



BHAGERIA DYE-CHEM LIMITED

CIN : L24230MH1989PLC052574

REGISTERED OFFICE : A1/101 VIRWANI INDUSTRIAL ESTATE, W.E. HIGHWAY,
GOREGAON [EAST], MUMBAI 400 063. Web : www.bhageriagroup.com
Phone : 91-22-40436666, Fax : 91-22-40436662, Email : info@bhageriagroup.com

POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, seeking the consent of members for the proposed Special Resolutions appended below to be passed through Postal Ballot. Accordingly, the explanatory statement pertaining to the said resolutions setting out the facts concerning each item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a Postal Ballot Form ("Form") for your consideration.

The Board of Directors of the Company at their meeting held on June 4, 2015 has appointed Mr. Mahesh Soni Partner of GMJ & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the notes to notice and instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on July 28, 2015.

In compliance with the Clause 35 B of the Listing Agreement executed with the Stock Exchange and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman.

The result of the voting conducted through postal ballot would be announced by the Chairman or the Company Secretary of the Company at the Annual General Meeting to be held on August 1, 2015 at 11.00 a.m.

The said result would be displayed at the Registered Office of the Company, intimated to BSE Limited where the Company's shares are listed, published in the newspapers and displayed on the Company's website viz. www.bhageriagroup.com and the website of Central Depository Services Limited viz. <https://www.evotingindia.com> along with the Scrutinizer's Report.

Items of business requiring consent of shareholders through Postal Ballot:

Item No.1: Amendment to Main Object Clause of the Memorandum of Association

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 Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorised Committees or one or more Directors) is authorised to amend the **"MAIN OBJECTS"** by addition of new clauses 3 and 4 after the existing clauses 1 & 2, in the Clause III A of the Memorandum of Association of the Company and all other Objects of the Memorandum of Association of the Company be rearranged accordingly:

"III. A

3. To carry on in India and Overseas the business to generate, receive, produce, buy, sell, distribute and deal in Electric Power, Waste Heat Recovery based Power, Thermal Power, Hydraulic Power, Atomic Power, Wind Power, Solar Power, Renewable Energy, Organic & Inorganic mode of power generation and to erect and deal in all types of Power Plants, Waste Heat Recovery based Power Plants, substations, wires, cables, boards, switches and all other electric materials and to provide regular services for repairing & maintenance of all types to all forms of users.
4. To carry on in India and Overseas the business of Manufacturers, Dealers, Importers, Exporters, Buyers, Sellers, Merchants, Contractors, Brokers, Commission Agents, Packing, Preserving, Storing, Processing, Dehydration, Freeze-drying, Drying, Canning, Tinning, Bottling of Fruits, Fruit Juices, Mineral Water, Food Grains, Cereals, Seeds, Plants, Flowers, all type of Food Products, all type of Vegetables and Food Products, Solvent & Soya Products, Milk & Milk Products, all type of Hot & Cold Drinks, all type of Organic & Inorganic foods, and preparation of any nature and description whatsoever.

FURTHER RESOLVED THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Item No. 2 : To change the name of the Company from Bhageria Dye-Chem Limited to Bhageria Industries Limited:

To Consider and, if thought fit, to pass the following resolution as to the change in the name of the Company, as a **Special**

Resolution:

"RESOLVED THAT pursuant to Section 13(2) and other applicable provisions of the Companies Act, 2013 (Act), read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of Central Government, Registrar of Companies and all other statutory approvals as may be required in this matter, consent of the Company be and is hereby granted for changing the name of the Company from **"BHAGERIA DYE-CHEM LIMITED"** TO **"BHAGERIA INDUSTRIES LIMITED"**.

"RESOLVED FURTHER THAT the name **"BHAGERIA DYE-CHEM LIMITED"** wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the name **"BHAGERIA INDUSTRIES LIMITED"**.

RESOLVED FURTHER THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Item No. 3: Adoption of new set of Articles of Association

To Consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Registered Office:

A1/101, Virwani Industrial Estate,
W. E. Highway,
Goregaon [East], Mumbai - 400 063.
June 4, 2015.

**FOR AND ON BEHALF OF THE BOARD
BHAGERIA DYE-CHEM LIMITED**

**SURESH BHAGERIA
CHAIRMAN**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and the reasons for the proposed Special Resolutions are appended herein.
2. The Postal Ballot Notice and Postal Ballot Form are being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered and in case of those members who have requested, physical copy of Postal Ballot Notice is being sent by permitted mode alongwith a postage pre-paid self-addressed Business Reply Envelope.
3. The Members whose name appears on the Register of Members/List of Beneficial Owners as on June 12, 2015 will be considered for the purpose of voting.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical postal ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
6. In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the Member may send an e-mail to sharexindia@vsnl.com. The Registrar and Transfer Agent shall forward the same along with postage pre-paid self addressed Business Reply envelope to the Member.

In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Postal Ballot Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 10.00 a.m. (IST) on June 29, 2015 and ends at 5.00 p.m. (IST) on July 28, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of June 12, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP.ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Bhageria Dye-Chem Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 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 scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
7. The Company has appointed Mr. Mahesh Soni Partner of GMJ & Associates, Company Secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bhageriagroup.com and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (hereinafter referred to as the "Act")

Item No. 1 & 2:

The Board of Directors of the Company at their meeting held on May 16, 2015 has decided to diversify into the business of power generation and manufacturing/processing of various food products. This will result in amendment to the Main objects of the Company. Your Board proposes to amend and replace the Clause III A of the Memorandum of Association by inserting new clause 3 and 4 after the existing clauses 1 & 2, being carried out by the Company. The Board is of the view that with these new activities, performance of the company will further improve.

