BHATIA GROUP

Declaration of Consolidated Result of E-voting and Poll

The 21st Annual General Meeting of **Bhatia Industries & Infrastructure Limited** held on **2nd September, 2014** at 11.00 A.M. at 4-4/5 Manoramaganj, Navratan Bagh Main Road, Indore 452001. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided e-voting facility to the members to enable them to cast their vote electronically on the resolutions proposed in the Notice of the AGM. The e-voting was open from 27th August, 2014 (09.00 A.M.) to 28th August, 2014 (06.00 P.M.)

The members attending the AGM either in person or proxy, and who have not cast their vote through electronic mode were also provided with the facility to cast their vote through poll pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

Based on the report of the scrutinizers, I declare all the resolutions as set out in the Notice of 21st Annual General Meeting as passed with requisite majority.

The consolidated results are as follows:

Sr. No.	Resolution	Type of Resolution	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
1	Adoption of Financial Statements for the year ended March 31, 2014.	Ordinary	1,04,67,776	100	-	-
2	Declaration of dividend on 2% Cumulative Redeemable Preference Shares of the Company.	Ordinary	1,04,67,776	100	-	-

Bhatia Industries & Infrastructure Ltd. Indore

BHATIA GROUP

3	Declaration of dividend on Equity Shares of the Company.	Ordinary	1,04,67,776	100	-	-
4	Appointment of Director in place of Mr. Manjeet Singh Bhatia (DIN 00042062), who retire by rotation and is eligible for re-appointment.	Ordinary	1,04,67,776	100	-	-
5	Appointment of M/s. R.S Bansal & Co., Chartered Accountants as Statutory Auditor and fixing their remuneration.	Ordinary	1,04,67,776	100	-	-
6	Appointment of Mr. Surinder Singh Bhatia as Managing Director.	Ordinary	1,04,67,776	100	-	-
7	Alteration of Articles of Association.	Special	1,04,67,776	100	-	-

For, **Bhatia Industries & Infrastructure Limited**

Jitendra Kumar Jain
Chairman

Bhatia Industries & Infrastructure Ltd. Indore

Date: 2nd September, 2014

Satpal Singh
Advocate

1105, Sector C, Sukhliya, Indore (M.P.)
Ph: 0731-4200211 (M) 9893184074
Email : satpalsingh_2009@rediffmail.com

REPORT OF SCRUTINIZER
(E-VOTING PROCESS)

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of Twenty First Annual General Meeting (AGM) of the Equity Shareholders of **Bhatia Industries & Infrastructure Limited** to be held on Tuesday, 2nd September, 2014 at 11.00 A. M. at 4-4/5 Manoramaganj, Navratan Bagh Main Road, Indore 452 001.

Dear Sir,

I, Satpal Singh, Advocate (Reg. No. 178/98) have been appointed by the Board of Directors of the Company as the scrutinizer for the purpose of scrutinizing e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions contained in the Notice of the 21st Annual General Meeting of the Members of the Company, to be held on Tuesday, the 2nd day of September, 2014.

As the Scrutinizer for the e-voting process, my role and responsibility are limited to make a Scrutinizer's report of the votes cast in "favour" or "against" in respect of the Resolutions contained in the Notice of the 21st Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorised agency to provide e-voting facilities, engaged by the Company.

The Notice dated July 5, 2014 convening the AGM of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the resolutions contained in notice of the 21st AGM of the Company, to be passed at the said AGM of the Company.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

SATPAL SINGH
ADVOCATE

Satpal Singh
Advocate

1105, Sector C, Sukhliya, Indore (M.P.)
Ph: 0731-4200211 (M) 9893184074
Email : satpalsingh_2009@rediffmail.com

1. Further to above, I submit my report as under :

   i. The e-voting period remained open from 27th August, 2014 at 9.00 A.M. to 28th August, 2014 at 6.00 P.M.

   ii. The members of the Company as on the "cut-off" date i.e. 1st August, 2014 were entitled to vote on the resolutions as set out in the Notice of AGM.

   iii. Accordingly the electronic votes cast were taken into account and at the end of this e-voting period on 28th August, 2014 the CDSL portal was blocked for voting.

   iv. The votes cast were unblocked in the presence of two witnesses, Mr. B. S. Chauhan and Mr. Willam Massey who are not in the employment of the Company.

   v. Thereafter, the details containing, inter alia, list of Equity Shareholders who voted "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. https://www.evotingindia.com

   vi. The register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company, hence there was no requirement of the list of shares with differential voting rights.

