



# BHAGERIA INDUSTRIES LIMITED

CIN: L40300MH1989PLC052574

Office No. 1002, 10th Floor, Topiwala Centre, Off S.V. Road, Goregaon (West), Mumbai 400062

Tel: +91-22-40436666 ; Fax :91-22-40436662 /63

Email:info@bhageriagroup.com; Website: www.bhageriagroup.com

## POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below for increase in Authorized Share Capital and consequential amendments to the Memorandum of Association of the Company and Issue of bonus shares, are proposed to be passed by the Members through Postal Ballot/Electronic voting (e-voting).

The Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ("the Board") has appointed Mr. Mahesh Kumar Soni (Membership No. F3706), Partner, M/s. GMJ & Associates, Company Secretaries failing him, Mrs. Sonia Chettiar (Membership No. A27582), Partner, M/s. GMJ & Associates, Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot/Remote E-voting process in a fair and transparent manner.

In compliance with Section 108 and other applicable provisions of the Act read with the related Rules (including any statutory modifications thereof, for the time being in force), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically, instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer not later than **5:00 p.m. on Thursday, July 04, 2019**. If any postal ballot is received after the said date, it will be considered that no reply from such Member has been received and such postal ballot would not be considered.

Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'Voting through Electronic means' in this Notice.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the Postal Ballot shall be declared on or before Saturday, July 06, 2019 and communicated to the Stock Exchanges, Depository, Registrar and Share transfer agent and shall also be displayed on the Company's website, www.bhageriagroup.com.

### **RESOLUTIONS:**

#### **Resolution No. 1- Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, and the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 14,00,00,000/- (Rupees Fourteen Crores only) divided into 2,80,00,000 (Two Crores Eighty Lakhs) equity shares of ₹ 5/- (Rupees Five only) each to ₹ 25,00,00,000/- (Rupees Twenty Five Crores) by creation of additional 2,20,00,000 (Two Crores Twenty Lakhs) equity shares of ₹ 5/- (Rupees Five only) each and consequently, existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

*"The Authorized Share Capital of Company is ₹ 25,00,00,000 (Rupees Twenty Five Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 5/- (Rupees Five only) each. The Company has power from time to time to increase or reduce its capital and to divide 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 or the legislative provisions for the time being in force in that behalf of the Company to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

#### **Resolution No. 2 – Issue of Bonus Shares**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the provisions of Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board",

which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the securities premium account of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of ₹ 5/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 1 (One) equity share for every 1 (One) existing equity shares held by the Members.

**RESOLVED FURTHER THAT** no allotment letters shall be issued to the allottees of the bonus shares and that members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari passu in all respects with the existing fully-paid up equity shares of the Company with a right to participate in dividend, if any, and other corporate action, recommended and declared after allotment of these bonus shares.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit."

On behalf of the Board  
For **BHAGERIA INDUSTRIES LIMITED**

Suresh Bhageria  
Chairman  
DIN: 00540285

Date: May 29, 2019  
Place: Mumbai

**Notes:**

1. The explanatory statement pursuant to Section 102 and 110 of the Companies Act, 2013, stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on May 24, 2019 (End of Day). The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant / the Company's Registrar and Share Transfer Agents. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice will be available on the Company's website at [www.bhageriagroup.com](http://www.bhageriagroup.com)
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on May 24, 2019 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or duplicate, he or she may send an email to [info@bhageriagroup.com](mailto:info@bhageriagroup.com)/[snt@bhageriagroup.com](mailto:snt@bhageriagroup.com). The Registrar and Transfer agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on May 24, 2019 (End Day). A person who is not a Member on the relevant date should treat this Notice for information purpose only.
8. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its Members holding equity shares as on the date i.e. May 24, 2019 (End of Day), to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by Central Depository Securities Limited (CDSL).
9. The vote on postal ballot cannot be exercised through proxy.
10. Members voting in physical form are requested to carefully read the instructions printed in the postal ballot form and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer not later than 5:00 p.m. on July 04, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. Any postal ballot form received after the said date and time period shall be treated as if the reply from the Member has not been received.

11. The Board of Directors of the Company (“the Board”) has appointed Mr. Mahesh Kumar Soni (Membership No. F3706), Partner, M/s. GMJ & Associates, Company Secretaries failing him, Mrs. Sonia Chettiar (Membership No. A 27582), Partner, M/s. GMJ & Associates, Company Secretaries as the Scrutinizer to conduct the Postal Ballot process including e-voting process in a fair and transparent manner.
12. All the material documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.
13. The Scrutinizer will submit his report to the Chairman or any other director after the completion of scrutiny of the postal ballots including e-votes submitted. The results of the postal ballot including e-voting will be announced on or before July 06, 2019 at the registered office of the Company and will also be displayed on the website of Company (www.bhageriagroup.com), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
14. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**15. Voting through Electronic means:**

In compliance with provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 9.00 a.m. (IST) on June 05, 2019 and ends on 5.00 p.m.(IST) on July 04, 2019. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of May 24, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/Members.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details 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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant ‘BHAGERIA INDUSTRIES LIMITED’ on which you choose to vote.
- (xii) 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.



- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **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](http://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](mailto: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 mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

### Resolution 1 and 2

The equity shares of your Company are listed and actively traded on the NSE and BSE, considering the growth in the business over the recent years and strong financial positions, the Board in its meeting held on May 29, 2019 with a view to reward the Shareholders of the Company, considered and approved a bonus issue of 1 (One) equity share for every 1 (One) existing equity share held, as on a record date to be determined by the Board.

Presently, the Authorized Share Capital of your Company is ₹ 14,00,00,000/- (Rupees Fourteen Crores) divided into 2,80,00,000 (Two Crores and Eighty Lakhs) Equity shares of ₹ 5/- (Rupees Five only) each. It is proposed to increase the Authorized Share Capital to ₹ 25,00,00,000/- (Rupees Twenty Five Crores only) by creation of additional 2,20,00,000 (Two Crores Twenty lakhs) Equity shares of ₹ 5/- (Rupees Five only) each. The increase in Authorized Share Capital as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company.

The increase in Authorized Share Capital and alteration of relevant clause(s) of the Memorandum of Association of the Company and issue of bonus equity shares, are subject to Members' approval in terms of Sections 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

Accordingly, resolutions 1 and 2 of this Notice seek Members' approval for increase in Authorized Share Capital and consequential amendments to Memorandum of Association of the Company and capitalization of the amount standing to the credit of the securities premium account for the purpose of issue of bonus equity shares on the terms and conditions set out in the resolutions.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolutions 1 and 2 of this Notice except to the extent of their shareholding in the Company or to the extent of the shareholding of companies/institutions/trusts/other entities of which they are directors or members or trustees or hold other similar positions.

The Board recommends the resolutions 1 and 2 for approval of the Members.

On behalf of the Board  
For **BHAGERIA INDUSTRIES LIMITED**

Suresh Bhageria  
Chairman  
DIN: 00540285

Date: May 29, 2019  
Place: Mumbai



# BHAGERIA INDUSTRIES LIMITED

CIN: L40300MH1989PLC052574

Office No. 1002, 10th Floor, Topiwala Centre, Off S.V. Road,  
Goregaon (West), Mumbai 400062

Tel: +91-22-40436666; Fax : +91-22-4043662/63

Email:info@bhageriagroup.com; Website: www.bhageriagroup.com

## POSTAL BALLOT FORM

Serial No.

1.	Name(s) and Registered Address of the sole / first-named shareholder	:		
2.	Name(s) of Joint-Holder(s), if any	:		
3.	Registered Folio No. /DP ID No. and Client ID No.	:		
4.	Number of Equity Shares held	:		
5.	I/We hereby exercise my /our vote in respect of the <b>Ordinary Resolutions</b> to be passed through Postal Ballot for the business stated in the Notice dated May 29, 2019 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (√) mark in the appropriate column.			
Sr. No.	Description	No. of equity held Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company			
2.	Issue of Bonus Shares			

Place:

Date:

(Signature of the Shareholder)

## ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

## **INSTRUCTIONS**

1. Please read instructions for e-voting, as mentioned in the Notice of Postal Ballot dated May 29, 2019 before exercising the votes.
2. Member(s) who do not have access to E-voting facility, can exercise their votes by filling this Postal Ballot Form.
3. Members may fill up the Postal Ballot Form printed overleaf (no other form or photocopy of the form will be permitted) and submit the same in the attached self-addressed business reply envelope To, The Scrutinizer, DJ CORPORATION, Unit: Bhageria Industries Limited, 24/26, Bomanji lane, Ground Floor, Behind fort fire brigade, Fort, Mumbai-400001., so as to reach by 5.00 PM on July 04, 2019. Postage will be borne and paid by the Company. However, envelopes containing postal ballot, if sent by courier / registered post at the expense of the shareholder, will also be accepted.
4. This Form should be completed and signed by the Members (as per the specimen signature registered with the Company / Depositories.) In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder.
5. The right of voting by Postal Ballot Form shall not be exercised by a Proxy.
6. In case the shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
7. A Member can opt for only one mode of voting i.e. either through E-voting or by Postal Ballot. If a Member casts votes by both modes, then voting done through E-voting shall prevail and Postal Ballot shall be treated as invalid.
8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on May 24, 2019.
9. There will be only one Postal Ballot Form for every Folio / DP-Client ID irrespective of number of joint shareholder(s).
10. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. The decision of the Scrutinizer on the validity of the Postal Ballot Form will be final.
11. The Scrutinizer will submit his report to the Company after completion of scrutiny of the Postal Ballot Forms. The Results of Postal Ballot will be announced on or before July 06, 2019. The results along with the Scrutinizer's Report shall be placed on the Company's website [www.bhageriagroup.com](http://www.bhageriagroup.com) and communicated to the Stock Exchange viz. BSE Limited (BSE) & NSE Limited (NSE).