



Date: July 7, 2021

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai- 400051

BSE Limited
Listing Department
P.J. Towers, 1st Floor,
Dalal Street, Fort,
Mumbai - 400 001

Scrip Name: BHAGERIA

Scrip Code: 530803

Sub: Notice of 32nd Annual General Meeting ("AGM") of the Company for FY 2020-21 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Listing Regulations, attached herewith is the Notice and Explanatory Statement of the 32nd Annual General Meeting ("AGM") of the Company to be held on Saturday, July 31, 2021 at 11.30 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the relevant circulars issued by The Ministry of Corporate Affairs (MCA) and The Securities and Exchange Board of India (SEBI). The said Notice forms part of the Annual Report 2020-21.

The Annual Report containing the Notice is available on the website of the Company at <https://www.bhageriagroup.com/annual-report/>

This is for your information and records.

Thanking You,

Yours faithfully,
For Bhageria Industries Limited


Krunal Wala
Company Secretary
& Compliance Officer



Encl: As above

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the Members of Bhageria Industries Limited (CIN: L40300MH1989PLC052574) will be held on Saturday, July 31, 2021 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt;

- a. the Audited Standalone Financial Statements of the Company for the year ended March 31, 2021, including the Audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
 - b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2021, including the Audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date together with the Report of the Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended March 31, 2021.
 3. To appoint a Director in place of Mr. Suresh Bhageria (DIN: 00540285) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Approval of re-appointment of Mr. Suresh Bhageria (DIN: 00540285) as the Executive Chairman (Whole-time Director) of the company for a term of 3 years:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded for the re-appointment of Mr. Suresh Bhageria as the Executive Chairman (Whole-time Director) of the Company, liable to retire by rotation, for a period of 3

(three) years with effect from April 1, 2021 on the terms and conditions including remuneration as recommended by the Nomination & Remuneration Committee which is set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration including authority to determine/vary from time to time the amount of salary and commission payable to Mr. Suresh Bhageria in such manner as may be agreed to between the Board and Mr. Suresh Bhageria, subject to the same not exceeding the limits specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

5. Approval of re-appointment of Mr. Vinod Bhageria (DIN: 00540308) as Managing Director of the company for a term of 3 years:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to re-appoint Mr. Vinod Bhageria as Managing Director of the Company, not liable to retire by rotation, for a further period of 3 (three) years with effect from April 1, 2021 on the terms and conditions including remuneration as recommended by the Nomination & Remuneration Committee which is set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration including authority to determine/vary from time to time the amount of salary payable to Mr. Vinod Bhageria in such manner as may be agreed to between the Board and Mr. Vinod Bhageria, subject to the same not exceeding the limits specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

6. Approval of re-appointment of Mr. Vikas Bhageria (DIN: 02976966) as the Jt. Managing Director (Whole Time Director) of the company for a term of 3 years:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to re-appoint Mr. Vikas Bhageria as the Jt. Managing Director (Whole Time Director) of the Company, liable to retire by rotation, for a further period of 3 (three) years with effect from April 1, 2021 on the terms and conditions including remuneration as recommended by the Nomination & Remuneration Committee which is set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration including authority to determine/vary from time to time the amount of salary and commission payable to Mr. Vikas Bhageria in such manner as may be agreed to between the Board and Mr. Vikas Bhageria, subject to the same not exceeding the limits specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

7. Payment of Remuneration to M/s Poddar & Co., Cost Accountants (Firm Registration No. 101734), the Cost Auditors of the Company for the Financial Year 2021-22:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Poddar & Co., Cost Accountants (Firm Registration No. 101734) appointed by the Board of Directors to conduct the audit of the cost records of the Company, be paid a remuneration for the Financial Year ending March 31, 2022 of ₹1,05,000/- plus GST as applicable and out of pocket expenses as may be incurred by them in connection with the aforesaid audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Registered Office:
1002, Topiwala Centre,
Off S. V. Road, Goregaon [West],
Mumbai -400062.

