# BELL AGROMACHINA LIMITED

Regd. Office: Unit No.30, First Floor, Raghuleela Mega Mall, Behind Poisar Depot,
Kandivali (West), Mumbai – 400 067
Telephone: 022 – 6557 5578 Website:www.bellagro.com Email Id:bellagro@rediffmail.com
CIN: L85110MH1989PLC255933


**Date: 17/01/2017**

To,
The Department of Corporate Services,
**Bombay Stock Exchange Limited**
14th Floor, P J. Towers,
Dalal Street, Mumbai - 400 001.

Dear Sir/ Madam,

**Sub: Announcement of results of Postal Ballot of Bell Agro Machina Limited**

**Ref: BSE Scrip Code: 531112**

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligation & Disclosure Requirement), 2015, please find enclosed herewith the details of voting results of the Postal Ballot/e-voting of the Company.

The Resolution set forth in the above mentioned Notice has been passed with requisite majority.

Further please find enclosed result of the voting in the format specified in the Listing Obligation alongwith Scrutinizer's Report for your reference.

Please take the same on your record.

Thanking You,

Yours Faithfully,

For **BELL AGROMACHINA LIMITED**

Bell Agromachina Limited

**Mr. Yatin Mehta**
**Director**
**DIN: 07431944**

**Encl.: As above**

| | |
|---|---|
| Date of the Postal Ballot | 17th January, 2017 |
| Total number of shareholders on record date : | 1571 |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoters and Promoter Group:<br>Public: | NOT APPLICABLE |
| No. of Shareholders attended the meeting through Video Conferencing<br>Promoters and Promoter Group:<br>Public : | NOT APPLICABLE |

Resolution No. 1- Special Resolution: Change In Object Clause

| Resolution required: (Ordinary/ Special) | | | | Special | | | | |
|---|---|---|---|---|---|---|---|---|
| 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 | 1,96,000 | 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 | | 85,800 | 43.78 | 85,800 | Nil | 100.00 | Nil |
| | Total | 1,96,000 | 85,800 | 43.78 | 85,800 | Nil | 100.00 | Nil |
| Public- Institutions | E-Voting | NIL | 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 | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | - | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Public- Non Institutions | E-Voting | 1,54,000 | 6,230 | 4.05 | 6,230 | Nil | 100.00 | Nil |
| | Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 1,790 | 1.16 | 1,730 | 60 | 96.65 | 3.35 |
| | Total | 1,54,000 | 8,020 | 5.21 | 7,960 | Nil | 100 | Nil |
| Total | | 3,50,000 | 93,820 | 26.81 | 93,760 | Nil | 99.94 | 0.06 |

Resolution No. 2- Special Resolution: Change Of Name

| Resolution required: (Ordinary/ Special) | | | | Special | | | | |
|---|---|---|---|---|---|---|---|---|
| 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 | 1,96,000 | 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 | | 85,800 | 43.78 | 85,800 | Nil | 100.00 | Nil |
| | Total | 1,96,000 | 85,800 | 43.78 | 85,800 | Nil | 100.00 | Nil |
| Public- Institutions | E-Voting | NIL | 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 | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | - | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Public- Non Institutions | E-Voting | 1,54,000 | 6,230 | 4.05 | 6,230 | Nil | 100.00 | Nil |
| | Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 1,790 | 1.16 | 1,730 | 60 | 96.65 | 3.35 |
| | Total | 1,54,000 | 8,020 | 5.21 | 7,960 | Nil | 100 | Nil |
| **Total** | | **3,50,000** | **93,820** | **26.81** | **93,760** | **Nil** | **99.94** | **0.06** |

Bell Agromachina Limited

Jaymin Modi & Co.
COMPANY SCERETARIES

**CS. Jaymin Modi**
B.Com., A.C.S., L.L.B.
A-302, Om Mahavir CHSL,
Navghar Cross S.V. Road,
Bhayander (E). Thane - 401101.
**Mobile.: 9892218060**
**Email : csjayminmodi@gmail.com**

## SCRUTINER'S REPORT- Combined

To,
The Chairman,
**BELL AGRO MACHINA LIMITED**
Unit No. F - 30, 1st Floor,
Raghuleela Mega Mall,
Behind Poisar Depot, Kandivali (W).
Mumbai ,Maharashtra ,400067.

