



BHAGERIA INDUSTRIES LIMITED

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REGD. OFF.: OFFICE NO. 1002, 10TH FLOOR, TOPIWALA CENTRE, OFF. S. V. ROAD
NEAR GOREGAON RAILWAY STATION, GOREGAON (WEST), MUMBAI - 400 062.
CIN : L40300MH1989PLC052574

Date: August 5, 2022.

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: Intimation regarding Execution of Shareholders' Agreement:

Ref: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"):

Dear Sir / Ma'am,

Further to our intimation dated May 7, 2022 informing the Exchange(s) about the disinvestment of Subsidiary Company i.e. Bhageria & Jajodia Pharmaceuticals Private Limited ("BJPPL"), we wish to inform you that the Company has now got an opportunity to retain BJPPL in order to carry-out the business in Pharmaceutical sector in a more efficient manner.

With reference to the captioned subject, we would like to inform you that the Company has executed a Shareholders Agreement ("SHA") with Swati Spentose Private Limited ("SSPL") and Bhageria & Jajodia Pharmaceuticals Private Limited ("BJPPL"), Subsidiary Company.

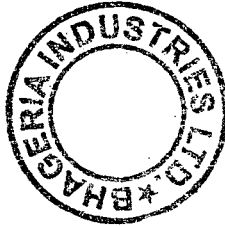
The disclosure as required under Schedule III of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is also attached as 'Annexure- I' to this letter.

This is for your information and records.

Thanking you,

Yours Faithfully,
For Bhageria Industries Limited


Krunal Wala
Company Secretary
& Compliance Officer



Encl: A/a.

Certified Company: ISO 9001 : 2015 | ISO 14001 : 2015 | OHSAS 45001 : 2018

VAPI FACTORY : PLOT NO. 6310, IV PHASE, G.I.D.C. VAPI-396195 GUJARAT, INDIA TELEPHONE : 0260-2452366 / 7490019484

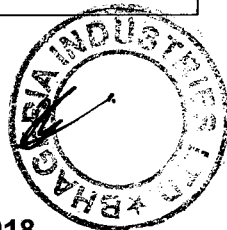
TARAPUR FACTORY : PLOT D-17, M.I.D.C. TARAPUR BOISAR INDUSTRIAL AREA, BOISAR, PALGHAR - 401 506. MAHARASHTRA.INDIA TEL.: (02525) 661190

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**Information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.**

(Annexure I)

Sr. No.	Particulars	
a.	Name(s) of parties with whom the agreement is entered	The parties to the Shareholders' Agreement ("SHA") are: (i) Bhageria Industries Limited ("The Company" or "BIL") (ii) Swati Spentose Private Limited ("SSPL") and (iii) Bhageria & Jajodia Pharmaceuticals Private Limited ("BJPPL" & "Subsidiary Company of BIL")
b.	Purpose of entering into the agreement	The purpose of entering into the SHA is to conduct and engage in the business of research, development and manufacturing of active pharmaceutical ingredients, bulk drug etc.
c.	Shareholding, if any, in the entity with whom the agreement is executed	Currently, BIL holds 51% in BJPPL & SSPL holds 49% in BJPPL.
d.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<ul style="list-style-type: none">- Both the parties i.e. BIL and SSPL shall have voting rights in BJPPL, proportionate to their shareholding.- The Plant will be constructed, set-up and made operational by BIL at its Leasehold Land situated at Vapi and SSPL will provide Know-how, marketing tactics for the same.- The product will be exclusively manufactured by BIL and Marketed by BJPPL.- The parties have agreed that the infrastructure and Land Parcel will be assigned to BJPPL, after BJPPL achieves profitability as per the Financial Metrics/Parameters agreed by the Parties.
e.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.	<ul style="list-style-type: none">- BIL holds 51% in BJPPL, and it is related to Promoter/Promoter Group of BIL.- SSPL holds 49% in BJPPL, but SSPL is not related to the Promoters/Promoter Group of BIL.
f.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	Yes, prior to executing the SHA, BIL holds 51% in BJPPL. The Transactions shall be done at arm's length.

**Certified Company: ISO 9001 : 2015 | ISO 14001 : 2015 | OHSAS 45001 : 2018**

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g.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
h.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable
i.	In case of termination or amendment of agreement listed entity shall disclose additional details to the stock exchange(s): - Name of parties to the agreement; - Nature of the agreement; - Date of execution of the agreement; - Details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

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