



**BHAGERIA INDUSTRIES LIMITED**

**(CIN: L40300MH1989PLC052574)**

**Regd Office:** 1002, 10<sup>th</sup> Floor, Topiwala Centre, Off S.V. Road,  
Goregaon (W), Mumbai 400 062.

Tel: 91-22-4043 6666 Email: [info@bhageriagroup.com](mailto:info@bhageriagroup.com)

Website: [www.bhageriagroup.com](http://www.bhageriagroup.com)

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**NOTICE OF POSTAL BALLOT [FINANCIAL YEAR 2021-2022]**

**[Pursuant to Section 110 read with Rule 22 of the Companies  
(Management and Administration) Rules, 2014 of the Companies Act, 2013]**

Dear Member(s),

Pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") and Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 (hereinafter known as MCA Circulars) and Regulation 44 of the SEBI (LODR) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and further to the approval of the Board of Directors in its meeting held on October 29, 2021 to convene a Postal Ballot process, Notice is hereby given that the Special Businesses as set out herein below for seeking approval of shareholders of the Company are proposed to be passed as Special Resolutions by the Shareholders of the Company by means of Postal Ballot through voting by electronic means only (i.e. remote e-voting only).

**DETAILS OF ITEMS OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:**

**Item No. 1: Alteration of the Object Clause of the Memorandum of Association of the Company:**

**"RESOLVED THAT** pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded to substitute the headings of Clause III (A) and Clause III (B) of the Memorandum of Association of Company in the following manner:

**III (A) "The objects to be pursued by the Company on its incorporation are:"**

**III (B) "Matters which are necessary for furtherance of the objects specified in clause III (A) are"**

**RESOLVED FURTHER THAT** Clause III (A) of the Memorandum of Association of the company be altered by inserting following new clause(s) after the existing clause 4;



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5. To carry on in India or elsewhere the business of Manufacturers, Dealers, Traders, Importers, Exporters and Stockists, in Bulk Drugs, Medicines, Ayurvedic Medicines, Pharmaceuticals, Nutraceuticals, Biologicals and to produce assemble, alter, acquire, build, convert, commercialize, design, develop, display, demonstrate, equip, fabricate, repair, maintain, modify, market, machine, equipment's, recondition, remodel, import, export, buy, sell, resale, research and to act as agent, broker, financier, stockiest, supplier, contractor, consultant, engineer, collaborator or otherwise to deal in all types of Medical and Surgical equipment's, instruments whether automatic, semi-automatic, mechanical, digital, electronic or any other kind of instruments, equipment's, apparatus, machinery's tools their parts, fittings, components and accessories used in Surgery, Health Care, Treatment, Diagnosis, Research, Test Cure Operations and for saving human lives and for manufacturing of drugs, medicines, in the form of Tablets, capsules, injectables, ointments and other allied products in its branches.

**RESOLVED FURTHER THAT** the clause III (C) of the Memorandum of Association of Company having heading "Other Objects" be merged with Clause III (B) and consequently changing the object numbering as may be appropriate;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.

**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."

### **Item No. 2: Alteration of the Liability Clause of the Memorandum of Association of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, consent of the members of the Company be and is hereby accorded to substitute the existing Liability clause IV of Memorandum of Association of Company with following new clause IV:

*"IV: The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."*

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

#### **Registered Office:**

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

**SURESH BHAGERIA  
CHAIRMAN  
(DIN: 00540285)**

**Date: October 29, 2021.**



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### Notes:

#### I. General Information:

1. The Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013 in respect to the Special Business under Item Nos. 1 & 2 as stated above is annexed hereto.
2. In view of massive outbreak of the Coronavirus Disease 2019 (COVID-19) global pandemic as declared by World Health Organization (WHO) on March 11, 2020 and subsequent prevailing situations and owing to the difficulties involved in dispatching of physical copies of the Postal Ballot Notice, the MCA vide its MCA Circulars (as stated above) had prescribed the manner and mode of issue of notices of Postal Ballot to the members of the Company and had specifically stated that such notice to Members may be given/sent only through E-Mail and that the communication of the assent and dissent of the members would only take place through the remote e-voting system upto December 31, 2021 and thus there exist no requirement of providing Postal Ballot Form to Shareholders for assent or dissent through post.
3. **Dispatch of Notice of Postal Ballot through E-Mail:** Accordingly, in compliance with the MCA Circulars, the Notice of Postal Ballot of the Company will be sent only through electronic mode (i.e E-Mail) to those Shareholders of the Company whose E-Mail IDs are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., Link Intime India Private Limited. Further, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and that all communication of shareholders for assent/dissent will only take place through the remote e-voting system.
4. A printable copy of the Postal Ballot Notice shall also be made available on the website of the Company "[www.bhageriagroup.com](http://www.bhageriagroup.com)" and on the website of BSE Limited "[www.bseindia.com](http://www.bseindia.com)" and National Stock Exchange of India Limited "[www.nseindia.com](http://www.nseindia.com)" and on the website of CDSL at "[www.evotingindia.com](http://www.evotingindia.com)" as per the provisions of the Companies Act, 2013.
5. Procedure for remote e-voting at Postal Ballot through electronic means - The Company has appointed "Central Depository Services Limited" (CDSL) for rendering its services in regards to the facility to shareholders for remote voting at Postal Ballot through electronic means. The detailed instructions in this regard are provided separately in Section II forming part of this Notice.
6. For better compliance and for the purpose of updation of the correct and valid details more specifically the E-mail Id, members who have not registered their email id or KYC details or members who want to update the same are requested to fill in all the details as required in the said "KYC Updating Form" which forms an integral part of this Notice of Postal Ballot and send the signed "KYC Updation Form" to the RTA of the Company and a copy of same at the Registered Office of the Company.
7. In compliance of the aforementioned MCA circulars, all the documents referred to in the Postal Ballot notice and the Explanatory Statement shall be made available for inspection by the members of the Company through electronic mode only. Members desirous of inspecting the same may send their requests at "[info@bhageriagroup.com](mailto:info@bhageriagroup.com) or [snt@bhageriagroup.com](mailto:snt@bhageriagroup.com)" from their registered E-Mail IDs mentioning their names and folio numbers / demat account numbers within the E-voting Period.



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8. The Company has designated an exclusive E-Mail ID "[info@bhageriagroup.com](mailto:info@bhageriagroup.com)" for redressal of shareholders'/ Investors complaints/grievances. In case shareholders have any queries, complaints/grievances, then they may kindly write at E-mail ID: "[info@bhageriagroup.com](mailto:info@bhageriagroup.com)" from their registered E-Mail IDs mentioning their names and folio numbers / demat account numbers.
9. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at the General Meeting of the Members of the Company.

## II. INSTRUCTIONS FOR REMOTE E-VOTING THROUGH ELECTRONIC MEANS:

### A. GENERAL INSTRUCTIONS:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time read with Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations 2015 and Secretarial Standard-2 issued by the ICSI, the Company will be providing the facility to members to exercise their right to vote on resolutions stated in the Notice of Postal Ballot by electronic means only and the businesses shall be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system (i.e. E-Voting which includes only "Remote E-Voting (during the E-voting Period) will be provided by Central Depository Services (India) Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through the same carefully.
- ii. Members whose names are recorded in the Register of Members as maintained by the RTA of the Company as on the Cut-off date i.e. **Friday, October 29, 2021**, shall be entitled to avail the facility of E-Voting on resolutions stated in the Notice of Postal Ballot. Any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
- iii. Once the vote on a resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.
- iv. The E-Voting rights of the members shall be in proportion of their shares to the paid up equity share capital of the Company as on the Cut-off date i.e. **Friday, October 29, 2021**.
- v. M/s. GMJ & Associates, Practicing Company Secretaries, Mumbai, has been appointed as the Scrutinizer to scrutinize the E-Voting process (i.e. E-Voting which includes only "Remote E-Voting (during the E-voting Period) of the Postal Ballot in a fair and transparent manner.
- vi. The Scrutinizer shall immediately, after the conclusion of voting process of the Postal Ballot, unblock the votes cast through E-Voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall submit a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the E-Voting forthwith, within the prescribed timeframe as per the provision of the Companies Act, 2013.



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- vii. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL "[www.cdslindia.com](http://www.cdslindia.com)" and on the website of the Company "[www.bhageriagroup.com](http://www.bhageriagroup.com)", and shall also be communicated to the Stock Exchanges where the shares of the Company are listed within the prescribed timeframe as per the provision of the Companies Act, 2013.
- viii. THOSE SHAREHOLDERS WHOSE E-MAIL IDs ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE are requested to submit the following through their registered E-Mail Ids to the respective E-Mail Ids of the Company/RTA:
- For Physical Shares- Name of Shareholder, Folio No., scanned copy of the Share Certificate (front and back), self-attested scanned copy of PAN Card & AADHAR Card
  - For Dematerialized Shares - Name of Shareholder, Demat Account Details (CDSL-16 digit beneficiary ID or NSDL-16 digit DP ID + Client ID), Client Master Report, Consolidated Demat Account Statement, Self-Attested scanned copy of PAN Card & AADHAR Card.

On receipt of the requests as above, the Company/RTA shall coordinate with CDSL and provide the login credentials accordingly.

