



July 05, 2019.

To,

**National Stock Exchange of India Limited**

Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai- 400051

**BSE Limited**

Listing Department  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street, Fort,  
Mumbai – 400 001

**Script Name: BHAGERIA**

**Script Code: 530803**

**Sub: Results of Postal Ballot and e-voting**

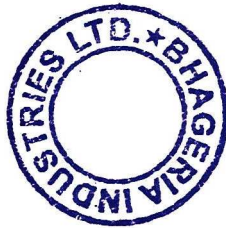
In accordance with the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed the voting results and Scrutinizer's Report for the resolutions for increase in the Authorised Share Capital and issue of Bonus Shares, as set out in the Postal Ballot Notice dated May 29, 2019.

The aforesaid resolutions have been approved by Members with requisite majority, and shall be deemed to have been passed on July 04, 2019, being the last date of receipt of postal ballot forms/ e-voting.

Thanking You,

Yours faithfully  
For Bhageria Industries Limited

Ketan Gaur  
Company Secretary  
& Compliance Officer



## Bhageria Industries Limited

Resolution Required : (Ordinary)		1 - Increase in Authorized Share Capital and consequent amendment to Memorandum of the Association of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={(2)/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={(4)/[2]}*100	% of Votes against on votes polled [7]={(5)/[2]}*100	
									Promoter and Promoter Group
	Poll	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>	<b>10178570</b>	<b>66.1754</b>	<b>10178570</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public Institutions	E-Voting	184475	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	
Public Non Institutions	E-Voting	6256427	2140218	34.2083	2140063	155	99.9928	0.0072	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		19916	0.3183	19916	0	100.0000	0.0000	
	<b>Total</b>		<b>2160134</b>	<b>34.5266</b>	<b>2159979</b>	<b>155</b>	<b>99.9928</b>	<b>0.0072</b>	
<b>Total</b>		<b>21822090</b>	<b>12338704</b>	<b>56.5423</b>	<b>12338549</b>	<b>155</b>	<b>99.9987</b>	<b>0.0013</b>	



## Bhageria Industries Limited

Resolution Required : (Ordinary)

2 - Issue of Bonus Shares

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	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	15381188	10178570	66.1754	10178570	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10178570</b>	<b>66.1754</b>	<b>10178570</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	184475	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	6256427	2140218	34.2083	2140198	20	99.9991	0.0009
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		18716	0.2991	18716	0	100.0000	0.0000
	<b>Total</b>		<b>2158934</b>	<b>34.5074</b>	<b>2158914</b>	<b>20</b>	<b>99.9991</b>	<b>0.0009</b>
<b>Total</b>		<b>21822090</b>	<b>12337504</b>	<b>56.5368</b>	<b>12337484</b>	<b>20</b>	<b>99.9998</b>	<b>0.0002</b>



FORM No. MGT-13

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairperson,  
**BHAGERIA INDUSTRIES LIMITED**  
Office No. 1002, 10th 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:

We, M/s. GMJ & Associates, Practicing Company Secretaries, represented by Sonia Chettiar, Partner (Membership No. ACS A27582), have been duly appointed by the Board of Directors at their meeting held on May 29, 2019 as the Scrutinizer to conduct the postal ballot process in physical and e-voting in respect of the following resolutions contained in the Notice dated May 29, 2019 to the Equity Shareholders of Bhageria Industries Limited ("Company") having CIN - L40300MH1989PLC052574, issued under Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration), Rules, 2014, as amended from time to time.

- 1- Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company.
- 2- Issue of Bonus Shares.

We hereby submit our Report on the results of voting by Postal Ballot in physical and e-voting in respect of the said Resolutions:



- 1- The Company has completed the dispatch of Postal Ballot forms alongwith postage prepaid business reply envelopes on June 4, 2019, by speed / registered post to those Members whose e-mail ID's were not registered with the Sharex Dynamic (India) Private Limited (Registrar & Share Transfer Agent ("RTA"))/Company and completed the dispatch of Postal Ballot notice by email on June 4, 2019, to those members whose e-mail ID's were registered with the RTA/Company.

