BHATIA GROUP

Details Regarding the Voting Results

Date of the Postal Ballot	16th October, 2014 to 14th November, 2014
Cutoff date for reckoning voting rights	10th October, 2014
Total Number of Shareholder on the cutoff date	1172
Date of Declaration of Postal Ballot Results	November 17, 2014
No. of Valid Postal Ballot Forms received **a) Promoters and Promoter Group** **b) Public**	 - 15
No. of Valid E-votes received **a)Promoters and Promoter Group** **b)Public**	 11 8

Agenda - Wise:

Resolutions Required

1. Resolution No. from 1 to 3 : Special Resolution

Mode of Voting on all the resolutions was:

1. E-voting conducted from 16th October, 2014 (09:00 Hrs) to 14th November, 2014 (18:00 Hrs) &,
2. Postal Ballot Forms received from 16th October, 2014 (09:00 Hrs) to 14th November, 2014 (18:00 Hrs)

The details of Agenda Wise voting are given below in Annexure 1.

For **Bhatia Industries & Infrastructure Limited**

Ramandeep Kaur Bhatia
Company Secretary

Bhatia Industries & Infrastructure Ltd. Indore

BHATIA GROUP

Annexure 1

Resolution 1: Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings

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)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	8402576	7882286	93.807	7882286	-	100.00	-
Public – Institutional holders	-	0	-	0	-	-	-
Public-Others	4797424	2041111	42.545	2041111	-	100.00	-
Total	13200000	9923397	-	9923397	-	-	-

Resolution 2: Increase in borrowing limits from Rs.750 crores to Rs.1500 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher

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)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	8402576	7882286	93.807	7882286	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	4797424	2041111	42.545	2041111	-	100.00	-
Total	13200000	9923397	-	9923397	-	-	-

Bhatia Industries & Infrastructure Ltd. Indore

BHATIA GROUP

Resolution 3: To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013							
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)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	8402576	7882286	93.807	7882286	-	100.00	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	4797424	2041111	42.545	2041111	-	100.00	-
Total	**13200000**	**9923397**	-	**9923397**	-	-	-

The aforesaid Special Resolutions passed pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with the Companies (Management and Administration) Rules 2014, as set out in the Notice dated September 20, 2014 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of result.

Bhatia Industries & Infrastructure Ltd. Indore

BHATIA GROUP

Declaration of Consolidated Result of E-voting and Postal Ballot Papers

The Postal Ballot of **Bhatia Industries & Infrastructure Limited** held from 16th October, 2014 (09:00 Hrs) to 14th November, 2014 (18:00 Hrs) pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement, the Company had provided voting facility to the members to enable them to cast their votes on the resolutions proposed in the Postal Ballot Notice dated September 20,2014.

To enable wider participation of shareholders, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's Circular, listed companies listed on National Stock Exchange or Bombay Stock Exchange are required to provide e-voting facility to their shareholders on all shareholders resolution to be passed through Postal Ballot or at General Meetings. Since Bhatia Industries & Infrastructure Limited falls under this category, Company has provided for the same through Central Depository Services (India) Limited.

Based on the report of the scrutinizers, I declare all the resolutions as set out in the Postal Ballot Notice of 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	Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings	Special	9923397	100	-	-

BHATIA GROUP

2	Increase in borrowing limits from Rs.750 crores to Rs.1500 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher	Special	9923397	100	-	-
3	To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013	Special	9923397	100	-	-

For, **Bhatia Industries & Infrastructure Limited**

Jitendra Kumar Jain
Chairman

Bhatia Industries & Infrastructure Ltd. Indore

Date: November 17, 2014

AJIT JAIN CS **AJIT JAIN & Co.**

M. Com., L.L.B. (Hons.), FCS

COMPANY SECRETARIES

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Mobile : 94250-53710, E-mail : ajitjain84@gmail.com

'PREM VILLA' 84, Kailash Park Colony,
Near Geeta Bhawan, INDORE - 452 001

REPORT OF SCRUTINIZER
(POSTAL BALLOT 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
Bhatia Industries & Infrastructure Limited
"BCC House"
8/5 Manoramaganj, Navratan Bagh Main Road,
Indore 452 001

Dear Sir,

I, Ajit Jain, Practicing Company Secretary (C.P. No. 2876) have been appointed by the Board of Directors of the Company as the scrutinizer to receive, process and scrutinize the postal ballot forms and e-voting for the purpose of postal ballot process carried out as per the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with the Companies (Management and Administration) Rules 2014 in respect of the Special Resolutions contained in the Notice dated 20th September, 2014.

