

September 29, 2018

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

Sub: Disclosure of voting results of the 26th Annual General Meeting (AGM) of the Company pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

With reference to the subject captioned above and pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed voting results of the 26th Annual General Meeting of the Company held on 28th September, 2018.

Further, we are enclosing the Consolidated Report of the Scrutinizer on e-voting and poll for the resolutions passed at 26th Annual General Meeting.

We hereby request you to kindly take the same on record.

Thanking You,

Yours faithfully,
For **Bang Overseas Limited**

Trupti Limbasiya



Trupti Limbasiya
Company Secretary & Compliance Officer
A41579

Encl: Annexure-I

ANNEXURE-I
Voting Results

Date of the AGM	28 th September, 2018
Total No. of shareholders on record date i.e. 21st September, 2018	4641 Shareholders
No. of shareholders present in the meeting either in person or through proxy:	44
Promoters and Promoter Group:	4
Public:	40
No. of Shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group:	-
Public:	-

Details of the Agenda and Voting Results:

No.	Item No.	Resolution required Ordinary/ Special	Mode of voting - E-voting & Poll	Remark
	Ordinary Business:			
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2018 together with report of the Director's and Auditor's thereon.	Ordinary Resolution	E-Voting and Poll	Passed with Requisite Majority
2.	Appointment of Director in place of Mr. Raghvendra Bang (holding DIN 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	Ordinary Resolution	E-Voting and Poll	Passed unanimously.
3.	Ratification of the appointment of M/s. Bhattar & Company, Chartered Accountants (Firm Registration No. 131092W) as the Statutory Auditors of the Company and fix their remuneration.	Ordinary Resolution	E-Voting and Poll	Passed unanimously.
	Special Business:			
4.	To appoint Mrs. Anuradha Paraskar (DIN: 02331564) as an independent Director of the Company.	Ordinary Resolution	E-Voting and Poll	Passed with Requisite Majority
5.	Approval of related party transactions for the period upto March 31, 2022.	Ordinary Resolution	E-Voting and Poll	Passed with Requisite Majority



RESOLUTION NO. 1

Adoption of Audited Financial Statements for the year ended 31st March, 2018 together with report of the Director's and Auditor's thereon.

Resolution required: (Ordinary/ Special)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda / resolution:			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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	E-voting	9896368	9896368	100	9896368	0.00	100	0.00	
	Poll		0.00	0.00	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	
	Total		9896368	9896368	100	9896368	0.00	100	0.00
Public- Institution s	E-voting	1118	0.00	0.00	0.00	0.00	0.00	0.00	
	Poll		0.00	0.00	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	
	Total		1118	0.00	0.00	0.00	0.00	0.00	0.00
Public- Non Institution s	E-voting	3662514	4716	0.1288	2199	2517	46.6285	53.3715	
	Poll		161080	4.3981	161080	0.00	100	100	
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	
	Total		3662514	165796	4.5268	163279	2517	98.4819	1.5181
Total		13560000	10062164	74.2047	10059647	2517	99.9750	0.0250	

The above Resolution was passed with Requisite Majority.



**RESOLUTION NO. 2**

Appointment of a Director in place of Mr. Raghvendra Bang (holding DIN 00356811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda / resolution:			No					
Category	Mode of Voting	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	E-voting	9896368	9206768	93.0318	9206768	0.00	100	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		9896368	9206768	93.0318	9206768	0.00	100
Public-Institutions	E-voting	1118	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		1118	0.00	0.00	0.00	0.00	0.00
Public-Non Institutions	E-voting	3662514	4716	0.1288	4716	0.00	100	0.00
	Poll		161080	4.3980	161080	0.00	100	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		3662514	165796	4.5268	165796	0.00	100
Total		13560000	9372564	69.1192	9372564	0.00	100	0.00

The above Resolution was passed unanimously.



**RESOLUTION NO. 3**

Ratification of the appointment of M/s. Bhatler & Co., Chartered Accountants as Statutory Auditors and fixing their remuneration.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda / resolution:			No					
Category	Mode of Voting	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	E-voting	9896368	9896368	100	9896368	0.00	100	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		9896368	9896368	100	9896368	0.00	100
Public-Institutions	E-voting	1118	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		1118	0.00	0.00	0.00	0.00	0.00
Public-Non Institutions	E-voting	3662514	4716	0.1288	4716	0.00	100	0.00
	Poll		161080	4.3981	161080	0.00	100	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		3662514	165796	4.5268	165796	0.00	100
Total		13560000	10062164	74.2047	10062164	0.00	100	0.00

The above Resolution was passed unanimously.



RESOLUTION NO. 4

Appointment of Mrs. Anuradha Paraskar (DIN: 02331564) as an independent Director of the Company.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda / resolution:			No					
Category	Mode of Voting	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	E-voting	9896368	9896368	100	9896368	0.00	100	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		9896368	9896368	100	9896368	0.00	100
Public-Institutions	E-voting	1118	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		1118	0.00	0.00	0.00	0.00	0.00
Public-Non Institutions	E-voting	3662514	4716	0.1288	2199	2517	46.6285	53.3715
	Poll		161080	4.3980	161080	0.00	100	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		13560000	165796	4.5268	163279	2517	98.4819
Total		13560000	10062164	74.2047	10059647	2517	99.9750	0.0250

The above Resolution was passed with Requisite Majority.