- ix. The e-voting period begins on **Wednesday, November 10, 2021** (9:00 a.m. IST) and ends on **Friday, December 10, 2021** (5:00 p.m. IST). During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, October 29, 2021** shall cast their votes electronically only (i.e. E-Voting which includes only "Remote E-Voting (during the E-voting Period). The E-Voting module shall be disabled by CDSL for e-voting thereafter.
- x. The last date of E-Voting Period i.e. **Friday, December 10, 2021** (5:00 p.m. IST) shall be construed as the date on which the resolutions would be deemed to have been passed, if approved by the shareholder of the Company.
- xi. Pursuant to provisions of Section 113 of the Companies Act, 2013, the Corporate members intending to vote for resolutions stated in the Notice of Postal Ballot are requested to ensure that the authorized representative should submit a certified copy of the Board Resolution, Power of Attorney or such other valid authorizations, authorizing them to vote on their behalf through electronic means.
- xii. Shareholders other than individual shareholders may access the facility of E-Voting at "<https://www.evotingindia.com>" under shareholders/members login by using the Remote E-Voting credentials.

### **B. INSTRUCTIONS AND PROCEDURE FOR CASTING VOTE THROUGH REMOTE E-VOTING - FOR ALL INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES INTO DEMAT MODE.**

In reference to the remote e-voting facility provided by the Company to its shareholders under Regulation 44 of SEBI (LODR) Regulations, 2015, it has been observed by the SEBI that participation by the public non-institutional shareholders/retail shareholders is at a





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negligible level due to necessity of registration on multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India and maintenance of multiple user IDs and passwords by the shareholders.

Thus, in order to increase the efficiency of the voting process, SEBI vide its Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 have enabled e-voting facility 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.

The facility shall be available to all individual shareholders holding the securities in demat mode and thereby are allowed to vote through their demat account maintained with Depositories and Depository Participants and are advised to update their mobile number and e-mail Id in their demat accounts in order to access E-Voting facility.

The CDSL may continue to provide the facility of e-voting as per the existing process to all physical shareholders and shareholders (other than individuals) viz. institutions/ corporate shareholders at "<https://www.evotingindia.com>".

**Pursuant to aforementioned SEBI Circular, Login method for remote e-Voting 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"> <li>1) 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding	If the users is already registered for NSDL IDEAS facility,



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securities in demat mode with NSDL	<ol style="list-style-type: none"><li>1) Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</li><li>2) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</li><li>3) 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.</li><li>4) Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li><li>5) Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol>
If the user is not-registered for IDeAS e-Services,	<ol style="list-style-type: none"><li>1) Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li><li>2) Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile.</li><li>4) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li><li>5) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li><li>6) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li><li>7) 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.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"><li>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li><li>2) After successful login, you will be able to see e-Voting option. 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.</li><li>3) 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.</li></ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use ‘Forget User ID’ and ‘Forget 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 is as mentioned below:**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**C. Instructions and Procedure for casting vote through Remote E-Voting - FOR ALL PHYSICAL SHAREHOLDERS HOLDING SECURITIES INTO PHYSICAL MODE AND NON-INDIVIDUALS SHAREHOLDERS HOLDING SECURITIES INTO DEMAT MODE.**

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- b. Click on “Shareholders”.
- c. 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.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If members 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 the existing password is to be used.
- f. If any member is a first time user follow the steps given below:

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





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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  • 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).
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- g. After entering these details appropriately, click on “**SUBMIT**” tab.
- h. 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.
- i. For Members holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.
- j. Click on the **EVSN No. 211102002** for the Company Bhageria Industries Limited to vote.
- k. On the voting page, a tab of “**RESOLUTION DESCRIPTION**” exists and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that members assent to the Resolution and option **NO** implies that members dissent to the Resolution.
- l. Click on the “**RESOLUTION FILE LINK**” if a member wish to view the entire Resolution details.
- m. After selecting the resolution a member have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If a member wish to confirm the vote, click on “**OK**”, else to change the vote, click on “**CANCEL**” and accordingly modify your vote.
- n. Once a member ‘**CONFIRM**’ the vote on the resolution, modification is not allowed thereafter.
- o. A member can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- p. 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.

### D. Notes for Non - Individual Shareholders and Custodians for Facility of E-Voting:

- 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)



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- 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.
- 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](mailto:info@bhageriagroup.com) or [snt@bhageriagroup.com](mailto: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.

