



Surana Group

BHAGYANAGAR INDIA LIMITED

ISO 9001 - 2008 Certified Company

5th Floor, Surya Towers,
Sardar Patel Road,
Secunderabad-500 003. Telangana, India
Tel :+91 40 27845119/27841198/44665700
Fax : +91-40-27848851/27818868
Website : www.surana.com
E.mail : bil@surana.com
CIN No.: L27201TG1985PLC012449

BIL/SECT/025/16-17

Date: 18th June, 2016

The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), MUMBAI - 400 051	The General Manager, Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers Dalal Street MUMBAI- 400 001
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Dear Sir/Madam,

Sub: Results of Postal Ballot voting under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

In terms of the requirement of the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results of Postal Ballot (including e-voting) regarding Postal Ballot notice dated 6th May, 2016.

This is for your information and records.

Thanking you
Yours faithfully

FOR BHAGYANAGAR INDIA LIMITED

ROHIT JAIN
COMPANY SECRETARY



Encl: As above





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SUMMARY OF VOTING RESULTS OF POSTAL BALLOT

Date of Declaration of Results 18th June, 2016

Date of the AGM/EGM: Last date of receiving Postal Ballot Form/E-voting	16 th June, 2016
Total number of shareholders on record date cut-off date i.e., 6 th May, 2016	Number of public shareholders 10,877*
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable Not Applicable

* As per SEBI Circular No.CIR/CFD/DIL/5/2013 dated the 4 February 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21 May 2013 only approval of public shareholders was sought for this resolution.

Resolution required: (Ordinary/ Special)		Ordinary Resolution for approval of the Scheme of Arrangement between Bhagyanagar India Limited and Surana Telecom and Power Limited and Bhagyanagar Properties Private Limited and their respective Shareholders and Creditors pursuant to the provisions of Sections 391 to 394 and the other provisions of the Companies Act, 1956 or the Companies Act, 2013 as applicable and in terms of the requirement of SEBI Circular No. CIR/CFD/DIL/5/2013 dated the 4 February 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21 May 2013.						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	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 and Promoter Group	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	16,83,371	5,45,418	32.40	5,45,418	0	100.00	0
	Postal Ballot		1,76,700	10.50	0	1,76,700	0	100
Public-Non Institutions	E-Voting	1,47,21,560	7,44,640	5.06	7,40,820	3,820	99.49	0.51
	Postal Ballot		88,772	0.60	82,618	6,154	93.07	6.93
Total		1,64,04,931	15,55,530	9.48	13,68,856	1,86,674	88.00	12.00

For BHAGYANAGAR INDIA LIMITED

Relatjan
Company Secretary





Surana Group

BHAGYANAGAR INDIA LIMITED

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RESULT OF VOTING CONDUCTED BY POSTAL BALLOT

Pursuant to Circular No.CIR/CFD/DIL/5/2013 dated February 04, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India (SEBI) read with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, approval of the members of the Company was sought by way of Postal Ballot including voting through electronic means ('e-voting') on the **Ordinary resolution** proposed in Postal Ballot Notice dated 6th May, 2016, as described below:

"RESOLVED THAT pursuant to Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 (or any corresponding provisions of the Companies Act, 2013 as may be notified) and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 (the Act) read with the Companies (Court) Rules, 1959 (the Rules) and other applicable provisions, if any, of the Act, pursuant to the observation letters issued by BSE Limited dated 7th April, 2016 & by National Stock Exchange of India Limited dated 11th April, 2016 and enabling provisions in the Company's Memorandum and Articles of Association and other requisite consents and approvals, if any, being obtained and subject to such terms and conditions and modifications (s) as may be imposed, prescribed or suggested by the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh or other appropriate authorities, the Scheme of Arrangement between M/s. Bhagyanagar India Limited (Demerged Company) and Surana Telecom and Power Limited (1st Resulting Company) and Bhagyanagar Properties Private Limited (2nd Resulting Company) and their respective shareholders and creditors in terms of the Scheme of Arrangement (the "Scheme") as circulated along with the notice of the meeting, be and is hereby approved with/without modifications and/or conditions, if any, which may be required and/or imposed by the Equity Shareholders in the Court Convened Meeting and/or the Hon'ble High Court of Judicature at Hyderabad for the state of Telangana and Andhra Pradesh while sanctioning the arrangement embodied in the Scheme or by any authorities under law.

RESOLVED FURTHER THAT the Board of Directors, including duly constituted committee of the Board of Directors ("Committee of Directors"), of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary to have the Scheme approved by the Hon'ble High Court of Judicature at Hyderabad for State of Telangana and the State of Andhra Pradesh and other relevant authorities (as may be necessary), to implement the arrangement set out in the Scheme and to accept such modifications and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Hyderabad for State of Telangana and the State of Andhra Pradesh and/or other relevant authorities, including filing of relevant applications and making of appropriate representations in respect thereof, and taking all steps as they may deem necessary to give effect to the above resolution, and settling any questions, doubts and difficulties that may arise in this regard and incidental thereto.