**Sub: Scrutiny of Postal Ballot Forms including e-voting process pursuant to the provisions of the Companies Act, 2013 read with the (Management and Administration) Rules, 2014.**

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of **Bell Agro Machina Limited** (hereinafter referred to as "Company") on 14th November, 2016, I, Jaymin Modi, Practicing Company Secretary (C.P. No: 16948) having office at A-302, Om Mahavir CHSL, Navghar Cross S.V. Road, Bhayander (East) Thane, have been appointed as a scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the resolutions as circulated in the Postal Ballot Notice dated 14th November, 2016.

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 and physical Postal Ballot Forms on the resolutions contained in the Postal Ballot notice dated 14th November, 2016. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL") the authorized Service provider, for extending the facility of electronic voting to the shareholders of the Company and on the Postal Ballot Forms submitted by the shareholders of the Company along with the details/ report generated by the Registrar and Transfer Agents of the Company (System Support Services).

I have issued separate Scrutinizer's Report dated 17th January, 2017 on e-voting and separate Scrutinizer's Report dated 17th January, 2017 on the Postal Ballot Forms, on the resolutions contained in the notice of the Postal Ballot dated 14th November, 2016. As requested by the management, I submit herewith my combined report on the results of e-voting and Postal Ballot Forms as under:-

JAYMIN MODI & CO.
ACS No. 44248
COP No. 16948
Company Secretaries

Jaymin Modi & Co.
COMPANY SCERETARIES

**CS. Jaymin Modi**
B.Com., A.C.S., L.L.B.
A-302, Om Mahavir CHSL,
Navghar Cross S.V. Road,
Bhayander (E). Thane - 401101.
**Mobile.: 9892218060**
**Email : csjayminmodi@gmail.com**

The result of the E-voting together with that of the Postal Ballot Forms is as under:

(E-voting + Postal Ballot)

**SPECIAL BUSINESS:**

**Item No. 1:**

| Particulars | No. of shares (through E-voting) | No. of Shares (through Postal Ballot) | Total No. of shares | % of Total Net Valid votes (in percentage) |
|---|---|---|---|---|
| Total No. of votes received | 6,230 | 87,700 | 93,930 | Not Applicable |
| Less: No. of invalid votes | _ | 110 | 110 | |
| Less: Votes not Exercised | _ | - | - | |
| Net Valid Votes | 6,230 | 87,590 | 93,820 | |
| Votes with "Assent" for the resolution | 6,230 | 87,530 | 93,760 | 99.94% |
| Votes with "Dissent" for the resolution | 0 | 60 | 60 | 0.06% |

**Item No. 2:**

| Particulars | No. of shares (through E-voting) | No. of Shares (through Postal Ballot) | Total No. of shares | % of Total Net Valid votes (in percentage) |
|---|---|---|---|---|
| Total No. of votes received | 6,230 | 87,700 | 93,930 | Not Applicable |
| Less: No. of invalid votes | _ | 110 | 110 | |
| Less: Votes not Exercised | _ | - | - | |
| Net Valid Votes | 6,230 | 87,590 | 93,820 | |
| Votes with "Assent" for the resolution | 6,230 | 87,530 | 93,760 | 99.94% |
| Votes with "Dissent" for the resolution | 0 | 60 | 60 | 0.06% |

JAYMIN MODI & CO.
ACS No. 44248
COP No. 16948
Company Secretaries

Jaymin Modi & Co.
COMPANY SCERETARIES

**CS. Jaymin Modi**
B.Com., A.C.S., L.L.B.
A-302, Om Mahavir CHSL,
Navghar Cross S.V. Road,
Bhayander (E). Thane - 401101.
**Mobile.: 9892218060**
**Email : csjayminmodi@gmail.com**

On the basis of above, I would like to inform you that the **Resolutions at Item Nos. 1 and 2 have been passed with the Requisite Majority.**

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you.

JAYMIN MODI & CO.
ACS No. 44248
COP No. 16948
Company Secretaries

**Jaymin Modi**
**Practising Company Secretary**
**C.P. No. 16948**

**Place: Thane**
**Date: 17.01.2017**

Jaymin Modi & Co.
COMPANY SCERETARIES

**CS. Jaymin Modi**
B.Com., A.C.S., L.L.B.
A-302, Om Mahavir CHSL,
Navghar Cross S.V. Road,
Bhayander (E). Thane - 401101.
**Mobile.: 9892218060**
**Email : csjayminmodi@gmail.com**

## SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman,
**BELL AGRO MACHINA LIMITED**
Unit No. F - 30, 1st Floor,
Raghuleela Mega Mall,
Behind Poisar Depot, Kandivali (W).
Mumbai ,Maharashtra ,400067.

Dear Sir,

1. I, Jaymin Modi, Practicing Company Secretary, (C.P. No:16948) having office at A-302, Om Mahavir CHSL, Navghar Cross S.V. Road, Bhayander (East) Thane,, have been appointed as a Scrutinizer of **Bell Agro Machina Limited**. ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 for the Postal Ballot conducted pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2015.

2. The Management of the Company is responsible to ensure the compliance with the requirements of Section 108 of the Companies Act, 2013 related to e-voting on the resolution contained in the Notice of Postal Ballot dated 14th November, 2016. My responsibility as a Scrutinizer for the e-voting process is only restricted to make a Scrutinizer's Report of the votes casted in "favour" or "against" the resolution as stated below, based on the Report generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the Authorised Agency engaged by the Company to provide e-voting facilities.

3. I submit my report as under:

   a. The e-voting period remained open from Friday, 16th December, 2016 to Saturday, 14th January, 2017.

   b. The Shareholders holding shares either in physical form or electronic form as on cut off date i.e. 09th December, 2016 were entitled to vote.

   c. The members have casted their vote through e-voting facility provided by the National Securities Depository Limited ("NSDL") as the Authorized Agency to provide e-voting facilities.

JAYMIN MODI & CO. ACS No. 44248 COP No. 16948 Company Secretaries

Jaymin Modi & Co.
COMPANY SCERETARIES

**CS. Jaymin Modi**
B.Com., A.C.S., L.L.B.
A-302, Om Mahavir CHSL,
Navghar Cross S.V. Road,
Bhayander (E). Thane - 401101.
**Mobile.: 9892218060**
**Email : csjayminmodi@gmail.com**

d. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the NSDL on the designated website.

e. Particulars of all votes received electronically from the Members have been entered in a register separately maintained for the purpose.

f. The votes were unblocked on 16th January, 2017 at 7 p.m. in the presence of two witnesses Mr. Brijesh Shah residing at A-201,New Pallavi Apartment, 60ft Rd, Bhayander (W) Thane. and Mr. Naresh Samba residing at Ratnabai Chawal, Saibaba Nagar, Borivali (West), Mumbai - 400092 ,who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

g. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR and "AGAINST", on the resolution, were available on the e-voting website of National Securities Depository Limited (https://www.evoting. nsdl.com/)

4. The result of the e-voting is as under:

**Resolution No 1: Special Resolution:**

**Change in Object Clause of the Company**

a) Voted in favour of the resolution:

| **Number of members voted** | **Number of votes cast by them** | **% of total number of valid votes** |
|---|---|---|
| 3 | 6230 | 100% |

b) Voted against the resolution:

| **Number of members voted** | **Number of votes cast by them** | **% of total number of valid votes** |
|---|---|---|
| Nil | Nil | Nil |

c) Invalid votes:

| **Total number of members whose votes were declared as invalid** | **Total number of votes cast by them** |
|---|---|
| Nil | Nil |