**RESOLUTION NO. 5**

Approval of related party transactions for the period upto March 31, 2022.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda / resolution:			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing 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	E-voting	9896368	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		9896368	0.00	0.00	0.00	0.00	0.00
Public- Instituti ons	E-voting	1118	0.00	0.00	0.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		1118	0.00	0.00	0.00	0.00	0.00
Public- Non Instituti ons	E-voting	3662514	4716	0.1288	1029	3687	21.8193	78.1806
	Poll		161080	4.3980	161080	0	100	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		13560000	165796	4.5268	162109	3687	97.7762
Total		13560000	165796	1.2227	162109	3687	97.7762	2.2238

The above Resolution was passed with Requisite Majority.

For Bang Overseas Limited

Trupti Limbasiya
Company Secretary & Compliance Officer
A41579

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
Masjid Manor, 16 HomiModi Street,
Fort, Mumbai – 400023.

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 26th Annual General Meeting (AGM) held on 28th September, 2018 (“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 Computershare 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 4th September, 2018 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 Wednesday 5th September, 2018 and in Marathi in Mumbai Lakshdeep dated Wednesday 5th September, 2018. 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 Computershare Private Limited (KARVY) as the agency for providing the remote e-voting platform.
5. The Voting rights were reckoned as on Friday, 21st September, 2018, 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 Tuesday, 25th September, 2018 at 09:00 a.m. and concluded on Thursday, 27th September, 2018 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 Friday, 28th September, 2018 in the presence of two witnesses Mr. Deepam Shah and Ms. Khadija Lokhandwala 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 reconciled 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 44 Members attended the Meeting and out of 44 members, 42 members attended in person and 2 members 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 26th AGM dated 13th August, 2018 is enclosed;

Item No. 1.

Ordinary Resolution: Consider and adopt:

- a. Audited Financial Statement, reports of the Board of Directors and Auditors
- b. Audited Consolidated Financial Statement;

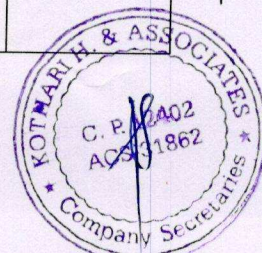
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	40	9898567	27	161080	67	10059647	99.97
Voted Against	1	2517	0	0	1	2517	0.03
Abstain / Invalid	0	0	0	0	0	0	0.00
Total	41	9901084	27	161080	68	10062164	100.00

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	40	9211484	27	161080	67	9372564	100.00
Voted Against	0	0	0	0	0	0	0.00
Abstain / Invalid	0	0	0	0	0	0	0.00
Total	40	9211484	27	161080	67	9372564	100.00

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

Item No. 3.

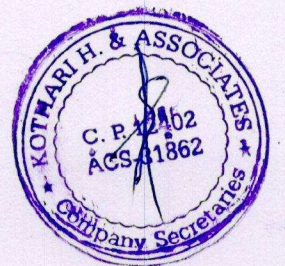
Ordinary Resolution: To ratify the appointment of Auditors and fix their remuneration.

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	41	9901084	27	161080	68	10062164	100.00
Voted Against	0	0	0	0	0	0	0.00
Abstain / Invalid	0	0	0	0	0	0	0.00
Total	41	9901084	27	161080	68	10062164	100.00

Based on the aforesaid results, Ordinary Resolution as contained in item No. 3 has been passed unanimously.

Item No. 4.

Ordinary Resolution: To appoint Mrs. Anuradha Paraskar (DIN: 02331564) as an Independent Director



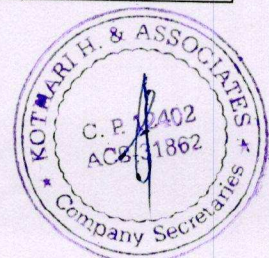
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	40	9898567	27	161080	67	10059647	99.97
Voted Against	1	2517	0	0	1	2517	0.03
Abstain / Invalid	0	0	0	0	0	0	0.00
Total	41	9901084	27	161080	68	10062164	100.00

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

Item No. 5.

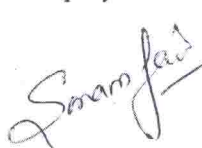
Ordinary Resolution: To obtain consent of the members of the Company to enter into the related party transactions by the Company.

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	6	1029	24	161080	30	162109	97.78
Voted Against	2	3687	0	0	2	3687	2.22
Abstain / Invalid	0	0	0	0	0	0	0.00
Total	8	4716	24	161080	32	165796	100.00



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


Sonam Jain
Partner




ACS31862 / COP No. 12402

Date :29th September, 2018

Place: Mumbai

We the undersigned witnesses that the votes were unblocked from e-voting website of KARVY ([https://www.evoting.karvy.com /.](https://www.evoting.karvy.com/)) in our presence at 11.30a.m. on Friday, 28th September, 2018.



(Deepam Shah)



(Khadija Lokhandwala)

Counter Signature by the Chairperson of the AGM:

