



10<sup>th</sup> September 2014

The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai- 400001

Dear Sir,

Ref: Scrip Code 519295

Clause 35A of the listing agreement

Sub: Intimation of postal ballot results

We furnish below the details regarding the voting results in respect of resolutions as set out in the postal ballot notice dated 6<sup>th</sup> August 2014, in the format prescribed under clause 35A of the listing agreement.

Date of passing resolution through postal ballot: 10<sup>th</sup> September 2014

Total number of shareholders as on record date 11632

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: Not applicable

Public: Not applicable

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Not applicable

Public: Not applicable

(Agenda-wise)

Details of the Agenda:



Item no	Type of resolution	Resolution	Mode of voting(Ballot/E Voting)
1	Special Resolution	Resolution under section 180 (1)(a) of the Companies Act 2013 to mortgage or charge the properties of the Company to secure borrowings existing or future to the tune of Rs300cr	E voting and physical
2	Special Resolution	Resolution under section 180(1)(c) of the Companies Act 2013 to enhance the existing borrowing limits from Rs200cr to Rs300 cr	E voting and physical
3	Special Resolution	Resolution under section 186 of the Companies Act 2013 to provide loans and guarantees to any bodies corporate and persons and investment in any body corporate for an amount not exceeding Rs300cr	E voting and physical
4	Special Resolution	Continuation of appointment of Mr M Kishan Rao as Chairman and Managing Director of the Company who is aged 78 yrs w.e.f 1st April 2014 upto 25th November 2015 without remuneration	E voting and physical

**Details of Postal Ballot Voting  
Special Resolution-1**

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) of	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100% of Votes	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	6003634	4477010	74.57	4477010	0	100.00	0.00
Public Institutions	5304	0	0.00	0	0	0.00	0.00
Public-Others	1999908	71771	3.59	70057	1714	97.61	2.39
<b>Total</b>	<b>8008846</b>	<b>4548781</b>	<b>56.80</b>	<b>4547067</b>	<b>1714</b>	<b>99.96</b>	<b>0.04</b>

The resolution has been passed with requisite majority.



**Special Resolution-2**

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) of	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100% of Votes	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6003634	4477010	74.57	4477010	0	100.00	0.00
Public Institutions	5304	0	0.00	0	0	0.00	0.00
Public-Others	1999908	68234	3.41	66345	1889	97.23	2.77
<b>Total</b>	<b>8008846</b>	<b>4545244</b>	<b>56.75</b>	<b>4543355</b>	<b>1889</b>	<b>99.96</b>	<b>0.04</b>

The resolution has been passed with requisite majority.

**Special Resolution-3**

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) of	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100% of Votes	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6003634	4477010	74.57	4477010	0	100.00	0.00
Public Institutions	5304	0	0.00	0	0	0.00	0.00
Public-Others	1999908	68234	3.41	66186	2048	97.00	3.00
<b>Total</b>	<b>8008846</b>	<b>4545244</b>	<b>56.75</b>	<b>4543196</b>	<b>2048</b>	<b>99.95</b>	<b>0.05</b>

The resolution has been passed with requisite majority.



: 4 :

**Special Resolution-4**

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) of	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100% of Votes	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6003634	2110694	35.16	2110694	0	100.00	0.00
Public Institutions	5304	0	0.00	0	0	0.00	0.00
Public-Others	1999908	68327	3.42	67692	635	99.07	0.93
<b>Total</b>	<b>8008846</b>	<b>2179021</b>	<b>27.21</b>	<b>2178386</b>	<b>635</b>	<b>99.97</b>	<b>0.03</b>

The resolution has been passed with requisite majority.

We wish to inform you that all the resolutions have been passed with requisite majority.

This is for your information and record.

Thanking you,

Yours truly

For Bambino Agro Industries Limited



M Kishan Rao  
Chairman and Managing Director  
DIN NO:02425967





# C GORAK & CO.

## Company Secretaries

Flat No. 406/A, Karan Centre, S. D.  
Road, Secunderabad - 500 003 TG.  
M: 9849565636 O: 040 - 6999 6656  
Email: chandrakant@cgorak.com  
Website: www.cgorak.com

### SCRUTINIZER'S REPORT

To,  
The Chairman,  
Bambino Agro Industries Limited,  
Secunderabad, Telangana.