Based on the reports generated, the results of the e-voting are as under:

Satpal Singh
Advocate

1105, Sector C, Sukhliya, Indore (M.P.)
Ph: 0731-4200211 (M) 9893184074
Email : satpalsingh_2009@rediffmail.com

a) **Resolution No. 1:**

Adoption of the audited Balance Sheet/Financial Statements as at March 31, 2014 and Profit and Loss account for the year ended on that date together with the Reports of the Auditors and Directors thereon

i. Voted **in favour** of the resolution:

Number of members voted through Electronic Voting System	Number of votes casted by them	% of total number of valid votes casted
19	10452526	100.00%

ii. Voted **against** the resolution:

Number of members voted through Electronic Voting System	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
-	-

SATPAL SINGH
ADVOCATE

Satpal Singh
Advocate

1105, Sector C, Sukhliya, Indore (M.P.)
Ph: 0731-4200211 (M) 9893184074
Email : satpalsingh_2009@rediffmail.com

b) **Resolution No. 2:**

Declaration of dividend on 2% Cumulative Redeemable Preference Shares of the Company

i. Voted **in favour** of the resolution:

Number of members voted through Electronic Voting System	Number of votes casted by them	% of total number of valid votes casted
19	10452526	100.00%

ii. Voted **against** the resolution:

Number of members voted through Electronic Voting System	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
-	-

SATPAL SINGH
ADVOCATE

Satpal Singh
Advocate

1105, Sector C, Sukhliya, Indore (M.P.)
Ph: 0731-4200211 (M) 9893184074
Email : satpalsingh_2009@rediffmail.com

c) **Resolution No. 3:**

Declaration of dividend on Equity Shares of the Company.

i. Voted **in favour** of the resolution:

Number of members voted through Electronic Voting System	Number of votes casted by them	% of total number of valid votes casted
19	10452526	100.00%

ii. Voted **against** the resolution:

Number of members voted through Electronic Voting System	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
-	-

SATPAL SINGH
ADVOCATE

Satpal Singh
Advocate

1105, Sector C, Sukhliya, Indore (M.P.)
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Email : satpalsingh_2009@rediffmail.com

d) **Resolution No. 4**

Appointment of Director in place of Mr. Manjeet Singh Bhatia (DIN 00042062), who retire by rotation and is eligible for re-appointment.

i. Voted **in favour** of the resolution:

Number of members voted through Electronic Voting System	Number of votes casted by them	% of total number of valid votes casted
19	10452526	100.00%

ii. Voted **against** the resolution:

Number of members voted through Electronic Voting System	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. **Invalid** Votes:.

Total number of members whose votes were declared invalid	Total number of votes casted by them
-	-

SATPAL SINGH
ADVOCATE

Satpal Singh
Advocate

1105, Sector C, Sukhliya, Indore (M.P.)
Ph: 0731-4200211 (M) 9893184074
Email : satpalsingh_2009@rediffmail.com

e) **Resolution No. 5:**

Appointment of M/s. R.S Bansal & Co., Chartered Accountants as Statutory Auditor and fixing their remuneration.

i. Voted **in favour** of the resolution:

Number of members voted through Electronic Voting System	Number of votes casted by them	% of total number of valid votes casted
19	10452526	100.00%

ii. Voted **against** the resolution:

Number of members voted through Electronic Voting System	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
-	-

SATPAL SINGH
ADVOCATE

Satpal Singh
Advocate

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f) **Resolution No. 6:**

Appointment of Mr. Surinder Singh Bhatia as Managing Director.

i. Voted **in favour** of the resolution:

Number of members voted through Electronic Voting System	Number of votes casted by them	% of total number of valid votes casted
19	10452526	100.00%

ii. Voted **against** the resolution:

Number of members voted through Electronic Voting System	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
-	-

SATPAL SINGH
ADVOCATE

Satpal Singh
Advocate

1105, Sector C, Sukhliya, Indore (M.P.)
Ph: 0731-4200211 (M) 9893184074
Email : satpalsingh_2009@rediffmail.com

g) **Resolution No. 7:**

Alteration of Articles of Association.

i. Voted **in favour** of the resolution:

Number of members voted through Electronic Voting System	**Number of votes casted by them**	**% of total number of valid votes casted**
19	10452526	100.00%

ii. Voted **against** the resolution:

Number of members voted through Electronic Voting System	**Number of votes casted by them**	**% of total number of valid votes casted**
-	-	-

iii. **Invalid** Votes:

Total number of members whose votes were declared invalid	**Total number of votes casted by them**
-	-

The Register, all other papers and relevant record relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the said AGM and the same will be handed over to the Company for safe keeping.