For BHAGYANAGAR INDIA LIMITED

Company Secretary



RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Committee of Directors be and are hereby authorized to delegate all or any of their powers herein conferred, to any Director(s) or any other officer(s)/ authorized representative(s) of the Company to give effect to the aforesaid resolution.”

M/s.Rakhi Agarwal, Company Secretary in Practice (C.P.no-627), was appointed as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner.

As per Scrutinizer's Report dated 18th June, 2016, the following result of Postal Ballot is announced:

Particulars	Voting Details
Total Postal Ballot Forms received and e-voting	101
Less : Invalid Postal Ballot Forms received and e-voting	1
Total Valid Postal Ballot Forms received and e-voting	100
Total No. of Valid Votes	1,555,530
No. of Votes with Assent for the Resolution	1,368,856
No. of Votes with Dissent for the Resolution	1,86,674
Percentage of Votes in favour to Total valid votes	88.00%
Percentage of Votes against to Total valid votes	12.00%

I hereby declare that the Ordinary Resolution set out in the Postal Ballot Notice dated 6th May, 2016 has been passed with requisite majority.

FOR BHAGYANAGAR INDIA LIMITED



**ROHIT JAIN
COMPANY SECRETARY**

Encl: Scrutinizers' Report



RAKHI AGARWAL
Company Secretary

A-10, Janata Hsg. Society,
Shyamlal Building,
Opp: Pantaloons, Begumpet,
Hyderabad - 500 016
Email: rakhiagarwal79@yahoo.com
Cell: +91 9246530679

SCRUTINIZER'S REPORT

To
The Chairman/ Managing Director
Bhagyanagar India Limited
5th Floor, Surya Towers,
Sardar Patel Road, Secunderabad - 500 003

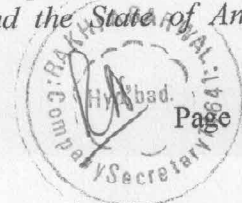
Dear Sir/ Madam,

The Board of Directors of the Company in their Board Meeting held on dated 6th May, 2016, have appointed the undersigned as Scrutinizer to conduct the Postal Ballot process in respect of the following Ordinary Resolution proposed in the Postal Ballot Notice dated 6th May, 2016 (hereinafter referred to as "Postal Ballot Notice"):

ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 (or any corresponding provisions of the Companies Act, 2013 as may be notified) and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 (the Act) read with the Companies (Court) Rules, 1959 (the Rules) and other applicable provisions, if any, of the Act, pursuant to the observation letters issued by BSE Limited dated 7th April, 2016 & by National Stock Exchange of India Limited dated 11th April, 2016 and enabling provisions in the Company's Memorandum and Articles of Association and other requisite consents and approvals, if any, being obtained and subject to such terms and conditions and modifications (s) as may be imposed, prescribed or suggested by the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh or other appropriate authorities, the Scheme of Arrangement between M/s. Bhagyanagar India Limited (Demerged Company) and Surana Telecom and Power Limited (1st Resulting Company) and Bhagyanagar Properties Private Limited (2nd Resulting Company) and their respective shareholders and creditors in terms of the Scheme of Arrangement (the "Scheme") as circulated along with the notice of the meeting, be and is hereby approved with/without modifications and/or conditions, if any, which may be required and/or imposed by the Equity Shareholders in the Court Convened Meeting and/or the Hon'ble High Court of Judicature at Hyderabad for the state of Telangana and Andhra Pradesh while sanctioning the arrangement embodied in the Scheme or by any authorities under law.

RESOLVED FURTHER THAT the Board of Directors, including duly constituted committee of the Board of Directors ("Committee of Directors"), of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary to have the Scheme approved by the Hon'ble High Court of Judicature at Hyderabad for State of Telangana and the State of Andhra Pradesh and other relevant authorities (as may be necessary), to implement the arrangement set out in the Scheme and to accept such modifications and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Hyderabad for State of Telangana and the State of Andhra



Pradesh and/or other relevant authorities, including filing of relevant applications and making of appropriate representations in respect thereof, and taking all steps as they may deem necessary to give effect to the above resolution, and settling any questions, doubts and difficulties that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Committee of Directors be and are hereby authorized to delegate all or any of their powers herein conferred, to any Director(s) or any other officer(s)/ authorized representative(s) of the Company to give effect to the aforesaid resolution."

I declare that the management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to Voting through Electronic means (i.e. remote e-voting) and voting by postal ballot for the resolution contained in the Postal Ballot Notice. My responsibility as Scrutinizer is restricted to preparing and presenting a report, on the votes cast in favour or against the resolution stated above.