JAYMIN MODI & CO.
ACS No. 44248
COP No. 16948
Company Secretaries

Jaymin Modi & Co.
COMPANY SCERETARIES

**CS. Jaymin Modi**
B.Com., A.C.S., L.L.B.
A-302, Om Mahavir CHSL,
Navghar Cross S.V. Road,
Bhayander (E). Thane - 401101.
**Mobile.: 9892218060**
**Email : csjayminmodi@gmail.com**

**Resolution No 2: Special Resolution:**

**Change in Name of the Company**

a) Voted in favour of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes |
|---|---|---|
| 3 | 6230 | 100% |

b) Voted against the resolution"

| Number of members voted | Number of votes cast by them | % of total number of valid votes |
|---|---|---|
| Nil | Nil | Nil |

c) **Invalid votes:**

| Total number of members whose votes were declared as invalid | Total number of votes cast by them |
|---|---|
| Nil | Nil |

5. The Registers, all other papers and relevant records relating to electronic voting and poll were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

JAYMIN MODI & CO.
ACS No. 44248
COP No. 16948
Company Secretaries

Thanking you,
Yours Faithfully,

**Jaymin Modi**
**Practicing Company Secretary**
**ACS No. 44248**
**COP No. 16948**

Brijesh D. Shah
**Brijesh Shah**
**(witness)**

S. Naresh
**Naresh Samba**
**(witness)**

**Date: 17/01/2017**
**Place: Thane**

Jaymin Modi & Co.
COMPANY SCERETARIES

**CS. Jaymin Modi**
B.Com., A.C.S., L.L.B.
A-302, Om Mahavir CHSL,
Navghar Cross S.V. Road,
Bhayander (E). Thane - 401101.
**Mobile.: 9892218060**
Email : csjayminmodi@gmail.com

## SCRUTINIZER'S REPORT

**[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 (9) of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman,
**BELL AGRO MACHINA LIMITED**
Unit No. F - 30, 1st Floor,
Raghuleela Mega Mall,
Behind Poisar Depot, Kandivali (W).
Mumbai ,Maharashtra ,400067.

**Sub: Scrutiny of Postal Ballot Forms received pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014.**

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of **Bell Agro Machina Limited** (hereinafter referred to as "Company") on 14th November, 2016, I, Jaymin Modi, Practicing Company Secretary (C.P. No: 16948) having office at A-302, Om Mahavir CHSL, Navghar Cross S.V. Road, Bhayander (East) Thane, have been appointed as a scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the resolutions as circulated in the Postal Ballot Notice dated 14th November, 2016.

The Management of the Company is responsible to ensure compliance with the requirements of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules, 2014 relating to process of Postal Ballot on the resolutions contained in the Postal Ballot notice dated 14th November, 2016. My responsibility as a scrutinizer for the postal ballot voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolutions as stated below, based on the Postal Ballot Forms submitted by the shareholders of the Company and on the details/ report generated by the Registrar and Transfer Agents of the Company (System Support Services).

In connection with the above subject, I submit my report as under:

1. On basis of Postage Certificate issued by M/s. Shubham Mailing Services I confirm that the Company has completed on 16th December, 2016 the dispatch of Postal Ballot Forms along with postage prepaid business reply envelopes to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 9th December, 2016.

JAYMIN MODI & CO. ★ ACS No. 44248 COP No. 16948 ★ Company Secretaries

Jaymin Modi & Co.
COMPANY SCERETARIES

**CS. Jaymin Modi**
B.Com., A.C.S., L.L.B.
A-302, Om Mahavir CHSL,
Navghar Cross S.V. Road,
Bhayander (E). Thane - 401101.
**Mobile.: 9892218060**
**Email : csjayminmodi@gmail.com**

2. The Company has issued an advertisement on 18th December, 2016 in 'Business Standard', English Newspaper and in 'Apla Mahanagar' (Marathi) vernacular language newspaper, informing about the completion of the dispatch of the postal ballot Notices, to the shareholders along with other related matters mentioned therein.