Thanking You **Yours Faithfully** **Satpal Singh** **Scrutinizer** SATPAL SINGH ADVOCATE	**Witness:** 1. Mr. B. S. Chouhan 2. Mr. William Massey

Date: 1st September, 2014
Place: Indore

AJIT JAIN
M. Com., L.L.B. (Hons.), FCS
☎ : (Off. & Res.) : 0731-2497031, 4064510, 2493855
Mobile : 94250-53710, E-mail : ajitjain84@gmail.com

CS

AJIT JAIN & Co.
COMPANY SECRETARIES
'PREM VILLA' 84, Kailash Park Colony,
Near Geeta Bhawan, INDORE - 452 001

FORM – MGT-13

REPORT OF SCRUTINIZER

(POLL PROCESS)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

Twenty First Annual General Meeting of the Equity Shareholders of **Bhatia Industries & Infrastructure Limited** held on Tuesday, 2nd September, 2014 at 11.00 A. M. at 4-4/5 Manoramaganj, Navratan Bagh Main Road, Indore 452 001.

Dear Sir,

I, Ajit Jain, Practicing Company Secretary (Membership No. 3933 & CP No. 2876) have been appointed as the scrutinizer of the Company for the purpose of the poll taken on the below mentioned resolution(s), at the 21st Annual General Meeting of the Members of the Company, held on Tuesday, the 2nd day of September, 2014, submit the report as under :

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification mark placed by me.

2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. I did not find any poll papers invalid.

4. The result of the Poll is as under:

AJIT JAIN & CO. FCS 3933 C.P. No. 2876 INDORE COMPANY SECRETARIES

a) Resolution No. 1:

Adoption of the audited Balance Sheet/Financial Statements as at March 31, 2014 and Profit and Loss account for the year ended on that date together with the Reports of the Auditors and Directors thereon

i. Voted in favour of the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
15	15250	100.00%

ii. Voted against the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
-	-

AJIT JAIN & CO. FCS 3933 C.P. No. 2876 INDORE COMPANY SECRETARIES

b) Resolution No. 2:

Declaration of dividend on 2% Cumulative Redeemable Preference Shares of the Company

i. Voted in favour of the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
15	15250	100.00%

ii. Voted against the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
-	-

c) Resolution No. 3:

Declaration of dividend on Equity Shares of the Company

i. Voted in favour of the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
15	15250	100.00%

ii. Voted against the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
-	-

AJIT JAIN & CO. FCS 3933 C.P. No. 2876 INDORE COMPANY SECRETARIES

d) Resolution No. 4

Appointment of Director in place of Mr. Manjeet Singh Bhatia (DIN 00042062), who retire by rotation and is eligible for re-appointment

i. Voted **in favour** of the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
15	15250	100.00%

ii. Voted **against** the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
-	-

AJIT JAIN & CO. FCS 3933 C.P. No. 2876 INDORE COMPANY SECRETARIES

e) Resolution No. 5:

Appointment of M/s. R.S Bansal & Co., Chartered Accountants as Statutory Auditor and fixing their remuneration

i. Voted in favour of the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
15	15250	100.00%

ii. Voted against the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
-	-

AJIT JAIN & CO. FCS 3933 C.P. No. 2876 INDORE COMPANY SECRETARIES

f) Resolution No. 6:

Appointment of Mr. Surinder Singh Bhatia as Managing Director

i. Voted in favour of the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
15	15250	100.00%

ii. Voted against the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them
-	-

AJIT JAIN & CO. COMPANY SECRETARIES INDORE

g) **Resolution No. 7:**

Alteration of Articles of Association

i. Voted **in favour** of the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
15	15250	100.00%

ii. Voted **against** the resolution:

Number of members present & voting (in person or by proxy)	Number of votes casted by them	% of total number of valid votes casted
-	-	-

iii. **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes casted by them

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You **Yours Faithfully** A. K. Jain **Ajit Jain** **Scrutinizer**	**Witness:** 1. Mr. Surendra Kumar Lohar 2. Mr. Mukesh Kumar Dashora

Date: 2nd September, 2014

Place: Indore

AJIT JAIN & CO. FCS 3933 C.P. No. 2876 INDORE COMPANY SECRETARIES