOLVED FURTHER THAT upon sub-division of equity shares, the existing share certificates of the equity shares of the face value of Rs 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date and the Company may without requiring the surrender of the existing share certificates, directly issue and dispatch the new share certificates of the Company, in lieu of such existing share certificates within the prescribed time period and in case of equity shares held in dematerialised form, the sub-divided equity shares shall be credited to the beneficiary accounts of the members with their respective Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.



RESOLVED FURTHER that for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

(i) Votes in favour of the Resolution:

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

(ii) Votes against the Resolution:

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

(iii) Invalid and rejected votes:

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

RESULT

As the Number of votes casted in favour of the Resolution i.e. 99.989% is more than 3 times the number of vote cast against i.e. 0.011%, I report that the Ordinary Resolution under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including amendment thereunder), as set out in the Notice of Postal Ballot dated August 13, 2016 has been passed by the Members with requisite majority.



ITEM NO. 2 - ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY - AS A SPECIAL RESOLUTION:

“RESOLVED that pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for substituting clause V of the Memorandum of Association with the following:

V. The Authorized Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs 5/- (Rupees Five Only) each. The Company has power from time to time to increase or reduce its capital and to divided the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER that for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of the this resolution.”

(i) Votes in favour of the Resolution:

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



(ii) Votes against the Resolution:

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

(iii) Invalid and rejected votes:

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

RESULT

As the Number of votes casted in favour of the Resolution i.e. 99.989% is more than 3 times the number of vote cast against i.e. 0.011%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including amendment thereunder), as set out in the Notice of Postal Ballot dated August 13, 2016 has been passed by the Members with requisite majority.

DATE : OCTOBER 17, 2016.

PLACE: MUMBAI



For BHAGERIA INDUSTRIES LTD.

Bhageria

Director

CHAIRPERSON