Date: May 15, 2021
Place: Mumbai

For and on behalf of the Board of Directors
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
CHAIRMAN
(DIN: 00540285)

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/ CIR /P/2020/79 and SEBI/HO/CFD/CMD 2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 32nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company.
2. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 32nd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman's of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
5. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
6. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
7. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. are being sent only through electronic mode to those Members whose email addresses are registered with the RTA / Depositories. Members may note that the Notice and Annual Report 2021 will also be available on the Company's website www.bhageriagroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.

Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.
 - a. For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company/RTA at: info@bhageriagroup.com or rnt.helpdesk@linkintime.co.in Members can also update/register their email id directly at https://linkintime.co.in/emailreg/email_register.html
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
8. In all correspondence with the Company/RTA, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution / authorization letter to the Company at info@bhageriagroup.com or upload on the VC portal / e-voting portal.
11. A statement giving the details of the Directors seeking appointment/re-appointment, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / Chairmanships for

Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements), 2015, are provided in the Annexure.

12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 23. The voting facility through electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not cast their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system.
13. The process and manner for e-voting and process of joining meeting through video conferencing alongwith other details also forms part of the Notice.
14. The Register of Members and the Share Transfer Books of the Company will remain closed from **July 25, 2021 to July 31, 2021** (both days inclusive).
15. The dividend on Equity Shares, if declared at the Annual General Meeting of the Company will be payable **on or after August 5, 2021** to those members:
 - a) Whose names appear as members in the Register of Members of the Company after giving effect to valid share Transfer/transmissions/ transposition in physical form lodged with the Company / Registrar and Transfer Agent **on or before July 24, 2021**; and
 - b) Whose names appear as Beneficial Owners in the list of Beneficial Owners at the closure of business hours on **July 24, 2021** furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
16. Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") as amended from time to time, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority.

The details of dividend paid by the Company and the corresponding due dates for transfer of unencashed dividend to IEPF are furnished hereunder:

Sr. No	Year ended	Date of Declaration	Due date of Transfer to IEPF
1.	31.03.2014	26.07.2014	25.08.2021
2.	31.03.2015	01.08.2015	31.08.2022
3.	31.03.2016	13.08.2016	12.09.2023
4.	31.03.2017	02.12.2017	08.01.2025
5.	31.03.2018	21.07.2018	27.08.2025
6.	31.03.2019	21.01.2019 (Interim Dividend)	27.02.2026
7.	31.03.2019	31.08.2019	07.10.2026
8.	31.03.2020	29.08.2020	05.10.2027

Members who have not encashed the dividend so far in respect of the above financial years, are therefore, requested to make their claims to the Registrar & Transfer Agent of the Company or the Company at its Registered Office, with full details.

17. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company through email at accounts.mumbai@bhageriagroup.com at least seven days before the date of the meeting.
18. (a) Members holding shares in physical form are requested to notify immediately any change in their postal address, email address, telephone/ mobile number, Permanent Account Number (PAN), bank details such as name of bank and branch, bank account number, MICR code, IFSC code etc. to the Registrar and Transfer Agent of the Company and who are desirous to availing the facility of Electronic Credit of Dividend are requested to contact Registrar and Transfer Agent of the Company at the address given below:

LINK INTIME INDIA PRIVATE LIMITED
(UNIT: BHAGERIA INDUSTRIES LIMITED)
C-101, 247 Park, LBS Marg, Vikhroli West,
Mumbai - 400083
Tel: 022-49186270
Email: rnt.helpdesk@linkintime.co.in

- (b) Member holding shares in physical form can also update/register their email address, mobile number and bank details directly at https://linkintime.co.in/emailreg/email_register.html
- (c) Members holding shares in demat form, please contact your depository participant and give suitable instructions to update your bank details, postal addresses, email id, telephone/Mobile number, Permanent Account Number (PAN) etc.
- (d) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the RTA's website at <https://web.linkintime.co.in/client-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting your folio no.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rate. For the prescribed rates of various categories, the shareholders are requested to refer the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company /RTA (In case shares are held in physical mode) and depository (in case shares are held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> **on or before July 24, 2021**, to avail the benefit of non-deduction of tax at source. Resident Shareholders are requested to note that in case their PAN is not registered or if the PAN provided to the company/RTA is invalid, the tax will be deducted at a higher rate of 20%.
- Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence by submitting necessary documents/ forms/declaration i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits, at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> **on or before July 24, 2021**
21. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialise the Equity Shares of the Company, promptly.
22. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to info@bhageriagroup.com or snt@bhageriagroup.com.

