

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

Regd Off: 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002

Website: www.bhatiamobile.com, E mail: info@bhatiamobile.com, Ph: 0261-2349892

BHATIA'S
The mobile one stop shop

Date: 01/08/2020

To,
BSE LIMITED
Phiroze Jeejeebhoy towers,
Dalal Street,
Mumbai- 400 001.

Script ID/ Code : BHATIA/540956

Subject: Submission of Proceedings of the Postal Ballot pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

With Reference to the above subject, we herewith enclose the copy of the proceedings of the postal Ballot for your reference and record.

Kindly take this information on your record.

Yours Faithfully,

Thanking You.

For **Bhatia Communications & Retail (India) Limited**


Mittal Narendrabhai Shah
Company Secretary & Compliance Officer

Place: Surat



BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

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SUMMARY OF THE PROCEEDINGS OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY THE SHAHOLDERS OF BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED ON 1ST AUGUST, 2020.

The company, at the Board Meeting held on 30th June, 2020 decided to obtain consent of the members through postal Ballot under Section 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration Rules), 2014 and regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of the following matters;

Resolution No. 1:

Migration of Company's present Listing from SME Platform of BSE Limited to the Main Board of BSE Limited

Resolution No. 2:

To Alter the Article of Association of the Company.

In compliance with the requirements of Sections 108 and 110 of the Act read with the Companies Rules and in accordance with General Circular No. 1712020 dated April 13, 2020 read with General Circular No. 1412020 dated April 8, 2020 issued by Ministry of Corporate Affairs and in view of current extra-ordinary circumstances due to the pandemic caused by Covid-19 prevailing in the country, hard copy of the Notice along with postal ballot forms and prepaid business envelope was not sent to the shareholders for the postal ballot and shareholders were requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders were also requested to follow the procedure as stated in the notes and instructions for their casting of votes by remote E-voting.

The Postal Ballot notice dated June 30, 2020 was sent to Members of Company whose names appeared in the Register of Members Record of Depositories as on June 26, 2020 (Cut-Off Date) through email on July 01, 2020 to those members who have registered their email IDS with the Company Depository along with the details of Login Id and Password to the members/shareholders who have registered their email ids with depositories or with the Company.

Further, in light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, were requested to temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED, by clicking the link: <https://www.purvashare.com/email-and-phone-updation> and follow the registration process as guided thereafter.

Pursuant to Sections 108 and 110 of the Act read with the Companies Rules and in accordance with General Circular No. 1712020 dated April 13, 2020 read with General Circular No. 1412020 dated April 8, 2020 issued by Ministry of Corporate Affairs and in view of current extra-ordinary circumstances due to the pandemic caused by Covid-19 prevailing in the country, the Company had provided remote e-voting facility only. The Company had engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to the Members of the Company.

The voting period commenced on June 03, 2020 at 09:00 A.M. and ended on August 01, 2020 at 05:00 P.M.

The Members were requested to cast their votes electronically upto 05:00 P.M. on August 01, 2020. E-voting module was disabled for voting by National Securities Depository Limited.

The Board of Directors at their meeting held on June 30, 2020 appointed Mr. Ranjit Kejriwal, Company Secretary in Practice, as Scrutinizer to scrutinize the votes casted by Members and for conducting Postal Ballot in a fair and transparent manner.

The scrutinizer carried out the scrutiny of votes casted electronically up to August 01, 2020 05:00 P.M. and he submitted his report dated August 01, 2020.

Mr. Sanjeev Harbanslal Bhatia, Chairman & Managing Director, in present of Company Secretary, declared the result of the Postal Ballot, which is mentioned hereunder;

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				MIGRATION OF COMPANY'S PRESENT LISTING FROM SME PLATFORM OF BSE LIMITED TO THE MAIN BOARD OF BSE LIMITED.- Special Resolution				
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	9215200	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	3300000	1140000	34.55	114000	0	100.0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		3300000	1140000	34.55	114000	0	100.0
Total		12515200	1140000	9.11	114000	0	100.0	0
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution		This resolution is passed as as Special resolution and as per Regulation 277 of SEBI (ICDR) Regulations, 2018 votes cast by shareholders other than promoters in favour of the proposal are more than 2 times the number of votes cast by shareholders other than promoter shareholders against the proposal						

