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BHAGERIA INDUSTRIES LIMITED
(FORMERLY KNOWN AS BHAGERIA DYE-CHEM LTD.)

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

October 03, 2017

To

BSE Limited,
Corporate Relations Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

National Stock Exchange India Limited,
"Exchange Plaza",
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051.

Scrip Code: 530803

Script Name - BHAGERIA

Sub.: Disclosure of –

- a) Combined Voting Results of the business transacted at the National Company Law Tribunal convened Meeting of the Equity Shareholders of the Bhageria Industries Limited ("the Company") held on Tuesday, 3rd October, 2017
- b) Combined Voting Results pursuant to Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015

Ref.: Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

Dear Sir,

Pursuant to the order dated 10th August, 2017 passed by the National Company Law Tribunal a meeting of Equity Shareholders of the Company was held on Tuesday, 3rd October, 2017 at 11.00 AM at Lalit Restaurant Hall, Ground Floor, Station Road, Near Topiwala Talkies, Goregaon West, Mumbai 400 062.

Further pursuant to the provisions of Section 230 (4) and 232 (1) of the Companies Act, 2013 read with Rule 5 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and Rule 20 and 22 of the Companies (Management and



A GOVT. RECOGNISED EXPORT HOUSE

FACTORY : PLOT NO. 6310, IV PHASE, G.I.D.C. VAPI-396195. GUJARAT, INDIA TELPHONE : 0260-2452366 / 8000916601



Administration) Rules, 2014 the company provided facility of the postal ballot and e-voting to its equity shareholders for the approval of the scheme.

Accordingly, voting by the Equity Shareholders of the company for approval of the scheme has been carried out through:

- a) Postal Ballot
- b) E-voting
- c) Poll at the venue of the Meeting, which was held on 3rd October, 2017.

Further, in terms of the SEBI Circular, the scheme is also required to be approved by the Public shareholders of the Company and accordingly, voting by public shareholders of the Company has been carried out through:

- a) Postal Ballot
- b) E-voting

As per Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 please find enclosed herewith the following:

- a) In terms of Companies Act, 2013 and NCLT order – voting results of the business transacted through (i) Postal Ballot (ii) E-voting (iii) Poll at the venue of the meeting along with the Scrutinizer's Report – **Annexure – A**
- b) In terms of SEBI Circular – Voting results of the public shareholder along with separate scrutinizer's report – **Annexure – B**

The proposed resolution approving the scheme was passed with requisite majority by the Equity Shareholders of the company (including Public Shareholders) as required by the NCLT order and the SEBI Circular.

This is for your information and records.

For **Bhageria Industries Limited**


Company Secretary



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ANNEXURE -A

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of NCLT Convened Meeting	BHAGERIA INDUSTRIES LIMITED
Total number of shareholders on record date	03/10/2017
No. of shareholders present in the meeting either in person or through proxy:	10165
Promoters and Promoter Group:	57
Public:	2
No. of Shareholders attended the meeting through Video Conferencing:	55
Promoters and Promoter Group:	Not Applicable
Public	
RESOLUTION - 1	Resolution pursuant to provisions of Section 230 to 232 of the Companies act, 2013 read with relevant rules and SEBI Circulars and under relevant provisions of applicable laws for approval of the scheme of amalgamation between Nipur Chemicals limited (Transferor Company) and Bhageria iNdustry Limited (Transferee Company) and their respective Shareholders.

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	8007671	2153117	26.890	2153117	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Postal Ballot		0	0	0	0	0.000	0.000
	Total		2153117	26.890	2153117	0	100.000	0.000
Public Institutions	E-voting	18827	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Postal Ballot		0	0	0	0	0.000	0.000
	Total		0	0	0	0	0.000	0.000
Public Non-Institutions	E-voting	7899002	4380615	55.458	4379027	1588	99.964	0.036
	Poll		1939	0.025	1739	200	89.685	10.315
	Postal Ballot		3285	0.042	3285	0	100.000	0.000
	Total		4385839	55.524	4384051	1788	99.959	0.041
Total		15925500	6538956	41.060	6537168	1788	99.973	0.027