23. VOTING THROUGH ELECTRONIC MEANS:

A. INSTRUCTION FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility. The detailed procedure to be followed in this regard has been given below. The members are requested to go through it carefully.

- ii. The Board of Directors of the Company has appointed Mr. Mahesh Soni, failing him, Ms. Sonia Chettiar, Partner of M/s. GMJ & Associates, Company

Secretaries, as Scrutiniser to scrutinize the votes cast through remote e-voting and during AGM in a fair and transparent manner.

- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- iv. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **July 24, 2021**.
- v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. **July 24, 2021** only shall be entitled to avail the facility of e-voting / remote e-voting.
- vi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **July 24, 2021**, may obtain the User ID and password from LINK INTIME INDIA PRIVATE LIMITED (Registrar & Transfer Agent of the Company).
- vii. The Scrutiniser, after scrutinizing the votes cast during the meeting and through remote e-voting, will, not later than two working days from the conclusion of the Meeting, make a consolidated scrutiniser's report and submit the same to the CHAIRMAN. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company (i.e. www.bhageriagroup.com) and on the website of CDSL <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- viii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **July 31, 2021**.

The instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:

- a. The voting period begins on **July 28, 2021 at 9.00 a.m. (IST)** and ends on **July 30, 2021 at 5.00p.m. (IST)** During this period, shareholder's of the Company, holding shares either in physical

form or in dematerialised form, as on the cut-off date (record date) of **July 24, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting.
- c. Pursuant to SEBI Circular **No. SEBI / HO / CFD / CMD / CIR / P / 2020 / 242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>If the users is already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If the user is not-registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Please follow steps given in points 1-5.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

e. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

1. The shareholders should log on to the e-voting [website www.evotingindia.com](http://www.evotingindia.com)
2. Click on Shareholders/Members.
3. Now Enter your user ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form

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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
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"> • 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 (3).

7. After entering these details appropriately, click on "**SUBMIT**" tab
8. 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 on 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.

9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 10. Click on the EVSN for the relevant **BHAGERIA INDUSTRIES LIMITED** on which you choose to vote
 11. 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.
 12. Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
 13. 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.
 14. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
 15. You can also take a print of the votes cast by clicking on **"CLICK HERE TO PRINT"** option on the Voting page.
 16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forged Password & enter the details as prompted by the system.
 17. 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.
 18. 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 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
 - 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 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 scrutiniser to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@bhageriagroup.com or snt@bhageriagroup.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM
 4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is

therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at info@bhageriagroup.com or snt@bhageriagroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at info@bhageriagroup.com or snt@bhageriagroup.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Annual General Meeting.
10. If any Votes are cast by the shareholders through the e-voting available during the Annual General Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting

is available only to the shareholders attending the meeting.

C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders-, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/ RTA email id.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO 4.

Mr. Suresh Bhageria is the Executive Chairperson (Whole-time Director) of the Company and his existing term has expired on March 31, 2021. Keeping in mind the contribution made by Mr. Suresh Bhageria towards the growth and performance of the Company, your Board of Directors at their meeting held on January 27, 2021, have re-appointed Mr. Suresh Bhageria as the Executive Chairman (Whole-time Director) of the Company. The terms of his re-appointment including remuneration and commission have been approved by the Nomination & Remuneration Committee and the Board at their meetings held on January 27, 2021 & May 15, 2021 respectively, subject to the approval of the Members at the ensuing Annual General Meeting.

The members please note that as per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, annual remuneration payable to Executive Directors, who are the promoters or the members of the promoter group exceeds five percent of the net profit calculated as per Section 198 of Companies Act, 2013 the approval is required by way of Special Resolution.

