



**BANG OVERSEAS LTD.**

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

Tel.: +91 22 6660 7965 / 67, 3040 2214/15 • Fax : +91 22 6660 7970 • email : [bol@banggroup.com](mailto:bol@banggroup.com) • Web.: [www.banggroup.com](http://www.banggroup.com)

01<sup>st</sup> Oct, 2019

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

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

Dear Sir/Madam,

**Sub.:** Scrutinizer's report for the AGM held on 30.09.2019

Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Scrutinizer's report of the Annual General Meeting of the Company held on September 30, 2019.

Please take the same on your record.

Thanking you,

Yours faithfully,

**For Bang Overseas Limited**

  
**Harsh Joshi**  
Company Secretary & Compliance Officer  
ACS: 51905

**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**

405-406, Kewal Industrial Estate,

Senapati Bapat Marg,

Lower Parel (West),

Mumbai- 400013.

Dear Sir,

We, Kothari H. & Associates, Company Secretaries, have been appointed by the Board of Directors of **Bang Overseas Limited** 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 27<sup>th</sup> Annual General Meeting (AGM) held on 30<sup>th</sup> September, 2019 ("AGM") for all the resolutions contained in the Notice of AGM.

We pleased to submit our report as under, which is comprehensive and self-explanatory in all respect:

1. 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. Our 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 Fintech Private Limited (KARVY), the authorized agency to provide e-voting facility, engaged by the Company.



2. The Company has completed the dispatch of Notice of Annual General Meeting alongwith the Annual Report of the Company as on 05<sup>th</sup> September, 2019 to its members whose names appeared on the register of Members/ List of beneficiaries.
3. Advertisement was published by the Company in English in Financial Express (Mumbai Edition), dated Friday 6<sup>th</sup> September, 2019 and in Marathi in Mumbai Lakshdeep dated Friday 6<sup>th</sup> September, 2019. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.
4. The Company has availed services of Karvy Fintech Private Limited (KARVY) as the agency for providing the remote e-voting platform.
5. The Voting rights were reckoned as on Monday, 23<sup>rd</sup> September, 2019, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.
6. The remote e-voting period was open for three days which commenced on Friday, 27<sup>th</sup> September, 2019 at 09:00 a.m. and concluded on Sunday, 29<sup>th</sup> September, 2019 at 5:00 p.m. on <https://www.evoting.karvy.com/>
7. The remote e-voting results on the KARVY E-voting platform were unblocked and downloaded on Monday, 30<sup>th</sup> September, 2019 in the presence of two witnesses Ms. Richa Jain and Ms. Divya Jaggi who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.
8. After the time fixed for closing of the poll by the chairman, ballot boxes kept for polling were locked in our presence with due identification marks placed by me.
9. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconcile with the records maintained by the Company/Registrar and transfer agent of the Company and the authorisations / proxies lodged with the Company.
10. On scrutiny, we report that Total 54 Members attended the Meeting and out of 54 members, 53 members attended in person and 1 member attended in proxy as per the records of attendance.



**11. THE CONSOLIDATED RESULTS OF E-VOTING AND POLL ARE AS UNDER:**

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 27<sup>th</sup> AGM dated 14<sup>th</sup> August, 2019 is enclosed;

**Item No. 1.**

**Ordinary Resolution:** Consider and adopt:

- a. Audited Financial Statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and
- b. Audited Consolidated Financial Statement;

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	34	9794297	22	1087	56	9795384	99.99
Voted Against	0	0	03	43	03	43	Negligible
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>34</b>	<b>9794297</b>	<b>25</b>	<b>1130</b>	<b>59</b>	<b>9795427</b>	<b>100</b>

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

**Item No. 2**

**Ordinary Resolution:** Re-Appointment of Mr. Raghvendra Bang (holding DIN 00356811), who retires by rotation at this Annual General Meeting.



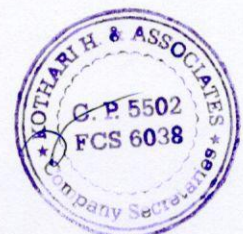
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	34	9794297	22	1087	56	9795384	99.99
Voted Against	0	0	3	43	3	43	Negligible
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>34</b>	<b>9794297</b>	<b>25</b>	<b>1130</b>	<b>59</b>	<b>9795427</b>	<b>100</b>

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

**Item No. 3.**

**Special Resolution:** To approve re-appointment of Mr. Subrata Kumar Dey (DIN:03533584) as an Independent Non- Executive 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	33	9794197	22	1087	55	9795284	99.99
Voted Against	1	100	03	43	04	143	Negligible
Abstain / Invalid	0	0	0	0	0	0	0
<b>Total</b>	<b>34</b>	<b>9794297</b>	<b>25</b>	<b>1130</b>	<b>59</b>	<b>9795427</b>	<b>100</b>



Based on the aforesaid results, Special Resolution as contained in item No. 3 has been passed with requisite majority.

**Item No. 4.**

**Special Resolution:** To approve re-appointment and revise the remuneration of Mr. Brijgopal Bang (DIN: 00112203) as Managing 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	33	8273297	22	1087	55	8274384	99.99%
Voted Against	0	0	03	43	03	43	Negligible
Abstain / Invalid	1	1521000	0	0	1	1521000	NA
<b>Total</b>	<b>34</b>	<b>9794297</b>	<b>25</b>	<b>1130</b>	<b>59</b>	<b>9795427</b>	<b>100</b>

Based on the aforesaid results, Special Resolution as contained in item No. 4 has been passed with requisite majority.

**Item No. 5.**

**Ordinary Resolution:** To approve remuneration payable to Mrs. Vandana Bang, General Manager (Design Division), Wife of Mr. Brijgopal Bang.

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	32	7609695	22	1087	54	7610782	99.99%



Voted Against	0	0	03	43	03	43	Negligible
Abstain / Invalid	2	2184602	0	0	2	2184602	NA
Total	34	9794297	25	1130	59	9795427	100

Based on the aforesaid results, Ordinary Resolution as contained in item No. 5 has been passed with requisite majority.

For Kothari H.& Associates  
Company Secretaries

Hitesh Kothari  
Partner



FCS 6038 / COP No. 5502  
Date : 01<sup>st</sup> October, 2019  
Place: Mumbai

We the undersigned witnesses that the votes were unblocked from e-voting website of KARVY (<https://www.evoting.karvy.com/>) in our presence at 10:33 a.m. on Monday, 30<sup>th</sup> September, 2019.

*Richa Jain*

(Richa Jain)

*Divya Jaggi*

(Divya Jaggi)

Counter Signature by the Chairperson of the AGM:

*[Handwritten Signature]*