3. The particulars of all Postal Ballot Forms received from the Members have been entered in a Register separately maintained for the purpose in electronic mode.

4. The Postal Ballot Forms were kept, in sealed and tamper proof Ballot Box, under safe custody of System Support Services, who is the Registrar and Share Transfer Agents of the Company, before commencing the scrutiny of such postal ballot forms.

5. The Postal Ballot Forms were opened and taken up for the scrutiny by me. The details of Postal Ballot Forms were reconciled with the records maintained by the Registrar and Transfer Agents of the Company **System Support Services** ,209, Shivai Industrial estate, Near Park-Davis 89, Andheri Kurla Road, Saki Naka, Andheri (E),Mumbai, Maharashtra - 400 072 and the authorizations lodged with the Company.

6. The Postal Ballot forms received upto 14th January, 2017(5.00 p. m. IST), being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.

7. The Postal Ballot forms, which were incomplete and / or which were otherwise found defective (*being unsigned / blank forms) have been treated as invalid.

8. Envelopes containing postal ballot forms returned undelivered aggregate to none.

9. I have not come across any mutilated Postal Ballot Form.

10. A Summary of the Postal Ballot forms received is given below:

| Sr. No. | Particulars | No. of Postal Ballot Forms | No. of votes casted (No. of Shares) | % of Total Paid-up Equity Share Capital |
|---|---|---|---|---|
| a) | Total Postal Ballot Forms Received | 27 | 87,700 | 25.06% |
| b) | Less: Invalid Postal Ballot Forms (as per Register) | 3 | 110 | 0.03% |
| c) | Net Valid Postal Ballot Forms (as per register) | 24 | 87,590 | 25.03% |

JAYMIN MODI & CO.
ACS No. 44248
COP No. 16948
Company Secretaries

Jaymin Modi & Co.
COMPANY SECRETARIES

**CS. Jaymin Modi**
B.Com., A.C.S., L.L.B.
A-302, Om Mahavir CHSL,
Navghar Cross S.V. Road,
Bhayander (E). Thane - 401101.
**Mobile.: 9892218060**
Email : csjayminmodi@gmail.com

11. I have scrutinized and reviewed the ballot forms and the result of the same is as under:

**Item No. 1: Special Resolution:-**

| Particulars | No. of Postal Ballot forms | No. of Shares |
|---|---|---|
| Postal Ballot Forms received | 27 | 87,700 |
| Less: Votes not exercised | 0 | 0 |
| Less: Invalid Postal Ballot forms | 3 | 110 |
| **Net valid Postal Ballot Forms of which:** | | |
| Postal Ballot Form with **assent** for the resolution | 21 | 87,530 |
| Postal Ballot Forms for **dissent** for the resolution | 3 | 60 |

**Item No. 2: Special Resolution: -**

| Particulars | No. of Postal Ballot forms | No. of Shares |
|---|---|---|
| Postal Ballot Forms received | 27 | 87,700 |
| Less: Votes not exercised | 0 | 0 |
| Less: Invalid Postal Ballot forms | 3 | 110 |
| Net valid Postal Ballot Forms of which: | | |
| Postal Ballot Form with **assent** for the resolution | 21 | 87,530 |
| Postal Ballot Forms for **dissent** for the resolution | 3 | 60 |

12. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Company Secretary authorised by the Board for safe keeping.

Thanking You.

Yours faithfully,

JAYMIN MODI & CO. ACS No. 44248 COP No. 16948 Company Secretaries

**Jaymin Modi**
**Practising Company Secretary**
**C.P. No. 16948**

**Place: Thane**
**Date: 17.01.2017**