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

Resolution (2)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					TO ALTER THE ARTICLE OF ASSOCIATION OF THE COMPANY – SPECIAL RESOLUTION			
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	9215200	9215148	99.99	9215148	0	100.0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	9215200	9215148	99.99	9215148	0	100.0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	3300000	1140000	34.55	1140000	0	100.0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	3300000	1140000	34.55	1140000	0	0	0
Total		12515200	10355148	82.74	10355148	0	100.0	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

Since, all conditions given under Section 114(2) of the Companies Act, 2013 are fulfilled, the Special Business for Alteration of Article of Association of Company and make consequent addition of clause 159A of the Article of Association is approved by the Members through remote e-voting as Special Resolution.

For Bhatia Communications & Retail (India) Limited

Mittal Shah
Mittal Narendrabhai Shah
Company Secretary & Compliance Officer
Place: Surat



BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

Regd Off: 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002

Website: www.bhatiamobile.com, E mail: info@bhatiamobile.com, Ph: 0261-2349892

BHATIA'S
The mobile one stop shop

Date: August 1, 2020

To,
BSE LIMITED
Phiroze Jeejeebhoy towers,
Dalal Street,
Mumbai- 400 001.

Script ID/Code: BHATIA/540956

Subject: Voting Result of the Postal Ballot pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

With reference to the above subject, we herewith enclose the copy of Voting Result of the Postal Ballot for your reference and record.

Kindly take this information on your record.

Thanking You.

Yours faithfully,

For Bhatia Communications & Retail (India) Limited


Mittal Narendrabhai Shah
Company Secretary & Compliance Officer



Place: Surat

VOTING RESULTS
POSTAL BALLOT NOTICE DATED JUNE 30, 2020 OF BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

General information about company	
BSE Scrip code	540956
NSE Symbol	-
MSEI Symbol	-
ISIN	INE341Z01017
Name of the company	BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED
Type of meeting	Postal Ballot
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	August 1, 2020
Start time of the meeting	NA
End time of the meeting	NA

Scrutinizer Details	
Name of the Scrutinizer	Ranjit Kejriwal
Firms Name	Ranjit Kejriwal
Qualification	CS
Membership Number	F6116
Date of Board Meeting in which appointed	30-06-2020
Date of Issuance of Report to the company	01-08-2020

Voting results	
Record date	26-06-2020
Total number of shareholders on record date	225
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	NA
b) Public	NA
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	NA
b) Public	NA
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution (1)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					MIGRATION OF COMPANY'S PRESENT LISTING FROM SME PLATFORM OF BSE LIMITED TO THE MAIN BOARD OF BSE LIMITED.- Special Resolution			
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	9215200	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	3300000	1140000	34.55	114000	0	100.00	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		3300000	1140000	34.55	1140000	0	100.00
Total		12515200	1140000	9.11	1140000	0	100.00	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution		This resolution is passed as as Special resolution and as per Regulation 277 of SEBI (ICDR) Regulations, 2018 votes cast by shareholders other than promoters in favour of the proposal are more than 2 times the number of votes cast by shareholders other than promoter shareholders against the proposal						

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Resolution (2)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					TO ALTER THE ARTICLE OF ASSOCIATION OF THE COMPANY- SPECIAL RESOLUTION			
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	9215200	9215148	99.99	9215148	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		9215200	9215148	99.99	9215148	0	100.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	3300000	1140000	34.55	1140000	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		3300000	1140000	34.55	1140000	0	0
Total		12515200	10355148	82.74	10355148	0	100.00	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Since, all conditions given under Section 114(2) of the Companies Act, 2013 are fulfilled, the Special Business for Alteration of Article of Association of Company and make consequent addition of clause 159A of the Article of Association is approved by the Members through remote e-voting as Special Resolution.