The Company had completed the dispatch of the notice of postal ballot along with the postal ballot form and self addressed postage pre paid envelope on 16th October, 2014 to the members for seeking their consent. The members of the Company as on the "cut-off" date i.e. 10th October, 2014 were entitled to vote on the resolutions as set out in the Postal Ballot Notice.

In terms of Section 108 of the Companies Act, 2013 read along with Rule 20 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement 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.

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 Postal ballot process, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

AJIT JAIN & CO. COMPANY SECRETARIES FCS 2933 C.P. No. 2876 INDORE

I report that I have received the Postal Ballot forms from shareholders during the period starting from 16th October, 2014 (09:00 Hrs) and end on 14th November, 2014 (18:00 Hrs). All the Postal Ballot forms together with E- Voting received up to 06:00 p.m. Friday, 14th November, 2014, being the last date considered by the Company for receipt of the ballot forms/ e-voting, were considered for my scrutiny.

On scrutiny, I report that out of total 1172 shareholders (Total Number of Shares 1,32,00,000), 19 (Nineteen) shareholders have exercised their votes through electronic means and 15 (Fifteen) shareholders exercised their votes through Postal Ballot Forms as received. The details of the polling results (consolidated) for the items placed for voting are as follows:

a) **Resolution No. 1:**

Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings

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	Number of members voted through Postal Ballot Forms	Number of votes casted by them	% of total number of valid votes casted
(1)	(2)	(3)	(4)	(5)	(6)
19	9915737	100.00%	15	7660	100%

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	Number of members voted through Postal Ballot Forms	Number of votes casted by them	% of total number of valid votes casted
(1)	(2)	(3)	(4)	(5)	(6)
-	-	-	-	-	-

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

iii. Invalid Votes:

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

b) Resolution No. 2:

Increase in borrowing limits from Rs.750 crores to Rs.1500 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher

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	Number of members voted through Postal Ballot Forms	Number of votes casted by them	% of total number of valid votes casted
(1)	(2)	(3)	(4)	(5)	(6)
19	9915737	100.00%	15	7660	100%

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	Number of members voted through Postal Ballot Forms	Number of votes casted by them	% of total number of valid votes casted
(1)	(2)	(3)	(4)	(5)	(6)
-	-	-	-	-	-

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

c) **Resolution No. 3:**

To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013

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	Number of members voted through Postal Ballot Forms	Number of votes casted by them	% of total number of valid votes casted
(1)	(2)	(3)	(4)	(5)	(6)
19	9915737	100.00%	15	7660	100%

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	Number of members voted through Postal Ballot Forms	Number of votes casted by them	% of total number of valid votes casted
(1)	(2)	(3)	(4)	(5)	(6)
-	-	-	-	-	-

iii. **Invalid Votes:**

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

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

RESULT:

As the number of votes casted in favour i.e. 75.18% and no votes is casted against, therefore I report that the Special Resolution passed pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with the Companies (Management and Administration) Rules 2014, as set out in the Notice dated September 20, 2014 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of result.

The Register, all other papers and relevant record relating to postal ballot shall remain in my safe custody until the Chairman considers, approves and signs the Minutes and the same will be handed over to the Company for safe keeping thereafter.

Thanking You

Yours Faithfully
For **Ajit Jain & Co.**

A. K. Jain

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

Ajit Jain
CP No. 2876
M. No. 3933

Date: 17.11.2014
Place: Indore