**Sub: Report on the Postal Ballot / E-Voting Process for Special Resolutions as set out in the Notice of Postal ballot dated 06<sup>th</sup> August, 2014.**

Dear Sir,

1. I have been appointed as a Scrutinizer vide Letter dated 06<sup>th</sup> August, 2014 for conducting the Postal Ballot process in connection with the above referred matter.
2. I submit my report as under :
  - 2.1 The Company completed the dispatch of Notice of Postal Ballot along with the Postal Ballot Forms and self - addressed stamped envelopes through registered Post on 08<sup>th</sup> August, 2014 Through Registrar and Share Transfer Agent i.e. M/s. Karvy Computershare Private Limited to the Members whose names appeared on the Register of Members/ List of Beneficiaries as on 01<sup>st</sup> August, 2014.
  - 2.2 The Sealed Postal Ballot Forms received from the members were kept under the safe custody of the Registrar and Share Transfer Agent i.e. M/s. Karvy Computershare Private Limited at Plot No. 17-24, Vittal Rau Nagar, Madhapur, Hyderabad - 500 081.
  - 2.3 All Postal Ballot Forms, received up to the close of working hours (18:00 Hours) on 08<sup>th</sup> September, 2014, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny.
  - 2.4 Envelopes containing Postal ballot Forms received after 18:00 hours on 08<sup>th</sup> September, 2014 were not considered for my scrutiny. These envelopes were not opened.
  - 2.5 The Postal ballot envelopes were opened during 06<sup>th</sup> to 8<sup>th</sup> September, 2014 and the last lot was opened on 08<sup>th</sup> September, 2014 after 18:00 hours in my presence.



- 2.6 Particulars of all the Postal Ballot Forms received from the members and the Votes cast by electronic mode have been entered in a Registrar separately maintained for the purpose in electronic mode as provided under Rule 22(1C) of the Companies (Management & Administration) Rules 2014.
- 2.7 Envelopes containing Postal Ballot Form were returned undelivered were also not opened.
- 2.8 I have not found any defaced/mutilated Postal Ballot Form and that the Company has not issued any shares with differential voting rights.
- 2.9 I have also received a complete record of votes cast by electronic mode from M/s. Karvy Computershare Private Limited, (Agency) for providing and supervising electronic platform on 08<sup>th</sup> September, 2014 which was closed by Agency on 08<sup>th</sup> September, 2014 at 18:00 hours.
- 2.10 I am obligated under Section 110 of the Companies Act, 2013 and Rules framed thereunder to retain the Postal Ballot Forms till the time the minutes or proceeding are signed by you and once the copy of minutes or proceedings signed by you is provided, the same will be handed over to the company.
3. In accordance with the Basis of Acceptance (as per Annexure – I) and Basis of Rejection (as per Annexure – II), and on proper scrutiny of all the Ballot Papers. I report the results of the Postal Ballot as under :

**A. RESOLUTION NO. 1 : CREATION OF SECURITY:****(a) Details of Postal Ballot Forms(Physical Mode) :-**

Particulars	Number of Forms	No of Equity Shares of the Nominal Value of Rs. 10 each (Votes cast)
Total Number of Postal Ballot Forms Received	177	4510466
Less : Total Number of Invalid Postal Ballot Forms for this Resolution.	7	635
Less: Less Voted		53
<b>Total Number of Valid Postal Ballot Forms for this Resolution.</b>	<b>170</b>	<b>4509778</b>

**(b) Details of voting by Electronic Mode, as received from the Agency is as follows:-**

Particulars	No of Members who cast Electronically	No of Equity Shares of the Nominal Value of Rs. 10 each (Votes cast)
Total Votes received by electronic mode	20	39004
Less : Total Number of Invalid votes.	1	1
<b>Total Number of Valid Votes.</b>	<b>19</b>	<b>39003</b>



## (c) Details of Voting:-

Particulars	Aggregate of Physical Forms and Voting	of Ballot and E-	No of Equity Shares of Rs. 10 each (Votes cast)	% of Valid Votes Received
Total valid Postal Ballots/ Electronic Votes received for this Resolution	189		4548781	100
Assented to Resolution	173		4547067	99.96
Dissented to Resolution	16		1714	0.04

B. RESOLUTION NO. 2 : BORROWING POWERS:

## (a) Details of Postal Ballot Forms (Physical Mode):-

Particulars	Number of Forms	No of Equity Shares of the Nominal Value of Rs. 10 each (Votes cast)
Total Number of Postal Ballot Forms Received	177	4510466
Less : Total Number of Invalid Postal Ballot Forms for this Resolution.	15	4166
Less: Less Voted		59
Total Number of Valid Postal Ballot Forms for this Resolution.	162	4506241