For Bhatia Communications & Retail (India) Limited

Mittal Shah
Mittal Narendrabhai Shah
Company Secretary & Compliance Officer



Place: Surat



Ranjit Kejriwal

Company Secretary & Registered Valuer (SFA)

1, Aastha, 2/906, Hira Modi Sheri, Sagrampura, Ring Road, Surat – 395002
Email: rbksurat@gmail.com ph: 0261-2331123 / 9327923119

SCRUTINIZER'S REPORT REMOTE E-VOTING
In respect of resolution proposed through Postal Ballot

[Pursuant to section 108 and 110 of the Companies Act, 2013
And Rule 20(4) (xii) and Rule 22 of the Companies (Management and Administration)
Rules, 2014]

To,
The Chairman
Bhatia Communications & Retail (India) Limited
CIN: L32109GJ2008PLC053336
132, Dr. Ambedkar Shopping Centre,
Ring Road, Surat -395002

Dear Sir,

Sub.: Scrutinizer's report on Resolution proposed through Postal Ballot under section 110 read with section 108 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof).

I, Ranjit Kejriwal, Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of Bhatia Communications & Retail (India) Limited for the purpose of scrutinizing the e-voting process along with Postal Ballot and ascertaining the requisite majority on remote e-voting process carried out as per 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended from time to time, for the purpose of scrutinizing the votes casted by members of the company through remote E-voting platform of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> in respect of resolutions contained in the Postal Ballot Notice dated 30th June, 2020 as detailed below:

Sr. No.	Type of Resolution	Particulars
1	Special Resolution	Migration of Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited
2	Special Resolution	To Alter the Article of Association of the Company

Responsibility of the Management of the Company:

The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 relating to remote E-voting and passing the resolutions through postal Ballot.

Responsibility of Scrutinizer:

My responsibility, as a scrutinizer, is limited to ensure and scrutinize the votes casted through remote e-voting platform and supervise the process of postal ballot in a fair and transparent manner and to make a report on the votes casted "in favour" and "against" the resolution, based on the report generated from the remote e-voting platform of E-voting agency.

It may be noted that;

In compliance with the requirements under section 108 and 110 of the act read with the Companies rules and in accordance with the General Circular No. 17/2020 dated April 13, 2020 read with general circular No. 14/2020 dated April 8, 2020 issued by Ministry of Corporate Affairs and in view of current extra- ordinary circumstances due to the pandemic caused by COVID-19 prevailing in the country, hard copy of the Notice along with postal ballot forms and prepaid business envelope was not sent to the shareholders for the said postal Ballot and shareholders were requested to carefully read the instruction indicated in this notice and communicate their assent (for) or dissent (against) through the remote E-voting only. Shareholders were for their casting of votes by remote E-voting.

I hereby report as under;

- i. on the basis of the Register of the Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on cut off date 26th June, 2020.
- the company has completed dispatch of the Notice of the postal Ballot through E-mail on 1st July, 2020 to the members whose E-mail ID's are registered with the company / depository participant on 26th June, 2020.
- Further, In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED, by clicking the link: <https://www.purvashare.com/email-and-phone-updation>.
- ii. The company has also placed the notice of postal Ballot on the website of the company.

- iii. The company has published the newspaper advertisement for the date and time of commencement and end of remote E-voting as postal Ballot in,
 - 1. English Daily: "Free press Gujarat" dated 02/07/2020
 - 2. Regional Language Daily: "Lokmitra" dated 02/07/2020
- iv. The e-voting period was from 3rd July, 2020 at 9.00 a.m. to 1st August, 2020 at 5.00 p.m.
- v. The members of the Company as on the "cut-off" date i.e. 26th June, 2020 were entitled to vote on the resolutions (Item No. 1 and Item No. 02 as set out in the Postal Ballot notice of the Company).
- vi. After the time fixed for the e-voting i.e 5.00 pm on Saturday, 1st August, 2020 the votes were unblocked on the e-voting website of the National Securities Depository Limited (NSDL) on Saturday, 1st August, 2020 at 05.03 pm in presence of two witness namely Mr. Ajit Tiwari and Mr. Pioush Tiwari who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.
- vii. Total 43 Shareholders (4 shareholders belonging to Promoters and Promoter Group and 39 Public Shareholders) have voted through remote e-voting platform of NSDL.
- viii. I have not found any vote casted through remote e-voting platform as Invalid.
- ix. The summary of votes casted through remote E-voting platform in respect of business proposed in the Notice of postal ballot is annexed herewith.