A GOVT. RECOGNISED EXPORT HOUSE

FACTORY : PLOT NO. 6310, IV PHASE, G.I.D.C. VAPI-396195. GUJARAT, INDIA TELEPHONE : 0260-2452366 / 8000916601

CONSOLIDATED REPORT OF THE SCRUTINIZER

To,
Mr. Vinod Bhageria
Chairman of NCLT Convened Meeting of the Equity Shareholders of
Bhageria Industries Limited
Office No. 1002, 10th Floor, Topiwala Centre,
Off S.V. Road, Goregaon (West),
Mumbai - 400062

Dear Sir,

We, GMJ & Associates, Company Secretaries, Represented by Mr. Mahesh Soni, Partner appointed by the Hon'ble National Company Law Tribunal. Bench at Mumbai ('NCLT'), by its order dated August 10, 2017, as "the Scrutinizer" for the purpose of scrutinizing the voting done through the Postal Ballot, e-voting and voting conducted through Poll at the venue of the NCLT Convened meeting of the Equity shareholders (both promoters and public) of **Bhageria Industries Limited** held at Lalit Restaurant Hall, Ground Floor, Station Road, Near Topiwala Talkies, Goregaon West, Mumbai 400 062 on Tuesday, October 3, 2017 at 11:00 am, pursuant to provisions of the Companies Act, 2013 ("the Act") and the applicable Rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, ('**Listing Regulations**') on the resolution seeking approval to the Scheme of Amalgamation of Nipur Chemicals Limited, the Transferor Company with Bhageria Industries Limited, the Transferee Company and their respective shareholders and creditors.;

We do hereby submit our report as under:

- (i) The Company had engaged services of Central Depository Services Limited ('CDSL') as the agency for providing the e-voting platform to the equity shareholders of the Company.

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- (ii) The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules made there under and Listing Regulations relating to Postal Ballot, e- voting and the voting through Poll at the venue of the meeting on the resolution contained in the Notice to the shareholders as per the directions of the National Company Law Tribunal and for Postal Ballot/ E-voting dated August 30, 2017 ('The Notice').
- (iii) The Voting rights were reckoned as on August 25, 2017, being the cut-off date for the purpose of deciding the Equity Shareholders entitled to vote through Postal Ballot, e-voting and voting through Poll at the venue of the meeting.
- (iv) The voting through Postal Ballot and e-voting commenced on September 3, 2017 at 9:00 a.m. (IST) and concluded on October 2, 2017 at 5:00 p.m (IST).
- (v) Our Responsibility as a scrutinizer for the voting process (through Postal Ballot, e-voting and voting through Poll at the venue of the meeting) is restricted to scrutinize the Postal Ballot papers, e-voting process and voting conducted at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the total votes cast, votes cast in **favour or against** including the details of invalid votes, if any on the resolutions contained in the Notice based on the reports generated from the e-voting system provided by - Central Depository Services Limited (hereinafter "CDSL"), Postal ballot received and based on the voting conducted at the meeting.
- (vi) The Notice dated August 30, 2017 along with explanatory statement setting out material facts under Section 102 of the Act; other relevant annexure; the Postal Ballot Forms, Attendance forms; Proxy forms etc. were sent to the equity shareholders on August 31, 2017 and the Company had also published in newspaper an advertisement in this regard, in English language in "Free Press Journal" and Local Regional language in "Navshakti" on September 2, 2017.
- (vii) The e-voting module was disabled and blocked by CDSL for voting on October 2, 2017 at 5 00 pm (IST).

