

Bhatia Communications & Retail (India) Limited

BHATIA'S
The mobile one stop shop

CIN: L32109GJ2008PLC053336

Regd Off: 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002
Email: info@bhatiamobile.com, Ph: 0261-2349892
Website : www.bhatiamobile.com

Date: 26/09/2018

To,
BSE LIMITED
Phiroze Jeejeebhoy towers,
Dalal Street,
Mumbai- 400 001.

Script ID/ Code : BHATIA/540956
Subject : Voting Results of 10th Annual General Meeting of the Company held as on September 25, 2018
Reference No. : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the businesses transacted at the 10th Annual General Meeting of the Members of Bhatia Communications & Retail (India) Ltd held on Tuesday, September 25, 2018 at 11:00 a.m. at the Registered address of the Company situated at 132, DR. Ambedkar Shopping Centre, Ring Road, Surat-395002, Gujarat, India.

Further, Pursuant to the provisions of the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated September 26, 2018 is also enclosed herewith.

You are requested to kindly take the same on record.

Yours Faithfully,

Thanking You.

For Bhatia Communications & Retail (India) Ltd



Avani Karansingh Chaudhari
(Company Secretary and Compliance Officer)
PLACE: SURAT



Voting Results

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Bhatia Communications & Retail (India) Limited | 10th Annual General Meeting |
September 25, 2018

Date of AGM	September 25, 2018
Book Closure Date	19 th September, 2018 to 25 th September, 2018
Total Number of Shareholders as on cut off date: (18 th September, 2018, cut-off date for E-voting)	246
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	7
Public	11
Number of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	No video conferencing facility was made available to the shareholders.
Public	

Agenda-wise

Given below is the agenda wise combined result of E-voting and votes polled at the meeting.

ORDINARY BUSINESS

Resolution No. 1:

Adoption of Audited Financial Statements for the financial year ended on 31st March, 2018 along with Report of Directors and Auditors thereon. (Ordinary Resolution)

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1) *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2) *100	% of votes against on votes polled (7)={5}/(2) *100
Promoter & Promoter Group	Remote E-voting	4607600	2130000	46.23	2130000	0	100	0
	Poll		2477600	53.77	2477600	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institution al Holders	Remote E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Others	Remote E-voting	1650000	376000	22.79	376000	0	100	0
	Poll		25000	1.52	25000	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Total		6257600	5008600	80.04	5008600	0	100	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0



Resolution No. 2:

Re-appointment of Mr. Harbanslal Brijlal Bhatia (DIN: 02063751) an Executive Director, liable to retire by rotation. (Ordinary Resolution)

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1) *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2) *100	% of votes against on votes polled (7)={5}/(2) *100
Promoter & Promoter Group	Remote E-voting	4607600	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		Not Applicable	0	0	0	0	0
Public Institution al Holders	Remote E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		Not Applicable	0	0	0	0	0
Public- Others	Remote E-voting	1650000	376000	22.79	376000	0	100	0
	Poll		25000	1.52	25000	0	100	0
	Postal Ballot		Not Applicable	0	0	0	0	0
Total		6257600	401000	6.41	401000	0	100	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0



Resolution No. 3:

Ratification of appointment of M/s R Kejriwal & Co., Chartered Accountants as Statutory Auditor of the Company. (Ordinary Resolution)

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2} *100	% of votes against on votes polled (7)={5}/(2} *100
Promoter & Promoter Group	Remote E-voting	4607600	2130000	46.23	2130000	0	100	0
	Poll		2477600	53.77	2477600	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institution al Holders	Remote E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Others	Remote E-voting	1650000	376000	22.79	376000	0	100	0
	Poll		25000	1.52	25000	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Total		6257600	5008600	80.04	5008600	0	100	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0



SPECIAL BUSINESS

Resolution No. 4:

To increase authorized capital of the Company and amend the Capital clause in the Memorandum of Association. (Special Resolution)

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1) *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2) *100	% of votes against on votes polled (7)={5}/(2) *100
Promoter & Promoter Group	Remote E-voting	4607600	2130000	46.23	2130000	0	100	0
	Poll		2477600	53.77	2477600	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public Institution al Holders	Remote E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Public- Others	Remote E-voting	1650000	376000	22.79	376000	0	100	0
	Poll		25000	1.52	25000	0	100	0
	Postal Ballot	Not Applicable	0	0	0	0	0	0
Total		6257600	5008600	80.04	5008600	0	100	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0