The information in respect of terms of re-appointment including remuneration are as follows:-

- a) **Salary:** ₹9,00,000/- per month in the scale of ₹9,00,000/- to ₹15,00,000/- per month, with authority to the Board on recommendation Nomination & Remuneration Committee to fix his salary from time to time within the scale.
- b) **Commission:** In addition to salary, Executive Chairman (WTD) would be paid commission not exceeding 3% of net profits of the Company calculated at the end of the financial year.

Minimum Remuneration:- Where in any financial year, during the tenure of Mr. Suresh Bhageria, Executive Chairman (Whole-Time Director), the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Suresh Bhageria, Executive Chairman (Whole-Time Director), remuneration by way of salary and commission not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

The Executive Chairman (Whole-time Director) satisfies all the conditions set out in Part –I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment.

This explanatory statement together with Annexure thereto be considered as memorandum setting out the terms of

re-appointment of Mr. Suresh Bhageria, Executive Chairman (Whole-Time Director) as specified under section 190 of the Companies Act, 2013 and rules made thereunder.

In compliance with the general circular no. 20/2020 issued by the MCA, Item No. 4 is considered unavoidable and forms part of this Notice.

Mr. Suresh Bhageria is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. Mr. Vinod Bhageria and Mr. Vikas Bhageria, being related to Mr. Suresh Bhageria, are deemed to be concerned and interested in the aforesaid resolution. Except the above-mentioned Directors, none of the Directors of the Company is concerned or interested in this resolution.

ITEM NO 5.

Mr. Vinod Bhageria is the Managing Director of the Company and his existing term has expired on March 31, 2021. Taking into account the role and responsibilities of Mr. Vinod Bhageria, your Board of Directors at their meeting held on January 27, 2021, have decided to re-appoint Mr. Vinod Bhageria as the Managing Director of the Company. The terms of his re-appointment including remuneration have been approved by the Nomination & Remuneration Committee and the Board, at their meeting held on January 27, 2021, subject to the approval of the Members at the ensuing Annual General Meeting.

The members please note that as per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, annual remuneration payable to Executive Directors, who are the promoters or the members of the promoter group exceeds five percent of the net profit calculated as per Section 198 of Companies Act, 2013 the approval is required by way of Special Resolution.

The information in respect of terms of re-appointment including remuneration are as follows:-

- a) **Salary:** ₹87,500/- per month, with authority to the Board on recommendation Nomination & Remuneration Committee to fix his salary from time to time within the scale.

Minimum Remuneration:- Where in any financial year, during the tenure of Mr. Vinod Bhageria, Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Vinod Bhageria, Managing Director, remuneration by way of salary not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

The Managing Director satisfies all the conditions set out in Part –I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment.

This explanatory statement together with Annexure thereto be considered as memorandum setting out the terms of re-appointment of Mr. Vinod Bhageria, Managing Director as specified under section 190 of the Companies Act, 2013 and rules made thereunder.

In compliance with the general circular no. 20/2020 issued by the MCA, Item No. 5 is considered unavoidable and forms part of this Notice.

Mr. Vinod Bhageria is interested in the resolution set out at Item No. 5 of the Notice with regard to his re-appointment. Mr. Suresh Bhageria being related to Mr. Vinod Bhageria, is deemed to be concerned and interested in the aforesaid resolution. Except the above-mentioned Director, none of the Directors of the Company is concerned or interested in this resolution.

ITEM NO 6.

Mr. Vikas Bhageria is the Jt. Managing Director (Whole Time Director) of the Company and his existing term has expired on March 31, 2021. Keeping in mind the contribution made by Mr. Vikas Bhageria towards business management & execution of projects in the Company, your Board of Directors at their meeting held on January 27, 2021, have decided to re-appoint Mr. Vikas Bhageria as the Jt. Managing Director (Whole Time Director) of the Company. The terms of his re-appointment including remuneration and commission have been approved by the Nomination & Remuneration Committee and the Board at their meetings held on January 27, 2021 & May 15, 2021, subject to the approval of the Members at the ensuing Annual General Meeting.