## (b) Details of voting by Electronic Mode, as received from the Agency is as follows:-

Particulars	No of Members who cast Electronically	No of Equity Shares of the Nominal Value of Rs. 10 each (Votes cast)
Total Votes received by electronic mode	20	39004
Less : Total Number of Invalid votes.	1	1
Total Number of Valid Votes.	19	39003

## (c) Details of Voting:-

Particulars	Aggregate of Physical Forms and Voting	of Ballot and E-	No of Equity Shares of Rs. 10 each (Votes cast)	% of Valid Votes Received
Total valid Postal Ballots/ Electronic Votes received for this Resolution	181		4545244	100
Assented to Resolution	164		4543355	99.96
Dissented to Resolution	17		1889	0.04



**C. RESOLUTION NO. 3: LOANS AND GUARANTEES TO ANY BODIES CORPORATE AND PERSONS AND INVESTMENTS IN ANY BODY CORPORATE:****(a) Details of Postal Ballot Forms (Physical Mode):-**

Particulars	Number of Forms	No of Equity Shares of the Nominal Value of Rs. 10 each (Votes cast)
Total Number of Postal Ballot Forms Received	177	4510466
Less : Total Number of Invalid Postal Ballot Forms for this Resolution.	15	4165
Less: Less Voted		59
<b>Total Number of Valid Postal Ballot Forms for this Resolution.</b>	<b>162</b>	<b>4506241</b>

**(b) Details of voting by Electronic Mode, as received from the Agency is as follows:-**

Particulars	No of Members who cast Electronically	No of Equity Shares of the Nominal Value of Rs. 10 each (Votes cast)
Total Votes received by electronic mode	20	39004
Less : Total Number of Invalid votes.	1	1
<b>Total Number of Valid Votes.</b>	<b>19</b>	<b>39003</b>

**(c) Details of Voting:-**

Particulars	Aggregate of Physical Ballot Forms and E-Voting	No of Equity Shares of Rs. 10 each (Votes cast)	% of Valid Votes Received
Total valid Postal Ballots/ Electronic Votes received for this Resolution	181	4545244	100
<b>Assented to Resolution</b>	<b>162</b>	<b>4543196</b>	<b>99.95</b>
<b>Dissented to Resolution</b>	<b>19</b>	<b>2048</b>	<b>0.05</b>





**D. RESOLUTION NO. 4 CONTINUATION OF APPOINTMENT OF MR. M. KISHAN RAO AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.****(a) Details of Postal Ballot Forms (Physical Mode):-**

Particulars	Number of Forms	No of Equity Shares of the Nominal Value of Rs. 10 each (Votes cast)
Total Number of Postal Ballot Forms Received	177	4510466
Less : Total Number of Invalid Postal Ballot Forms for this Resolution.	17	2370382
Less: Less Voted		66
<b>Total Number of Valid Postal Ballot Forms for this Resolution.</b>	<b>160</b>	<b>2140018</b>

**(b) Details of voting by Electronic Mode, as received from the Agency is as follows:-**

Particulars	No of Members who cast Electronically	No of Equity Shares of the Nominal Value of Rs. 10 each (Votes cast)
Total Votes received by electronic mode	20	39004
Less : Total Number of Invalid votes.	1	1
<b>Total Number of Valid Votes.</b>	<b>19</b>	<b>39003</b>

**(c) Details of Voting:-**

Particulars	Aggregate of Physical Ballot Forms and E-Voting	No of Equity Shares of Rs. 10 each (Votes cast)	% of Valid Votes Received
Total valid Postal Ballots/ Electronic Votes received for this Resolution	179	2179021	100
<b>Assented to Resolution</b>	<b>169</b>	<b>2178386</b>	<b>99.97</b>
<b>Dissented to Resolution</b>	<b>10</b>	<b>635</b>	<b>0.03</b>