Resolution No. 5:

To issue Bonus Shares. (Special Resolution)

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4/(2)} *100	% of votes against on votes polled (7)={5/(2)} *100
Promoter & Promoter Group	Remote E-voting	4607600	2130000	46.23	2130000	0	100	0
	Poll		2477600	53.77	2477600	0	100	0
	Postal Ballot		Not Applicable	0	0	0	0	0
Public Institution al Holders	Remote E-voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		Not Applicable	0	0	0	0	0
Public- Others	Remote E-voting	1650000	376000	22.79	376000	0	100	0
	Poll		25000	1.52	25000	0	100	0
	Postal Ballot		Not Applicable	0	0	0	0	0
Total		6257600	5008600	80.04	5008600	0	100	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

For Bhatia Communications & Retail (India) Ltd



Avani Karansingh Chaudhari
(Company Secretary and Compliance Officer)
PLACE: SURAT





RANJIT KEJRIWAL
Company Secretaries

1, Aastha, 2/906, Hira Modi Sheri, Opp. Gujarat Samachar Press, Ring Road, SURAT-395 002.
Tel.: 0261-2331123, 2355984 E-mail: rbksurat@gmail.com

Date :

FORM NO. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013
And Rule 20(4) (xii) and Rule 21 of the Companies (Management and Administration)
Rules, 2014]

To
The Chairman
Of 10th Annual General Meeting of the members of
Bhatia Communications & Retail (India) Limited
held on 25th September, 2018 at the registered office
132, Dr. Ambedkar Shopping Centre,
Ring Road, Surat GJ 395002. At 11.00 A.M.

Dear Sir

Sub.: Scrutinizer's report on E voting/Postal Ballot.

1. I, Ranjit Kejriwal, a Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of Bhatia Communications & Retail (India) Limited for the purpose of scrutinizing the e-voting process along with Ballot Forms and ascertaining the requisite majority on remote e-voting / Ballot process carried out as per 108 of the Companies Act, 2013 read with Rule 20(4)(xii) and Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 10th Annual General Meeting (AGM) of the members of the company, held at 11.00 a.m. at 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat GJ 395002 on Tuesday 25th September, 2018.
2. At the 10th AGM of the Company held on 25th September, 2018, the Company has also provided facility for voting by Ballot paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and ballot process conducted for the resolutions contained in the Notice to the 10th AGM of the



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members of the Company. My responsibility as a scrutinizor for the remote e-voting and ballot process at the AGM is restricted to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility.

4. Further to the above, I submit my reports as under:
- The e-voting period was from 22nd September, 2018 at 9.30 a.m. to 24th September, 2018 at 5.00 p.m.
 - The members of the Company as on the "cut-off" date i.e 18th September, 2018 were entitled to vote on the resolutions (item No. 01 to 05 as set out in the notice of the 10th AGM of the Company).
 - The votes cast were unblocked on 26th September, 2018 at 12.17 p.m. in the presence of 2 (Two) witnesses namely **Mr. Krishnavtar Gupta** and **Ms. Purvi Jain** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: **Mr. Krishnavtar Gupta**



Name: **Ms. Purvi Jain**

- Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the evoting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsd.com/>.

- The combined result of remote e-voting and ballot is as under:

RESOLUTION NO. 1:

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2018:

"RESOLVED THAT the Audited Balance Sheet and Profit and loss account for the year ended 31st March, 2018 along with the Director's Report, be and are hereby considered, Adopted and Approved"

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	11	2506000	11	2506000	0	0	0	0
At AGM	16	2502600	16	2502600	0	0	0	0
Total	27	5008600	27	5008600	0	0	0	0

This resolution is passed with requisite majority as an ordinary resolution.



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RESOLUTION NO. 2:

REAPPOINTMENT OF DIRECTORS RETIRING BY ROTATION:

“RESOLVED THAT in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Harbanslal Brijlal Bhatia, Whole-time Director (DIN: 02063751), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	10	376000	10	376000	0	0	0	0
At AGM	10	25000	10	25000	0	0	0	0
Total	20	401000	20	401000	0	0	0	0

This resolution is passed with requisite majority as an ordinary resolution.