At the same Board Meeting, your Board has also approved to change the name of the Company from "BHAGERIA DYE-CHEM LIMITED" to "BHAGERIA INDUSTRIES LIMITED" to reflect the amended objects and to ensure compliance with the Rule 8 2(b)(ii) of Companies (Incorporation) Rules, 2014, which states that the name is required to be in consonance with the principal objects of the company, as set out in the Memorandum of Association. The Registrar of Companies, Maharashtra, Mumbai has accorded its approval for the new name vide Letter dated June 4, 2015.

This amendment to the Main Objects and Change of Name will require the approval of the Members by passing Special Resolutions. The Special Resolutions, being Item No.1 & 2 of the Postal Ballot Notice are intended for the purpose. Your Board recommend the Special Resolutions for approval of the Members.

Your approval is sought by voting via Postal Ballot/e-voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the Memorandum of Association of the Company together with the proposed amendments is available for inspection by the Shareholders of the Company at the Registered Office of the Company during the office hours on any working day, between 11.00 a.m. to 1.00 p.m.

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 Resolutions, except as shareholders of the Company.

Item No. 3 :

The Articles of Association ("AoA") of the Company is presently in force since incorporation i.e. year 1989. The existing Articles of Association was in line with the erstwhile Companies Act 1956, which is no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deals with the general working of companies stand notified. With the coming into force of the New Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on May 16, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via Postal Ballot/e-voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Articles of Association of the Company would be available for inspection, for the members at the Registered Office of the Company during the office hours on any working day, between 11.00 a.m. to 1.00 p.m.

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, except as shareholders of the Company.

Registered Office:

A1/101, Virwani Industrial Estate,
W.E. Highway,
Goregaon [East],
Mumbai - 400 063.
June 4, 2015.

FOR AND ON BEHALF OF THE BOARD
BHAGERIA DYE-CHEM LIMITED

SURESH BHAGERIA
CHAIRMAN



BHAGERIA DYE-CHEM LIMITED

CIN : L24230MH1989PLC052574

REGISTERED OFFICE: A1/101 VIRWANI INDUSTRIAL ESTATE, W. E. HIGHWAY,
GOREGAON [EAST], MUMBAI 400 063.

Tel: +022 40436666 / Fax: +022 29271323 • Web: www.bhageriagroup.com

POSTAL BALLOT FORM

Sr. No.:

1. Name and Registered Address :
of the Sole/First Named
Shareholder

2. Name of Joint Holders :
If any (in block letters)

3. Folio No./DP ID No./Client ID No. :
(*Applicable to investors holding
shares in dematerialized form)

4. Number of Shares held :

5. I/We hereby exercise my /our vote in respect of the **Special Resolutions** to be passed through Postal Ballot for the business stated in the Notice dated June 4, 2015 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate column.

Item of Notice No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Amendment to Main Object Clause of the Memorandum of Association			
2.	To change the name of the Company from Bhageria Dye-chem Limited to Bhageria Industries Limited			
3.	Adoption of new set of Articles of Association			

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN/Sequence Number

Place :

Date : (Signature of the Shareholder)

Note:

- 1) Please read the instructions printed overleaf before exercising your vote.
- 2) Last Day for the receipt of Postal Ballot Form by Scrutinizer is July 28,2015.



BHAGERIA DYE-CHEM LIMITED

CIN : L24230MH1989PLC052574

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of the Sole/First Named
Shareholder

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If any (in block letters)

3. Folio No./DP ID No./Client ID No. :
(*Applicable to investors holding
shares in dematerialized form)

4. Number of Shares held :

5. I/We hereby exercise my /our vote in respect of the **Special Resolutions** to be passed through Postal Ballot for the business stated in the Notice dated June 4, 2015 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate column.

Item of Notice No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Amendment to Main Object Clause of the Memorandum of Association			
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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN/Sequence Number

Place :

Date : (Signature of the Shareholder)

Note:

- 1) Please read the instructions printed overleaf before exercising your vote.
- 2) Last Day for the receipt of Postal Ballot Form by Scrutinizer is July 28,2015.

INSTRUCTIONS

1. Please read instructions for e-voting, as mentioned in the Notice of Postal Ballot dated June 4, 2015, before exercising the votes.
2. Member(s) who do not have access to E-voting facility, can exercise their votes by filling this Postal Ballot Form.
3. Members may fill up the Postal Ballot Form printed overleaf (no other form or photocopy of the form will be permitted) and submit the same in the attached self-addressed business reply envelope to Mr. Mahesh Soni, Scrutinizer, M/s. SHAREX DYNAMIC [INDIA] PRIVATE LIMITED, Unit No.1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (East), MUMBAI - 400 072 so as to reach by 5.00 PM on July 28, 2015. Postage will be borne and paid by the Company. However, envelopes containing postal ballot, if sent by courier / registered post at the expense of the shareholder, will also be accepted.
4. This Form should be completed and signed by the Members (as per the specimen signature registered with the Company / Depositories.) In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder.
5. The right of voting by Postal Ballot Form shall not be exercised by a Proxy.
6. In case the shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
7. A Member can opt for only one mode of voting i.e. either through E-voting or by Postal Ballot. If a Member casts votes by both modes, then voting done through E-voting shall prevail and Postal Ballot shall be treated as invalid.
8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on June 12, 2015.
9. There will be only one Postal Ballot Form for every Folio / DP-Client ID irrespective of number of joint shareholder(s).
10. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. The decision of the Scrutinizer on the validity of the Postal Ballot Form will be final.
11. The Scrutinizer will submit his report to the Company after completion of scrutiny of the Postal Ballot Forms. The Results of Postal Ballot will be announced on August 1, 2015. The results along with the Scrutinizer's Report shall be placed on the Company's website www.bhageriagroup.com and communicated to the Stock Exchange viz. BSE Limited (BSE).

INSTRUCTIONS

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