4. You may accordingly declare the results of the voting by Postal Ballot.



## 5. Details of the voting results as per clause 35A of the Listing Agreement.

## 5.1 Details of the voting results as per clause 35A of the Listing Agreement in respect of resolutions passed.

Reg No	Description	No of Shares Held	No of Votes polled	% of Votes Polled on outstanding shares	No of Votes in Favour	No of Votes in Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)=(4)/(2)	(7)=(5)/(2)
1	Promoter and Promoter Group	6003634	4477010	74.57	4477010	0	100.00	0.00
1	public Institutional Holders	5304	0	0.00	0	0	0.00	0.00
1	Public Others	1999908	71771	3.59	70057	1714	97.61	2.39
	<b>Resolution Total:(1)</b>	<b>8008846</b>	<b>4548781</b>	<b>56.80</b>	<b>4547067</b>	<b>1714</b>	<b>99.96</b>	<b>0.04</b>
2	Promoter and Promoter Group	6003634	4477010	74.57	4477010	0	100.00	0.00
2	Public Institutional Holders	5304	0	0.00	0	0	0.00	0.00
2	Public Others	1999908	68234	3.41	66345	1889	97.23	2.77
	<b>Resolution Total:(2)</b>	<b>8008846</b>	<b>4545244</b>	<b>56.75</b>	<b>4543355</b>	<b>1889</b>	<b>99.96</b>	<b>0.04</b>
3	Promoter and Promoter Group	6003634	4477010	74.57	4477010	0	100.00	0.00
3	public Institutional Holders	5304	0	0.00	0	0	0.00	0.00
3	Public Others	1999908	68234	3.41	66185	2048	97.00	3.00
	<b>Resolution Total:(3)</b>	<b>8008846</b>	<b>4545244</b>	<b>56.75</b>	<b>4543195</b>	<b>2048</b>	<b>99.95</b>	<b>0.05</b>
4	Promoter and Promoter Group	6003634	2110694	35.16	2110694	0	100.00	0.00
4	public Institutional Holders	5304	0	0.00	0	0	0.00	0.00
4	Public Others	1999908	68327	3.42	67692	635	99.07	0.93
	<b>Resolution Total:(4)</b>	<b>8008846</b>	<b>2179021</b>	<b>27.21</b>	<b>2178386</b>	<b>635</b>	<b>99.97</b>	<b>0.03</b>


  
**CS Chandrakanth Gorak**  
 Proprietor  
**C Gorak & Co.**  
 Company Secretaries  
 C P. 11346

Place: Secunderabad  
Date: 10.09.2014

"Annexure-I"

BASIS OF ACCEPTANCE

A. POSTAL BALLOT FORMS:

1. Postal Ballot Form is complete in all respects including Duplicate Postal Ballot Form downloaded from the Website of M/s. Karvy Computershare Private Limited i.e. [www.evoting.karvy.com](http://www.evoting.karvy.com)
2. Assent or dissent or abstain has been given by any other mark for a special resolution, the voting has been considered.
3. Joint member(s) has/have signed the Postal Ballot Form instead of first named member, the vote cast by the joint named member has/have been considered.
4. Members has assented or dissented or abstained without mentioning the number of shares, the entire shareholding has been considered.
5. Members has voted for less number of shares than his/her actual shareholding, the number of shares(votes) indicated/cast has been considered.
6. Members has voted for more than his actual shareholding, the actual shareholding has been considered.
7. Members has voted for less than his/her actual shareholding, only the voted number shares has been considered, remaining shares has been considered as invalid.
8. Members has voted validly for any one or more out of the three special resolutions, then voting done for that special resolution(s) has been considered valid and the rest have been rejected.

B. VOTING THROUGH ELECTRONIC MODE:

9. Members has voted only through e-voting i.e. electronic mode.

Place: Secunderabad

Date: 10.09.2014



*Chandranth Gorak*  
CS Chandranth Gorak  
Proprietor  
C Gorak & Co.  
Company Secretaries  
C P. 11346

"Annexure-II"

**BASIS OF REJECTION**

**A. PHYSICAL BALLOT FORM**

1. Member has not put any tick mark on either assent or dissent or abstain.
2. Ballot paper is not signed.
3. Member has voted validly for any one or more out of the four special resolutions, the voting done for that special resolution(s) have been considered valid and the rest have been rejected.

**B. VOTING THROUGH ELECTRONIC MODE:**

4. Members have voted by physical Ballot Form and e-Voting both, then voting done through e-Voting has been considered and Physical Ballot Form has been treated as 'Invalid'.

Place: Secunderabad  
Date: 10.09.2014



Chandrakanth Gorak  
Proprietor  
C Gorak & Co.  
Company Secretaries  
C P. 11346