RESOLUTION NO. 3:

RATIFICATION OF M/S R KEJRIWAL & CO., AS STATUTORY AUDITOR

“RESOLVED THAT further to the resolution passed at the 6th Annual General Meeting held on 30.09.2014 for the appointment of M/s R Kejriwal & Co., Chartered Accountant as a statutory auditor and pursuant to provisions of section 139(1) & 142 of Companies Act, 2013 read with Companies Amendment Act, 2017 as of now there is no requirement of annual ratification of appointment of statutory auditor but under the resolution passed in 6th Annual General Meeting it is require to annually ratify appointment of statutory auditor hence members consent for ratification of appointment of the statutory auditor.”

“RESOLVED FURTHER THAT the tenure of statutory auditor shall be remain same as per resolution passed in 6th Annual General Meeting i.e. form the conclusion of 6th Annual General Meeting till the conclusion of 11th Annual General meeting but further no annual ratification for appointment of a statutory auditor shall be done.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	11	2506000	11	2506000	0	0	0	0
At AGM	16	2502600	16	2502600	0	0	0	0
Total	27	5008600	27	5008600	0	0	0	0

This resolution is passed with requisite majority as an ordinary resolution.



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RESOLUTION NO. 4:

TO INCREASE AUTHORIZED CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

“RESOLVED THAT pursuant to the provisions of section 13 and 61(1)(a) of the Companies Act, 2013, and other applicable provisions and rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the authorised share capital of the company from Rs. 7,00,00,000/- (Rupees Seven Crore only) divided into 70,00,000 (Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 13,00,00,000/- (Rupees Thirteen Crore only) divided into 1,30,00,000 (One Crore thirty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association as to share capital be and is hereby altered and in its place the following Clause V be substituted:

“The Authorised Share Capital of the Company is Rs. 13,00,00,000/- (Rupees thirteen Crores Only) divided into 1,30,00,000 (One Crore thirty Lakh) equity Shares of Rupees 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT pursuant to section 13 of the Companies Act, 2013 and other applicable provisions (Including any statutory modification or amendment or re-enactment thereto); approval of the company be and is hereby accorded to alter the memorandum of association of the company.

RESOLVED FURTHER THAT any Director be and is hereby authorised to take necessary steps for giving effect to the resolution, including filing the necessary forms with Registrar of Companies.”

Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	11	2506000	11	2506000	0	0	0	0
At AGM	16	2502600	16	2502600	0	0	0	0
Total	27	5008600	27	5008600	0	0	0	0

This resolution is passed with requisite majority as a Special Resolution.



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RESOLUTION NO. 5:

TO ISSUE OF BONUS SHARES

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to capitalize Rs. 6,25,76,000/- (Rupees Six Crore Twenty Five Lakhs Seventy Six Thousand Only) from ‘Security Premium Reserve’ aggregating to Rs. 6,25,76,000/- (Rupees Six Crore Twenty Five Lakhs Seventy Six Thousand Only) and transfer to share capital account towards issue and allotment of equity shares not exceeding 62,57,600 (Sixty Two Lakhs Fifty Seven Thousand Six Hundred) equity shares of Rs. 10/- each, as Bonus Shares credited as fully paid-up, to members of company holding equity shares of Rs. 10/- each whose names appear in the register of members of the company on a ‘record date’, in the proportion of 1 (One) new fully paid-up Equity Share each for every 1 (one) Equity Share of Rs. 10/- each (subject to rounding off), held on that date and that the Bonus Shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income and that the said Equity Shares be issued and allotted, inter-alia, on the following terms and conditions:

- (a) The New Equity Shares of Rs. 10/- each to be issued and allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the then existing Equity Shares of the Company, notwithstanding the date or dates of allotment thereof, for the financial year in which the same are allotted.
- (b) In the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT The issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT The Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;



S.g.b

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the issue and allotment of Bonus Shares as aforesaid or any other matter incidental or consequential thereto."

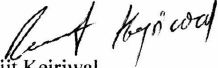
Mode	Ballots received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Electronic	11	2506000	11	2506000	0	0	0	0
At AGM	16	2502600	16	2502600	0	0	0	0
Total	27	5008600	27	5008600	0	0	0	0

This resolution is passed with requisite majority as a Special Resolution.

The physical ballot forms received have been enclosed herewith, to be kept by the Company in its safe custody.

Thanking You,

Yours faithfully,


Ranjit Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985
Place: Surat
Date: 26th September, 2018



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