



BANG OVERSEAS LTD.

UNIT NO. 405/406, KEWAL IND. ESTATE, S. B. MARG, LOWER PAREL (W), MUMBAI - 400 013. INDIA • CIN: L51900MH1992PLC067013

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October 1, 2015

To
The General Manager,
Department of Corporate Services,
BSE Ltd.
P.J. Towers, Dalal Street,
Fort, Mumbai- 400 001

To
The Manager,
Listing Department
The National Stock Exchange of India Ltd.
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East)Mumbai- 400 051

Dear Sir,

Ref: BSE Scrip Code: 532946 and NSE Symbol: BANG

Subject: Disclosure regarding voting results of the 23rd Annual General Meeting (AGM) of the Company as per clause 35A of the Listing Agreement.

Name of the Company	Bang Overseas Limited
Date of the AGM/EGM:	September 29, 2015
Book Closure Date	September 24, 2015 to September 29, 2015 (both days inclusive)
Total number of shareholders on record date i.e. September 22, 2015 – cut off date for e-voting purpose:	5003
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	11
Public:	38
Total:	49
No. of Shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group:	
Public:	

Details of the Agenda and Voting Results:

No.	Item No.	Resolution required (Ordinary/Special)	Mode of voting	Remark
	Ordinary Business:			
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2015 together with report of the Director's and Auditor's thereon.	Ordinary Resolution	E-Voting and Poll	Passed with requisite majority
2.	Re-appointment of Mr. Raghvendra Venugopal Bang (DIN: 00356811) who retires by rotation	Ordinary Resolution	E-Voting and Poll	Passed with requisite majority



3.	Ratification of Appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary Resolution	E-Voting and Poll	Passed with requisite majority
Special Business:				
4.	Appointment of Mrs. Swati Sahukara (DIN: 06801137) as an Independent Director	Ordinary Resolution	E-Voting and Poll	Passed with requisite majority

RESOLUTION NO. 1

Adoption of Audited Financial Statements for the year ended 31st March, 2015 together with report of the Director's and Auditor's thereon.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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)]*1 00	(7) = [(5)/(2)] *100
Promoter and Promoter Group	9896368	6658062	67.2778	6658062	0	100.0000	0.0000
Public- Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	3663632	477	0.0130	467	10	97.9035	2.0964
Total	13560000	6658539	49.1043	6658529	10	99.9998	0.0002

The above Resolution was passed with requisite majority.

RESOLUTION NO. 2

Re-appointment of Mr. Raghvendra Venugopal Bang (DIN: 00356811) who retires by rotation

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding 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	9896368	6658062	67.2778	6658062	0	100.0000	0.0000
Public-Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	3663632	477	0.0130	467	10	97.9035	2.0964
Total	13560000	6658539	49.1043	6658529	10	99.9998	0.0002

The above Resolution was passed with requisite majority.

RESOLUTION NO. 3

Ratification of Appointment of M/s. Rajendra K. Gupta & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration

Promoter/ Public	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)]*1 00	(7) = [(5)/(2)] *100
Promoter and Promoter Group	9896368	6658062	67.2778	6658062	0	100.0000	0.0000
Public-Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	3663632	477	0.0130	467	10	97.9035	2.0964
Total	13560000	6658539	49.1043	6658529	10	99.9998	0.0002

The above Resolution was passed with requisite majority.



**RESOLUTION NO. 4**

Appointment of Mrs. Swati Sahukara (DIN: 06801137) as an Independent Director

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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	9896368	6658062	67.2778	6658062	0	100.0000	0.0000
Public- Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	3663632	477	0.0130	467	10	97.9035	2.0964
Total	13560000	6658539	49.1043	6658529	10	99.9998	0.0002

The above Resolution was passed with requisite majority.