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- (viii) We have considered the completed and signed postal ballot forms which reached us on or before 5.00 pm (IST) of October 2, 2017. We have not accepted any postal ballot forms which have reached us thereafter.
- (ix) On Tuesday, October 3, 2017, at the venue of the NCLT convened meeting, at the end of the discussion, the chairman of the meeting directed for conducting the voting through poll for the Shareholders who were present at the meeting but who had not cast their vote earlier through Postal Ballot or E - Voting.
- (x) On conclusion of the meeting on October 3, 2017, we unblocked the votes cast through e-voting platform of CDSL in presence of two witness who are not in employment of the Company.
- (xi) On completion of the voting at the venue of the NCLT convened meeting, Sharex Dynamic (India) Private Limited (the RTA) provided the list of shareholders who were present at the meeting either in person or through proxies and who had cast their vote with their details.
- (xii) We then counted the votes cast at the venue of the meeting. The votes cast through poll were reconciled with the records maintained by the Company and RTA and the authorisation / proxies lodged with the Company.
- (xiii) The Postal Ballot forms; e-voting and the votes cast at the meeting, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
- (xiv) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the scheme is as under:

Resolution:

Approval of the Scheme of Amalgamation of Nipur Chemicals Limited, the Transferor Company with Bhageria Industries Limited, the Transferee Company and their respective shareholders.

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Consolidated Report on result of voting through Postal Ballots, E-Voting and the Voting at the venue of the meeting of the Equity Shareholders.

a) Votes in Favour of the Resolution:

Manner of Voting	Number of Members Voted (in person or by proxies)	No. of Votes cast by Members	Annexure No.
Postal Ballot	13	3285	Annexure A
E-Voting	88	6532144	
Voting conducted at the venue of the meeting (through Poll)	33	1739	
Total	134	6537168	
% of total Value of Valid Votes cast	99.97		
% of total Number of Members Voted	95.04		

b) Votes against of the Resolution:

Manner of Voting	Number of Members Voted (in person or by proxies)	No. of Votes cast by Members	Annexure No.
Postal Ballot	--	--	Annexure B
E-Voting	6	1588	
Voting conducted at the venue of the meeting (through Poll)	1	200	
Total	7	1788	
% of total Value of Valid Votes cast	0.027		
% of total Number of Members Voted	4.96		

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c) Invalid Votes:

Manner of Voting	Number of Members Voted (in person or by proxies)	No. of Votes cast by Members	Annexure No.
Postal Ballot	--	--	Annexure C
E-Voting	--	--	
Voting conducted at the venue of the meeting (through Poll)	7* *(includes 3 ballot papers who have exercised e-voting & 1 Who voted twice)	214	
Total	7	214	

We hereby confirm that, we are maintaining the Registers / records received from the CDSL and RTA electronically in respect of the votes cast through Postal Ballot / e-voting and voting conducted at the Meeting by way of Poll papers by the Members of the Company. The Postal Ballot and Poll papers and all other relevant records relating to postal ballot; e-voting and physical voting are under our safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes of the Meeting.

**For GMJ & ASSOCIATES
Company Secretaries**



[JCS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324

[Signature]

[VINOD BHAGERIA]
CHAIRMAN OF NCLT
CONVENED MEETING

PLACE: MUMBAI
DATE: OCTOBER 4, 2017.

ANNEXURE B**Report of Scrutinizer(s)**

[Pursuant to Section 110 of the Companies Act, 2013 and rule 22(9) of the
Companies (Management and Administration) Rules, 2014 as amended upto date]

To,

Mr. Vinod Bhageria

Chairman of NCLT Convened Meeting of the Equity Shareholders of

Bhageria Industries Limited

Office No. 1002, 10th Floor, Topiwala Centre,

Off S.V. Road, Goregaon (West).

Mumbai - 400062

Subject:- Passing of Resolution contained in the Notice dated August 30, 2017 by means of Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 framed there under with regard to Special Resolution under Regulation 44 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with circular bearing No. CIR/CFD/CMD/16/2015 dated November 30, 2015 as may be applicable, by the Public Shareholders of Bhageria Industries Limited.

Dear Sir,

We, GMJ & Associates, Company Secretaries, Represented by Mr. Mahesh Soni, Partner appointed as Scrutinizer for the purpose of Postal Ballot and remote e-voting for passing an Special Resolution to approve the Scheme of Amalgamation of Nipur Chemicals Limited, the Transferor Company with Bhageria Industries Limited, the Transferee Company and their respective Equity Shareholders, pursuant to the provisions of Section 230 to 232 and other relevant provisions if any, of the Companies Act, 2013 as may be applicable.