I hereby submit my report on the voting on the Ordinary Resolution proposed in the Postal Ballot Notice, as under:

1. The Postal Ballot Notice along with Postal Ballot Form have been mailed electronically to those members who have registered their email addresses with the Company or their depository participant and in other cases the Company has dispatched Postal Ballot Notice along with postal ballot form and postage prepaid self-addressed business reply envelope on Monday the 16th May, 2016 by registered post.
2. The Company has published on 18th May, 2016, an advertisement about the dispatch of Postal Ballot Notice in Business Standard (English Newspaper) and Navatelangana (Telugu Newspaper).
3. The votes exercised through e-voting at Karvy platform from 9.00 a.m. on Wednesday, 18th May, 2016 till 5.00 p.m. on Thursday, 16th June, 2016 and all physical postal ballot forms received till 5.00 p.m. on Thursday, 16th June, 2016, being the last date for receipt of postal ballot forms and e-voting, were considered for my scrutiny.
4. The votes cast through e-voting were unblocked on 16th June, 2016.
5. The envelopes containing postal ballot forms, if any, received after 5.00 p.m. on Thursday, 16th June, 2016 were not considered for my scrutiny.
6. The physical ballot papers received and votes cast through e-voting were matched with the Register of Members /list of beneficial owners of the Company as on February 26, 2016.
7. The votes cast through physical ballot forms and e-voting were scrutinized by me for verification of votes cast in favour or against the resolution.
8. Postal ballot forms were found unsigned or vote not exercised by shareholders and accordingly the same were marked invalid.
9. The particulars of voting and other requisite details have been entered in a separate Register maintained for the purpose.



10. No member has voted through e-voting as well as physical postal ballot.

11. Pursuant to the circular no. CIR/CFD/DIL/5/2013 dated February 04, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India, the voting on the above ordinary resolution was exercised by public shareholders only.

12. The details of the voting are as under:

a) Voting through Postal Ballot Forms:

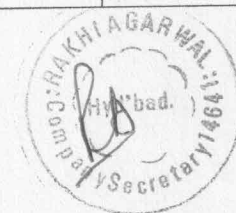
Particulars	No. of Postal Ballot Forms	No. of equity Shares
Total Postal Ballot Forms received	86	2,65,472
Less : Invalid Postal Ballot Forms	0	0
Less : Votes not exercised by Shareholder	0	0
Total Valid Postal Ballot Forms	86	2,65,472
Votes with Assent for the Resolution	75	82,618
Votes with Dissent for the Resolution	11	1,82,854

b) Voting through Electronic Mode (e-voting):

Particulars	No. of Members	No. of Equity Shares
Votes cast through e-voting	15	1,290,064
Less : Invalid votes	1	6
Total Number of Valid Votes	15	1,290,058
Votes with Assent for the Resolution	13	1,286,238
Votes with Dissent for the Resolution.	2	3,820

13. The consolidated summary of valid Votes (voting through physical postal ballot forms and e-voting) is as under:

Particulars	No. of Members	No. of equity Shares	% of Valid Votes Received
Total Valid Votes	101	1,555,530	100.00
Votes with Assent for the Resolution	87	1,368,856	88.00
Votes with Dissent for the Resolution	13	1,86,674	12.00



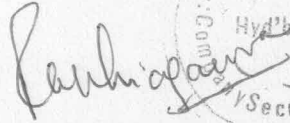

14. Details of voting (through physical postal ballot forms and e-voting) as per Regulation 44(3) of the Listing Regulations are as under:

Category	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
<i>Promoter and Promoter Group</i>	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	NA	NA	NA	NA	NA	NA	NA
<i>Public-Institutions</i>	E-Voting	16,83,371	5,45,418	32.40	5,45,418	0	100	0
	Postal Ballot	16,83,371	1,76,700	10.50	0	1,76,700	0	100
<i>Public-Non Institutions</i>	E-Voting	1,47,21,560	7,44,640	5.06	7,40,820	3,820	99.49	0.51
	Postal Ballot	1,47,21,560	88,772	0.60	82,618	6,154	93.07	6.93
Total		1,64,04,931	15,55,530	9.48	13,68,856	1,86,674	88.00	12.00

15. The Ordinary Resolution as set out in the Postal Ballot Notice has been approved by the equity shareholders with simple majority.

16. The Poll papers, record of votes cast through remote e-voting and all other relevant records will be sealed and handed over to the Company Secretary for safe keeping.

You may kindly declare the result of voting by Postal Ballot in respect of the Ordinary Resolution mentioned in the Postal Ballot Notice.



RAKHI AGARWAL
COMPANY SECRETARY
FCS NO.7047
CP NO.6270

Place: Hyderabad
Date: 18.06.2016