For Bang Overseas Limited

Hemali Gohil
Company Secretary

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,
The Chairman,
BANG OVERSEAS LIMITED
Masjid Manor, 16 Homi Modi Street,
Fort, Mumbai – 400 023

Dear Sir,

I, Sonam Jain, partner of Kothari H. & Associates, Company Secretaries, have been appointed by the Board of Directors of **Bang Overseas Limited ("Company")** as Scrutinizer for the purpose of:

- i. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and
- ii. Voting by Shareholders at the 23rd Annual General Meeting held on Tuesday, 29th September, 2015 ("AGM") for all the resolutions contained in the Notice of AGM.

I pleased to submit my report as under, which is comprehensive and self explanatory in all respect:

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the AGM of the members of the Company and at the meeting. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain / invalid", if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (KARVY) and based on the voting conducted at the AGM.

The Voting rights were reckoned as on Tuesday, 22nd September, 2015, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.

The Company has availed services of Karvy Computershare Private Limited (KARVY) as the agency for providing the remote e-voting platform.

The remote e-voting period was open for Five days which commenced on Thursday, 24th September, 2015 at 09:00 a.m. and concluded on Monday, 28th September, 2015 at 5:00 p.m. on <https://evoting.karvy.com/>.

The remote e-voting results on the Karvy Computershare Private Limited (KARVY) E-voting platform were unblocked and downloaded on Tuesday, 29th September, 2015 in the presence of



two witnesses Mr. Puspraj Pandey and Ms. Trupti Limbasiya who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.

RESULTS:

The details containing *interalia*, no. of Equity Shareholders, who voted "for", "against" or "abstain", if any on each of the resolutions that were put to vote, were generated from the e-voting website of KARVY. Taking into account the report from KARVY and physical voting at the AGM the consolidated result with respect to each item on the agenda as set out in the Notice of the 23rd AGM dated 14th August, 2015 is enclosed;

Item No. 1.

Ordinary Resolution, Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and reports of the Board of Directors and Auditors thereon.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	20	4204125	28	2454404	48	6658529	99.9996
Voted Against	1	10	0	0	1	10	0.0002
Abstain / Invalid	0	0	3	13	3	13	0.0005

Based on the aforesaid results, Ordinary Resolution as contained in item No. 1 has been passed with Requisite Majority.

Item No. 2

Ordinary Resolution, To appoint a Director in place of Mr. Raghvendra Bang (holding DIN: 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	20	4204125	28	2454404	48	6658529	99.9996



Voted Against	1	10	0	0	1	10	0.0002
Abstain / Invalid	0	0	3	13	3	13	0.0005

Based on the aforesaid results, Ordinary Resolution as contained in item No. 2 has been passed with Requisite Majority.

Item No. 3.

Ordinary Resolution, To ratify the appointment of Auditors and fix their remuneration.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	20	4204125	28	2454404	48	6658529	99.9996
Voted Against	1	10	0	0	1	10	0.0002
Abstain / Invalid	0	0	3	13	3	13	0.0005

Based on the aforesaid results, Ordinary Resolution as contained in item No. 3 has been passed with Requisite Majority.

Item No. 4.


Ordinary Resolution, To Appoint Mrs. Swati Sahukara (DIN: 06801137) as an Independent Director of the Company:

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	20	4204125	28	2454404	48	6658529	99.9996
Voted Against	1	10	0	0	1	10	0.0002
Abstain / Invalid	0	0	3	13	3	13	0.0005

Based on the aforesaid results, Ordinary Resolution as contained in item No. 4 has been passed with Requisite Majority.



For Kothari H.& Associates
Company Secretaries


Sonam Jain
Partner



ACS 31862

Date :30th September, 2015

Place: Mumbai

We the undersigned witnesses that the votes were unblocked from e-voting website of KARVY ([https://evoting.karvy.com/.](https://evoting.karvy.com/)) in our presence at 12.20 P.M on Tuesday, 29th September, 2015.



(Puspraj Pandey)



(Trupti Limbasiya)