The members please note that as per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, annual remuneration payable to Executive Directors, who are the promoter or the Member of the promoter group exceeds five percent of the net profit calculated as per Section 198 of Companies Act, 2013 the approval is required by way of Special Resolution.

The information in respect of terms of re-appointment including remuneration are as follows:-

- a) **Salary:** ₹7,50,000/- per month in the scale of ₹7,50,000/- to ₹10,00,000/- per month, with authority to the Board on recommendation Nomination & Remuneration Committee to fix his salary from time to time within the scale.
- b) **Commission:** In addition to salary, Jt. Managing Director (Whole Time Director) would be paid commission not exceeding 3% of net profits of the Company calculated at the end of the financial year.

Minimum Remuneration:- Where in any financial year, during the tenure of Mr. Vikas Bhageria, Jt. Managing Director (Whole Time Director), the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Vikas Bhageria, Jt.

Managing Director (Whole Time Director), remuneration by way of salary and commission not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

The Jt. Managing Director (Whole Time Director) satisfies all the conditions set out in Part –I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment.

This explanatory statement together with Annexure thereto be considered as memorandum setting out the terms of re-appointment of Mr. Vikas Bhageria, as the Jt. Managing Director (Whole Time Director) as specified under section 190 of the Companies Act, 2013 and rules made thereunder.

In compliance with the general circular no. 20/2020 issued by the MCA, Item No. 6 is considered unavoidable and forms part of this Notice.

Mr. Vikas Bhageria is interested in the resolution set out at Item No. 6 of the Notice with regard to his re-appointment. Mr. Suresh Bhageria being related to Mr. Vikas Bhageria, is deemed to be concerned and interested in the aforesaid resolution. Except the above-mentioned Directors, none of the Directors of the Company is concerned or interested in this resolution.

ITEM NO 7.

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor, M/s. Poddar & Co., Cost Accountants to conduct the audit of the cost records of the Company at ₹1,05,000/- plus GST, as applicable, to be paid as remuneration for the financial year ending March 31, 2022.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 7 of the Notice, for ratification of the remuneration amounting to ₹1,05,000/- plus GST, as applicable and out of pocket expenses, if any, payable to the Cost Auditors for Cost Audit for the financial year ending March 31, 2022, in respect of products of the Company covered under The Companies (Cost Records and Audit) Amendment Rules, 2014.

Accordingly, the Board recommends the passing of Resolution as set out in the Item No.7 of the Notice for approval of the members. In compliance with the general circular no. 20/2020 issued by the MCA, this Item is considered unavoidable and forms part of this Notice.

None of the Directors or Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 7 of this Notice.

ANNEXURE "A" TO THE EXPLANATORY STATEMENT

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of re-appointment of Mr. Suresh Bhageria, Mr. Vinod Bhageria and Mr. Vikas Bhageria:

I. GENERAL INFORMATION:

- Nature of Industry: Manufacturing and Trading of Dyes and Dyes Intermediates and Generation & Distribution of Solar Power
- Date or expected date of commencement of commercial production: The Company commenced manufacturing in 1991.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- Financial Performance based on given indicators:

(₹ in Lakhs)				
Sr. No	Particulars	2019-2020	2018-2019	2017-2018
1	Revenue	41,927.87	46,770.14	38,485.15
2	Profit after tax	6,581.42	7,150.64	4,033.90

