

BHIWANI VANASPATI LIMITED

Regd. Off. : EMERALD HOUSE, 1B, OLD POST OFFICE STREET, KOLKATA – 700 001

Website: www.bhiwani.net.in, Email: contact@bhiwani.net.in

CIN: L15143WB1970PLC124721

28th Sept, 2018

The Secretary
The Delhi Stock Exchange Ltd.
DSE House
3/1, Asaf Ali Road.
New Delhi - 110012

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700001

Dear Sir/Madam,

Re: Proceedings and Voting Results of the 47th Annual General Meeting (“AGM”) of Bhiwani Vanaspati Limited (“the Company”).

The 47th AGM of the Company was held today at 12.30 a.m. (IST) at 1B, Old Post Office Street, Kolkata – 700 001, to transact the business as started in the Notice dated 23rd May, 2018 convening the AGM.

In this regard, please find enclosed the following.

- 1) Summary of the proceeding of the AGM of the Company as required under Regulation 30, Part -A of Schedule –III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”)– **Annexure –I**
- 2) Voting results of the business transacted at the AGM as required under Regulation 44 of the Listing Regulations –**Annexure-II**
- 3) Report of the Scrutinizer dated Sept 28th, 2018, pursuant to Section 108 of the Company’s Act. 2013 and Rule 20 of the Companies (Management and Administration) Rule 2014- **Annexure- III**

The Voting Results along with the Scrutinizer’s Report dated Sept 28th, 2018 is made available on the Company’s website at www.bhiwani.net.in

This is for your information and records.

Yours faithfully

Bhiwani Vanaspati Limited

Balaram Saha

Balaram Saha
Director
Din: 07599351



Encl As above

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Annexure- I

Summary of proceedings of the 47th Annual General Meeting

The Annual General Meeting (“AGM”/”Meeting”) of Bhiwani Vanaspati Limited (“the Company”) was held today i.e. Sept 28th, 2018 at 11.30 a.m. (IST) at 1B, Old Post Office Street, Kolkata – 700 001.

Mr. Goutam Ghosal Chaired the Meeting. All the Directors of the Company were present at the Meeting. After declaring the quorum to be present the Chairman called the meeting to order. With the consent of the shareholders, The Notice convening the meeting and the Auditors Report were taken as read.

The Chairman then informed the Members that in compliance with provisions of the Companies Act, 2013 and the Securities Exchange Board of India (“the Listing Regulations”) the Company has provided to Members the facility to exercise their vote through electronic means. Further the Chairman informed the Members that the facility of electronic Voting was made available at the venue of the Meeting for the Members who had not exercised their vote earlier.

He also informed that the Board had appointed Mrs. Mona Agarwal, Practicing Company Secretaries, (Membership No. ACS 33191) as Scrutinizer to scrutinize the e- voting process as well as voting at the AGM in a fair and transparent manner.

The Chairman then read out the business to be transacted at the Meeting As per Notice dated 23rd May, 2018 convening the AGM of the Company the following business was transacted at the Meeting.

1. To consider, approve and adopt the audited financial statements of the company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To re-appoint M/s Bharat D. Sarawgee & Co., Chartered Accountants, Kolkata, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

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Members present were given the opportunity to ask questions and seek clarifications. The Chairman responded to the questions raised.

Post the question and answer session. The Chairman thanked the Members present at the Meeting and then concluded the Meeting by authorising the Company Secretary to carry out the poll process and declare the voting results.

He informed the Members that the voting results will be made available on the websites of the Company and CSDL within 48 hours of the conclusion of the meeting.

Post the conclusion of the voting at the venue, the scrutinizers report was received. All the resolutions have been passed with requisite majority

This is for your information and records

Yours faithfully

Bhiwani Vanaspati Limited

Balaram Saha

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Director

Din: 07599351



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Annexure - II

**Bhiwani Vanaspati Limited
47th Annual General Meeting (AGM) Voting Results**

Date of the AGM	Sept 28, 2018
Total Number of Shareholders on record date	6003
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	0
Public	36
Total	36
No. of shareholders attended the meeting through Video Conferencing	None
Promoter & Promoter group	None
Public	None
Total	None

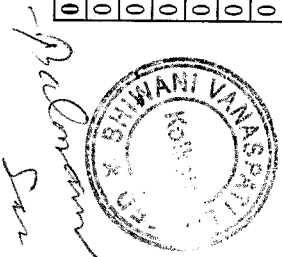
Balaram Sa



BHIVANI VANASPATI LIMITED
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 CIN: L15143WB1970PLC124721

Resolution No. 2
 Ordinary Resolution to re-appoint M/s Bharat D. Sarawee & Co., Chartered Accountants, Kolkata, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

Resolution Required	Ordinary							
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 & Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Institutional holders	E-Voting	231350	0	0	0	0	0	0
	Poll	144000	144000	62.24	144000	0	100.00	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	144000	144000	62.24	144000	0	100.00	0
Public - Non Institution	E-Voting	1226150	0	0	0	0	0	0
	Poll	266349	266349	21.72	266349	0	100.00	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	266349	266349	21.72	266349	0	100.00	0
Total		1457500	410349	28.15	410349	0	100.00	0



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Resolution No: 1
 Ordinary Resolution to consider, approve and adopt the audited financial statements of the company for the financial year ended 31st March, 2018 together with the reports of the Directors' and Auditors' thereon.

