

28th September, 2015

To
Bombay Stock Exchange Limited,
P.J Towers, Dalal Street,
Mumbai – 400 001

SUB: Proceedings of the 11th Annual General Meeting of the Company held on Monday, 28th September, 2015 at 12.30 P.M.

Scrip Code: 538576

Dear Sir,

With respect to the captioned subject and, in terms of clause 33(d) of the Listing Agreement, we are herewith submitting the proceedings of the 11th Annual General Meeting of the Company.

1. The 11th Annual General Meeting of the Company was held on Monday, 28th September, 2015 at 12.30 P.M. at the registered office of the Company at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH -8, Thakkar Bapanagar, Ahmedabad – 382350.
2. Mr. Dhirubhai Patel, Chairman of the Board acted as Chairman of the Meeting.
3. After ascertaining that the requisite quorum was present, the Chairman called the meeting to order and welcomed the Members present to the 11th Annual General Meeting of the Company.
4. He briefed them about the performance of the Company during the financial year ended 31st March, 2015 as also the current state of affairs of the Company and introduced all Directors present at the Meeting.
5. Thereafter, with the permission of all the Shareholders present, the notice dated 28th August, 2015 convening the Annual General Meeting was taken as read.
6. Mr. Sunil Patel, Managing Director cum Compliance Officer read out the Auditor's Report to the Members as suggested by the Chairman.



7. The Chairman then informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had extended the E – Voting facility to the Members of the Company from Thursday, 24th September, 2015 at 9.00 A.M to Sunday, 27th September, 2015 at 5.00 P.M. in respect of the business to be transacted at the Annual General Meeting. He further informed that Ms. Avani S. Popat, Practicing Company Secretary was appointed as Scrutinizer in the said process.
8. The Chairman then suggested to the Members physically present and who had not voted electronically, to cast their vote through physical ballot. He declared that Ms. Avani S. Popat, Practicing Company Secretary will act as the Scrutinizer in the Ballot process. The Chairman further informed that upon completion of voting by physical ballot, the Scrutinizers will count the votes and sign and submit the result to the Chairman by adding the physical votes to the electronically casted votes in favour and against each Resolution within three working days from the conclusion of the Meeting.

Please acknowledge and take on record the above.

For Bhanderi Infracon Limited



Sunil Patel
(Managing Director)
(DIN No. 00307827)



29th September, 2015

To
Bombay Stock Exchange Limited,
P.J Towers, Dalal Street,
Mumbai – 400 001

SUB: Outcome of Annual General Meeting

Scrip Code: 538576

Dear Sir,

Date of the AGM:	28.09.2015
Total No. of Shareholders on Record Date	49
No. of Shareholders present in the Meeting either in person or through proxy	
Promoter Group	6
Public	11
No. of Shareholders attended the Meeting through Video Conferencing	No Video Conferencing facility was arranged

Resolution No. 1: Adoption of the Audited Balance Sheet, Statement of Profit & Loss, Director Report & Auditor Report for the year ended 31st March, 2015

Resolution required: Ordinary Resolution

Mode of Voting: E-Voting/Ballot Form/AGM Poll

Details of Postal Ballot:

Promoter/ Public	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	1479600	1479600	100	1479600	0	100	NIL

and Promoter Group							
Public Institutional holders	-	-	-	-	-	-	-
Public Others	550000	95200	17.31	95200	0	100	-
Total	2029600	1574800	77.59	1574800	0	100	-

Resolution No. 2: Ratified the appointment of M/s. S A R A & Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company.

Resolution required: Ordinary Resolution

Mode of Voting: E-Voting/Ballot Form/AGM Poll

Details of Postal Ballot:

Promoter/ Public	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	1479600	1479600	100	1479600	0	100	NIL
Public Institutional holders	-	-	-	-	-	-	-
Public Others	550000	95200	17.31	85600	9600	89.92	10.08
Total	2029600	1574800	77.59	1565200	9600	99.39	0.61

Resolution No. 3: Re – appointed Mrs. Bhunikaben Patel, Director (DIN No. 06984921), who was liable to retire by rotation.

Resolution required: Ordinary Resolution

Mode of Voting: E-Voting/Ballot Form/AGM Poll

Details of Postal Ballot:

Promoter/ Public	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	1479600	1479600	100	1479600	0	100	-
Public Institutional holders	-	-	-	-	-	-	-
Public Others	550000	95200	17.31	95200	0	100	-
Total	2029600	1574800	77.59	1574800	0	100	-

Please acknowledge and take on record the above. Attached herewith please find the report of the Scrutinizer.

For Bhanderi Infracon Limited


Sunil Patel
(Managing Director)
(DIN No. 00307827)



REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson,

11th Annual General Meeting of the Equity Shareholders of M/s Bhanderi Infracon Limited held on 28th September, 2015 at 12.30 P.M. at the registered office of the Company at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad – 382350

Dear Sir,

1. I, Avani Popat, Practicing Company Secretary (ACS: 27774, CP No.: 10923), was appointed as Scrutinizer by the Board of Directors of M/s Bhanderi Infracon Limited (the Company) for the purpose of Scrutinizing the e – voting process and voting by use of Ballot in respect of the below mentioned Resolutions proposed at the 11th Annual General Meeting of the Equity Shareholders of the Company held on 28th September, 2015 at 12.30 P.M. at the registered office of the Company at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad – 382350.

2. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means and voting by using ballots by the Shareholders 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 are conducted in a fair and transparent manner and render consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairman based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and on scrutiny of the ballots.

3. I have rendered Scrutinizers Report separately on the E – Voting and by use of ballots and I hereby submit consolidated Scrutinizers Report pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on all the Resolutions contained in the Notice of the aforesaid Annual General Meeting.



4. The result of the voting is as under:

Item No. of Notice	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes
	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast (Favour and Against)	No. of members who voted	No. of Shares	% of total number of valid votes cast (Favour and Against)	
Item No. 1 of the Notice - To receive, consider, approve and adopt the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon (As an Ordinary Resolution)	17	1574800	100	-	-	-	-
Item No. 2 of the Notice - To ratify the appointment of M/s. S A R A & Associates, Chartered Accountants, Mumbai as Statutory Auditors of the Company for the year ended 31st March, 2016 and fixation of their remuneration by the Board of Directors (As an Ordinary Resolution)	16	1565200	100	1	9600	0.61	-
Item No. 3 of the Notice - To appoint a Director in place of Mrs. Bhunikaben Patel (DIN No. 06984921), who retires by rotation and being eligible	17	1574800	100	-	-	-	-



has offered herself for re- appointment as Director (As an Ordinary Resolution)							
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5. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 11th Annual General Meeting and thereafter the same shall be returned and handed over to the Chairman for safe keeping.

Thanking You,
Yours faithfully



Avani Popat, Practising Company Secretary

ACS No.: 27774

COP No. 10923

Place: Mumbai

Date: 29th September, 2015