As per the information furnished to us by the Company and after carrying out the scrutiny of the Postal Ballot Forms (both by physical mode and e-voting) received from the members of the Company, we hereby submit our report as under:

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1. The Company has completed the dispatch of postal ballot notice alongwith the explanatory statement on August 31, 2017 to its Members whose names appeared in the Register of Members / List of Beneficial Owners as on August 25, 2017. The Company has also provided to the shareholders the facility of e-voting through e-voting platform of the Central Depository Services Limited on its portal <https://www.evotingindia.com>.
2. The Public Advertisement with respect to dispatch of postal ballot was published on September 2, 2017 in English Newspaper (i.e. Free Press Journal) and in Local Regional Newspaper (i.e. Navshakti);
3. The voting period commenced at 9:00 am (IST) on September 3, 2017 and concluded at 5:00 pm (IST) on October 2, 2017 for e-voting through physical Postal Ballot form as well as through e-voting;
4. In terms of the Public Notice, the last date and time fixed to receive the Postal Ballot Form from the Public Shareholders was not later than close of working hours on Monday, October 2, 2017 (5:00 pm). In case of e-voting, Public Shareholders were required to cast their votes electronically on or before Monday, October 2, 2017 (5:00 pm)
5. Particulars of all the postal ballot forms received from the Public Share holders physically and votes cast electronically have been entered in a register separately maintained for the purpose.
6. The postal ballot forms were kept under my safe custody.
7. The postal ballot forms were duly opened in our presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on August 25, 2017 as maintained by the Company. Votes cast by e-voting were matched with the Register of Members of the Company / list of beneficiaries and checked for duplication viz, voting by both physical and electronic mode. The votes downloaded from the e-Voting system were collated on October 3, 2017 after 12.00 pm. Duplicate votes detected were invalidated.

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8. All postal ballot forms received and votes cast through e-voting upto 5.00 pm on October 2, 2017, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.

9. No Envelope containing postal ballot forms were received after 5.00 pm on October 2, 2017.

10. We did not find any defaced or mutilated ballot papers.

11. The Postal Ballot Forms which were found defective because of signature mismatch, e-voting and non-shareholding have been treated as invalid and kept separately.

Resolution:

Approval of the Scheme of Amalgamation of Nipur Chemicals Limited, the Transferor Company with Bhageria Industries Limited, the Transferee Company and their respective shareholders.

a) Votes in Favour of the Resolution:

Manner of Voting	Number of Members Voted (in person or by proxies)	No. of Votes cast by Members	% of total numbers of Votes cast
Postal Ballot	33	3285	0.05
E-voting	88	6532144	99.93
Total	121	6535429	99.98

b) Votes against the Resolution:

Manner of Voting	Number of Members Voted (in person or by proxies)	No. of Votes cast by Members	% of total numbers of Votes cast
Postal Ballot	--	--	--
E-voting	6	1588	0.02
Total	6	1588	0.02

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c) Invalid Votes:


Manner of Voting	Number of Members Voted (in person or by proxies)	No. of Votes cast by Members
Postal Ballot	--	--
E-voting	--	--
Total	--	--


Since 65,35,429 votes, constituting 99.98% of the total number of net valid votes cast as per table above, We hereby report that the above said resolution is passed with requisite majority as contemplated in the SEBI circular cited above.


We have sealed and handed over the Postal Ballot Forms, the data sheet relating to e-voting and other related papers / registers, records to the Company Secretary / Director authorized by the Board for safe keeping.

You may accordingly declare the result of the voting by Postal Ballot and e-voting.

For GMJ & ASSOCIATES
Company Secretaries




[CS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324


[VINOD BHAGERIA]
CHAIRMAN OF NCLT
CONVENED MEETING

PLACE: MUMBAI
DATE: OCTOBER 4, 2017.