Result of the Postal ballot:

Since, all the applicable conditions given under section 114(2) of the Companies Act, 2013 and under Regulation 277 of SEBI (ICDR) Regulations, 2018 are fulfilled, the special businesses for Migration of Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited and Alteration of the Article of Association of the Company are approved by the members through remote E-voting as special resolution.

The result of the voting by members through remote e-voting in respect of the above mentioned business may, accordingly, be declared by the Chairman or any other Authorized Person, as decided by the Board of Director of the Company and who has counter signed this report.

- x. The register, all other papers and relevant records relating to the remote E-voting shall remain in my safe custody until the chairman consider, approves and signs the minutes of the aforesaid Postal Ballot and thereafter the same will be handed over to the company secretary of the company.
- xi. The remote E-voting process for the postal ballot was carried out in a fair and transparent manner.

RANJIT
BINOD
KEJRIWAL

Ranjit Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985



UDIN: F006116B000544192

Place: Surat
Date: 1st August, 2020

Declaration

We, the undersigned witnesseth that;

1. The remote e-voting result/list was unblocked and downloaded from the NSDL e-voting website <https://www.evoting.nsdl.com/> in our presence on Saturday, August 1, 2020 around at 05:03 p.m. at the office of **CS Ranjit Kejriwal**, the scrutinizer.

Witness 1: Mr. Ajit Tiwari 	Witness 2: Mr. Pioush Tiwari 
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Countered by
For Bhatia Communications & Retail (India) Limited

Sanjeev Harbanslal Bhatia
Managing Director
DIN: 02063671

RESOLUTION 1**MIGRATION OF COMPANY'S PRESENT LISTING FROM SME PLATFORM OF BSE LIMITED TO THE MAIN BOARD OF BSE LIMITED.**

Particulars	No. of E-Voters	No. of Votes casted therein	% to the Votes Received
Received	39		
Assent	39	1140000	100%
<i>Promoters</i>	<i>0</i>	<i>0</i>	<i>0</i>
<i>Public</i>	<i>39</i>	<i>1140000</i>	<i>100%</i>
Total	39	1140000	100%
Dissent			
<i>Promoters</i>	<i>0</i>	<i>0</i>	<i>0</i>
<i>Public</i>	<i>0</i>	<i>0</i>	<i>0</i>
Total	0	0	0
Invalid			
<i>Promoters</i>	<i>0</i>	<i>0</i>	<i>0</i>
<i>Public</i>	<i>0</i>	<i>0</i>	<i>0</i>
Total	0	0	0

This resolution is passed as a Special resolution and as per Regulation 277 of SEBI (ICDR) Regulations, 2018 votes cast by shareholders other than promoters in favour of the proposal are more than 2 times the number of votes cast by shareholders other than promoter shareholders against the proposal.

RESOLUTION NO. 2:**TO ALTER THE ARTICLE OF ASSOCIATION OF THE COMPANY – SPECIAL RESOLUTION:**

Particulars	No. of E-Voters	No. of Votes casted therein	% to the Votes Received
Received	43		
Assent	43	10355148	100.00%
<i>Promoters</i>	<i>4</i>	<i>9215148</i>	<i>88.99%</i>
<i>Public</i>	<i>39</i>	<i>1140000</i>	<i>11.01%</i>
Total	43	10355148	100.00%
Dissent			
<i>Promoters</i>	<i>0</i>	<i>0</i>	<i>0</i>
<i>Public</i>	<i>0</i>	<i>0</i>	<i>0</i>
Total	0	0	0
Invalid			
<i>Promoters</i>	<i>0</i>	<i>0</i>	<i>0</i>
<i>Public</i>	<i>0</i>	<i>0</i>	<i>0</i>
Total	0	0	0

The Resolution is passed as a Special Resolution.

Thanking You,

Yours faithfully,

RANJIT
BINOD
KEJRIWAL

Ranjit Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985

UDIN: F006116B000544192

Place: Surat
Date: 1st August, 2020