### E. Contact Details for Any Queries/Grievances:

In case you have any queries or issues in regards to E-Voting, the members may refer the Frequently Asked Questions (FAQs) and E-Voting manual available at "[www.evotingindia.com](http://www.evotingindia.com)" under help Section or alternatively, members may also contact the following officials responsible to address any Queries/Grievances in regards to E-Voting:

Contact Details	
<b>E-Voting Agency :</b>	<b>CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED</b> E-mail ID: <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> Name: Mr. Rakesh Dalvi Contact No.: (022- 23058738 ) or (022-23058543) or (022-23058542) Address: Mr. Rakesh Dalvi, Sr. 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.
<b>Company :</b>	<b>BHAGERIA INDUSTRIES LIMITED</b> E-mail ID: <a href="mailto:info@bhageriagroup.com">info@bhageriagroup.com</a> or <a href="mailto:snt@bhageriagroup.com">snt@bhageriagroup.com</a> Contact No.: 022-4043 6666 Address: 1002, Topiwala Centre, Off S. V. Road, Goregaon [West], Mumbai -400062.
<b>Registrar and Transfer Agent :</b>	<b>LINK INTIME INDIA PRIVATE LIMITED (UNIT: BHAGERIA INDUSTRIES LIMITED)</b> Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Contact No.: 022-49186270 Address: C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083
<b>Scrutinizer:</b>	<b>M/s. GMJ &amp; Associates</b> Company Secretaries, Mumbai E-mail ID: <a href="mailto:maheshsoni@gmj.co.in">maheshsoni@gmj.co.in</a>



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### Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

#### **Item No.1: Alteration of Object Clause to the Memorandum of Association of the Company:**

Members are hereby informed that there is need to alter the Object Clause of the Memorandum of Association of Company in order to make it compliant with the provisions of the Companies Act, 2013, therefore the headings of Clause III (A) & Clause III (B) are recommended for change.

Further, the Board of Directors at their meeting held on October 29, 2021, decided to expand the line of business of the Company into the field of Pharmaceuticals; this will result in amendment to the Main objects of the Company. The Board has decided to alter Clause III (A) of the Main Object by inserting New Clause(s) 5 after the existing Clause 4.

Your directors hereby recommend resolution set out at Item No. 1 of the Postal Ballot Notice for member's approval as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 1 except to the extent of their shareholding in the Company, if any.

#### **Item No.2: Alteration of the Liability Clause of the Memorandum of Association of the Company:**

Members are hereby informed that there is need to alter the Liability Clause of Memorandum of Association of the Company in order to make it compliant with the provisions of the Companies Act, 2013 whereby liability of members shall be limited to the amount unpaid, if any, on the shares of the company.

Your directors hereby recommend resolution set out at Item No. 2 of the Postal Ballot Notice for member's approval as **Special Resolution**.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 2 except to the extent of their shareholding in the Company, if any.

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

#### **Registered Office:**

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

**SURESH BHAGERIA  
CHAIRMAN  
(DIN: 00540285)**

**Date: October 29, 2021.**



# Bhageria Industries Limited

## KYC FORM

[Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018]

To  
Link Intime India Private Limited  
C-101, 247 Park, Lbs Marg,  
Vikhroli West, Mumbai - 400083  
**Unit:** Bhageria Industries Limited  
**Registered Office:**  
1002, Topiwala Centre, Off S. V. Road,  
Goregaon [West], Mumbai -400062.

Date: \_\_\_\_\_

Dear Sir/Madam,

We refer to the current KYC status as provided by you in the below table:

No. of Shares: \_\_\_\_\_

Name of the shareholder(s)	PAN (A)	Bank details (B)	Specimen Signature (C)	Email ID (D)	Mobile No. (E)	Nominee Details (F)

Based on the above data, we are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below for all the fields where the status is shown as 'Required' in the above table).

**A. For registering PAN of the registered and/or joint shareholders (as applicable)**

Registered shareholder  Joint holder  Joint holder 2  Joint holder 3 (self-attested copy for all Shareholders attached)

**B. For registering Bank details of the registered shareholder**

Aadhar/Passport/utility bill  Original cancelled cheque leaf  Bank Passbook/Bank Statement

**C. For registering the Specimen Signature of registered and/or joint shareholders (as applicable)**

Affidavit  Banker verification  Original cancelled cheque leaf  Bank Passbook/Bank Statement (for all Shareholders attached)

**D. For Updating the email id \_\_\_\_\_**

**E. Mobile No**

\_\_\_\_\_

**F. For registering the nominee details by the registered shareholder**

Form SH-13 (Nomination registration form attached)

**Note:-For residents of Sikkim instead of PAN provide Aadhar Card/Voters Card/Driving License/Passport or any other identity proof issued by Govt.**

I /We hereby state that the above mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it

Sign: \_\_\_\_\_  
Registered holder  
Postal barcode

Sign : \_\_\_\_\_  
Joint holder 1

Sign: \_\_\_\_\_  
Joint holder 2

Sign: \_\_\_\_\_  
Joint holder 3

Mr/Ms/Mrs. \_\_\_\_\_ (Registered holder)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ (Address 3)