- Foreign Investments or collaborations, if any: Not Applicable

II. Information about the appointee

Details	Mr. Suresh Bhageria	Mr. Vinod Bhageria	Mr. Vikas Bhageria
Background details	Mr. Suresh Bhageria is 66 years of age and Bachelor of Commerce, having experience of more than 35 years in the areas of General Management and Dyes & Dyes Intermediates Industry.	Mr. Vinod Bhageria is 65 years of age and Bachelor of Commerce, having experience of more than 30 years in the areas of Dyes & Dyes Intermediates Industry, Finance, Taxation, Audit & other allied matters.	Mr. Vikas Bhageria is 42 years of age and Bachelor of Commerce and Master of Computer Applications having experience of more than 15 years in the areas General Business Management & Project Execution.
Past remuneration	₹192.00 Lakhs	₹10.50 Lakhs	₹184.80 Lakhs
Recognition or awards	Nil	Nil	Nil
Job profile and his suitability	Mr. Suresh Bhageria looks after overall business of the Company including long term strategies. He has vast experience and possesses all required competencies.	Mr. Vinod Bhageria's job involves diverse fields of finance, taxation, audit & other allied matters. Further, the Managing Director is entrusted with the powers and authority to manage the affairs of the Company subject to direction and control of the Board of Directors.	Mr. Vikas Bhageria contributes towards General Business Management & Project Execution.
Remuneration proposed	As per Notice & Explanatory Statement	As per Notice & Explanatory Statement	As per Notice & Explanatory Statement

Details	Mr. Suresh Bhageria	Mr. Vinod Bhageria	Mr. Vikas Bhageria
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies.	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Besides the proposed remuneration, Mr. Suresh Bhageria does not have any pecuniary relationship with the Company. Mr. Suresh Bhageria is related to Mr. Vinod Bhageria, and Mr. Vikas Bhageria.	Besides the proposed remuneration, Mr. Vinod Bhageria does not have any pecuniary relationship with the Company. Mr. Vinod Bhageria is related to Mr. Suresh Bhageria	Besides the proposed remuneration, Mr. Vikas Bhageria does not have any pecuniary relationship with the Company. Mr. Vikas Bhageria is related to Mr. Suresh Bhageria

III. OTHER INFORMATION:

- Reason of loss or inadequate profits : N.A
- Steps taken or proposed to be taken for improvement: N.A.
- Expected increase in productivity and profits in measurement terms: N.A.

IV. DISCLOSURES:

Necessary disclosures shall be made in the Directors Report annually and Shareholders will be provided all the necessary information.

The Board recommends the resolution set forth in Item No. 4, 5 and 6 subject to the approval of the Members at the ensuing Annual General Meeting.

Registered Office:
 1002, Topiwala Centre,
 Off S. V. Road, Goregaon [West],
 Mumbai -400062.

Date: May 15, 2021
 Place: Mumbai

For and on behalf of the Board of Directors
BHAGERIA INDUSTRIES LIMITED

SURESH BHAGERIA
 CHAIRMAN
 (DIN: 00540285)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE 32nd ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NO. 4, 5 AND 6 OF THIS NOTICE, IN TERMS OF REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

Name	Mr. Suresh Bhageria	Mr. Vinod Bhageria	Mr. Vikas Bhageria
Directors Identification Number (DIN)	00540285	00540308	02976966
Date of Birth	January 14, 1955	June 20, 1956	January 15, 1979
Age	66 years	65 years	42 years
Date of first appointment on the Board	December 21, 1994	July 12, 1989	March 02, 2015
Brief Resume & Nature of expertise in specific functional areas	Mr. Suresh Bhageria is the Executive Chairman (WTD) and manages the overall business of the Company including long term strategies. He has vast experience and possesses all required competencies.	Mr. Vinod Bhageria is the Managing Director of the Company. His work involves diverse fields of finance, taxation, audit & other allied matters.	Mr. Vikas Bhageria is the Jt. Managing Director (WTD) of the Company and contributes towards General Business Management & Project Execution
Details of last drawn remuneration	₹192.00 Lakhs	₹10.50 Lakhs	₹184.80 Lakhs
Number of Board Meeting attended during the year	Please refer Corporate Governance Report	Please refer Corporate Governance Report	Please refer Corporate Governance Report
Disclosure of relationship between directors interse	Father of Mr. Vikas Bhageria Brother of Mr. Vinod Bhageria	Brother of Mr. Suresh Bhageria	Son of Mr. Suresh Bhageria
Name of Listed entities in which the person also holds the directorship	NIL	NIL	NIL
Membership & Chairmanship Committees of the Board	NIL	NIL	NIL
No. of Shares held in the Company	3978334 Equity Shares	9036 Equity Shares	1567864 Equity Shares