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: 2 :

- 2- The Notice of Postal Ballot dated May 29, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the above mentioned resolution proposed through Postal Ballot on May 29, 2019.
- 3- The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the shareholders of the Company.
- 4- The shareholders of the Company holding shares as on the "cut-off" date of May 24, 2019 were entitled to vote on the resolution as contained in the Notice of Postal Ballot.
- 5- The voting period for remote e-voting commenced on Wednesday, June 5, 2019 at 09:00 a.m. (IST) and ended on Thursday, July 4, 2019 at 05:00 p.m. (IST) and the CDSL e-voting module was disabled thereafter. Votes cast through physical ballot forms received upto Thursday, July 4, 2019 at 05:00 p.m. (IST) were also considered.
- 6- The Postal Ballot forms were kept under our safe custody before commencing the scrutiny of such postal ballot forms.
- 7- The sealed envelopes containing Postal Ballots were opened at our office and votes cast under remote e-voting facility were thereafter unblocked in the presence of Mr. Tejas A. Ambukar and Mr. Shripad G. Nene, who were not in the employment of the Company and who have signed below as witness:  
  

 <b>Tejas A. Ambukar</b> 5, Shivram Nivas, Janu Pada, Akurli Road, Kandivali (E), Mumbai-400101.	 <b>Shripad G. Nene</b> A-13/201, Siddharth Nagar CHS, Opp. Ekta World, Borivali (E), Mumbai - 400066.
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- 8- We have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the CDSL e-voting system and the physical ballot forms received and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.
- 9- Few Envelopes containing Postal Ballot forms were returned undelivered. We have directed the Company to keep them separately, unopened and destroy it after announcement of the results.

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: 3 :

- 10- The Envelopes containing postal ballot forms which were received after Thursday, July 4, 2019 at 05:00 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.
- 11- Our responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a consolidated Scrutinizers Report of the votes cast in favour or against the resolution.
- 12- A summary of votes cast through postal ballot and votes cast through electronic means is given in **Annexure I**.
- 13- We have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Chairperson.
- 14- Accordingly, the Resolutions 1 & 2 as set out in the Notice of the Postal Ballot dated May 29, 2019 stands **APPROVED** by the Members with requisite majority.
- 15- 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 Scrutinizer for the Postal Ballot and e-voting 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



[CS SONIA CHETTIARI]

PARTNER

ACS: 27582; COP: 10130



Place: Mumbai

Date: July 5, 2019.

ANNEXURE I

BHAGERIA INDUSTRIES LIMITED

CIN: L40300MH1989PLC052574

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

Summary of votes cast through postal ballot and votes cast through electronic means for the resolution mentioned in the Postal Ballot Notice dated May 29, 2019

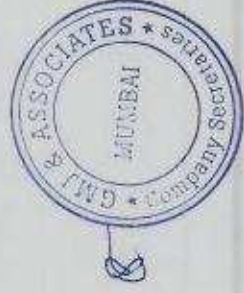
ITEM NO. 1: ORDINARY RESOLUTION:

Increase in Authorized Share Capital and consequent amendment to Memorandum of Association of the Company:

Mode of Voting	Total Valid Votes	Votes in Favor of Resolution		Votes Against the Resolution			Invalid Votes	
		No. of ballot/ e-voting entry	Nos.	% of total valid	No. of ballot/ e-voting entry	Nos.		% of total valid
E-voting	1,23,18,788	66	1,23,18,633	99.99	3	155	0.001	0
Poll/Ballot Voting	19,916	49	19,916	100.00	0	0	0	*421
Total	1,23,38,704	115	1,23,38,549		3	155		

NOTE:

In the Postal ballot voting out of total 54 nos. ballot forms:-  
\* 5 nos. ballot forms were marked as invalid.



**ITEM NO. 2: ORDINARY RESOLUTION:**

**Issue of Bonus Shares:**

Mode of Voting	Total Valid Votes	Votes in Favor of Resolution			Votes Against the Resolution			Invalid Votes
		No. of ballot/ e-voting entry	Nos.	% of total valid	No. of ballot/ e-voting entry	Nos.	% of total valid	
E-voting	1,23,18,788	67	1,23,18,768	99.99	2	20	0.001	0
Poll/Ballot Voting	18,716	46	18,716	100.00	0	0	0	*421
<b>Total</b>	<b>1,23,37,504</b>	<b>113</b>	<b>1,23,37,484</b>		<b>2</b>	<b>20</b>		

**NOTE:**

In the Postal ballot voting out of total 54 nos. ballot forms:-

- a. \*5 nos. ballot forms were marked as invalid.
- b. 3 nos. ballot forms entitled to 1200 votes abstained from voting.