Resolution Required		Ordinary						
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 & Promoter Group	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 - Institutional holders	E-Voting	231350	0	0	0	0	0	0
	Poll		144000	62.24	144000	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		144000	62.24	144000	0	100	0
Public - Non Institution	E-Voting	1226150	0	0	0	0	0	0
	Poll		266349	21.72	266349	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		266349	21.72	266349	0	100.00	0
	Total	1457500	410349	28.15	410349	0	100.00	0

Pradip Kumar Sen





MONA AGARWAL
COMPANY SECRETARIES

Address: Poddar Court, Gate # 1, 5th Floor,
Room # 541, 18, Rabindra Sarani,
Kolkata - 700001, West Bengal,
Mobile : +91-8981018600
E-mail : agarwalmona25@yahoo.com

Scrutinizer's Report

To,

Annexure - III

The Chairman

BHIWANI VANASPATI LIMITED

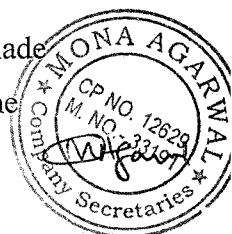
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Kolkata – 700 001.

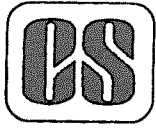
Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the 47th Annual General Meeting of Bhiwani Vanaspati Limited held on Friday, Sept 28th, 2018 at 12.30 A.M at 1B, Old Post Office Street, Kolkata – 700 001.

I, Mona Agarwal, Practising Company Secretary holding ACS -33191 / COP - 12629 and proprietor of M/s. Mona Agarwal., Company Secretaries, Kolkata was appointed as the Scrutinizer in connection with the Forty Seventh Annual General Meeting of the members of “**BHIWANI VANASPATI LIMITED**” (“Company”) held on Friday, 28th Day of September, 2018 at 12.30 A.M. at the Registered Office of the Company, at 1B, Old Post Office Street, Kolkata – 700 001 for the purpose of scrutinizing the remote e-voting and voting through ballot at the Meeting process in a fair and transparent manner and ascertaining the requisite majority on remote e – voting and voting through ballot process carried out as per the provisions of the Companies Act, 2013 and sub – rule (xii) of Rule of the Companies (Management and Administration) Rules as amended on the resolutions referred to in this report.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting by way of remote e – voting and voting by using ballots by the





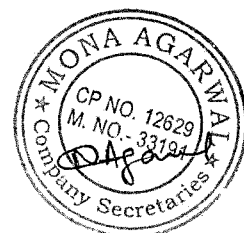
MONA AGARWAL
COMPANY SECRETARIES

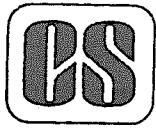
Address: Poddar Court, Gate # 1, 5th Floor,
Room # 541, 18, Rabindra Sarani,
Kolkata - 700001, West Bengal,
Mobile : +91-8981018600
E-mail : agarwalmona25@yahoo.com

members on the resolutions proposed in the notice of the 47th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes cast "in favour" or "against" if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and of voting through ballots as provided by the Company.

I submit my report as under:

1. The remote e - voting period remained open from 9.00 A.M. (IST) on Tuesday, the 25th day of September, 2018 up to 5.00 P.M. (IST) on Thursday, the 27th day of September, 2018.
2. The shareholders holding stakes as on the "cut off" date, i.e. 22nd September 2018 were entitled to vote on the proposed 2 (Two) resolutions as mentioned in the notice dated 23rd May, 2018 of the Annual General Meeting of the Company.
3. The vote were unblocked on Friday, the 28th day of September, 2018 at 2.00 P.M in the presence of two witnesses, who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.
4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" "and" "Against" were downloaded from the e-voting website of Central Depository Services (India) Limited. (<https://www.evotingindia.com>)
5. I have rendered Scrutinizer report separately on the remote e-voting and by using ballots at the Meeting and I hereby submit consolidated Scrutinizer's Report on all resolution contained in the Notice of the aforesaid Annual General Meeting.
6. The result of the e-voting [EVSN: 180901014] is as follows:





ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution:

Adoption of:-

- a. **Ordinary Resolution to consider, approve and adopt the audited financial statements of the company for the financial year ended 31st March, 2018 together with the reports of the Directors' and Auditors' thereon.**

- (i) Voted in favour of the resolution:

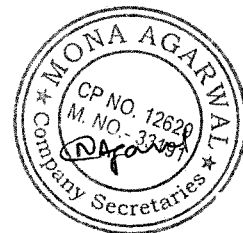
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
36	410349	100%

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	Not applicable	Not applicable

- (iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not applicable





MONA AGARWAL
COMPANY SECRETARIES

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Resolution 2: Ordinary Resolution:

b. Ordinary Resolution to reappoint M/s Bharat D. Sarawgee & Co., Chartered Accountants, Kolkata as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the Conclusion of the next Annual General Meeting and to fix remuneration.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
36	410349	100%

(ii) Voted against the resolution:

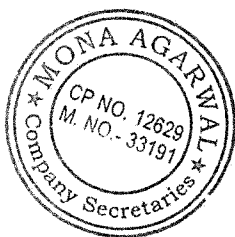
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	Not applicable	Not applicable

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Not applicable

Accordingly, all the Resolutions stand passed by requisite majority.

Place : Kolkata



Mona Agarwal
(Mona Agarwal)

Company Secretary in Whole-time Practice

Dated: Sept 28th, 2018

ACS: 33191/C.P. No.: 12629