

BHAIRAV ENTERPRISES LIMITED

Warden House, 340 J. J. Road, Byculla, Mumbai - 400 008.

CIN: L51909MH1984PLC217692 **PAN:** AACCB0934F

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September 28, 2019

To,
Metropolitan Stock Exchange of India Limited
4th Floor, Vibgyor Towers,
Plot No. C-62, G- Block, Opp. Trident Hotel,
BandraKurla Complex, Bandra (East),
Mumbai- 400098

Ref: MCX Symbol: BHAIKAV

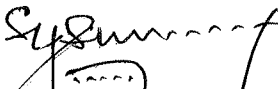
Sub: Minutes of the 35th Annual General Meeting of the Company held on September 27, 2019

We are enclosing herewith the Minutes of the 35th Annual General Meeting of the Bhairav Enterprises Limited held on Friday, 27th September, 2019.

Request to take the same on your record.

Thanking you,

Yours faithfully,
For **Bhairav Enterprises Limited**


Sunil Y. Surve
Director
(DIN 00065166)



Encl: a/a

CERTIFIED TRUE COPY OF THE MINUTES OF THE THIRTY- FIFTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF BHAIRAV ENTERPRISES LIMITED HELD ON FRIDAY, 27TH SEPTEMBER 2019 AT 340, J. J. ROAD, BYCULLA, MUMBAI 400 008 COMMENCED AT 11.30 A.M. AND THE MEETING CONCLUDED AT 12.05 A.M.

Present

Mr. Sunil Y. Surve	Chairman / Member
Mr. Navneet Dammani	Director
Mrs. Krishna Jain	Director
Mrs. Avni V. Shroff	Director
Mrs. Ritika Dammani	Member
Mr. Bhawar Singh Rajpurohit	Member
Mr. Surendra Kumar Dujari	Member
Mr. Shashi Kumar Dujari	Member
Mr. Shrikant G. Helgavkar	Member
Mr. Ritesh Duajri	Member
Mrs. Sandhya Dujari	Member
Mrs. Sangeeta Dujari	Member
Mrs. Santosh Dujari	Member
Mr. Manoj Shetty	Partner, M/s Hegde & Associates. (Statutory Auditor)
Mrs. Zankhana Bhansali	Secretarial Auditor

1. Chairman

Mr. Sunil Y. Surve, Chairman of the Company took the Chair.

2. Proxy/ Quorum

The Chairman informed the members that 10 members were present in person and no proxy's were received by the Company and the necessary Statutory Registers, as required under the Act, were kept open for inspection by the members at the venue of the meeting.

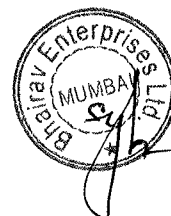
The Chairman declared that the requisites quorum was present and called the meeting in order.

3. Notice of the Meeting

The Chairman requested members to take Notice of the Meeting as read and, with the consent of the members present; the notice convening the meeting was taken as read.

4. Auditors Report

The Chairman requested Mr. Manoj Shetty, Statutory Auditor of the Company to read the Auditors Report as required under Section 145 of the Companies Act, 2013.



There have been no qualifications or observations or comments made by the Statutory Auditors. After that with the consent of the members present, the Auditors Report and Annexure to the Auditors Report, were taken as read.

5. Item no. 1 of the Notice - Adoption of Annual Accounts

The Chairman then moved the Resolution No. 1 regarding adoption of Accounts for the year ended 31st March, 2019.

Thereafter, following resolution was proposed and seconded by the shareholders:

Proposed by: Mr. Sunil Y. Surve

Seconded by: Mr. Shashi Kumar Dujari

"RESOLVED THAT Audited Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2019 and Balance Sheet as at that date together with Auditors' Report thereon and Directors' Report be and are hereby considered, approved and adopted."

The Chairman then invited questions/clarifications on the points arising out of the accounts and Directors' Report.

There were no questions/suggestions from the shareholders.

Thereafter Mr. Sunil Y. Surve, moved the next resolution.

For the next resolution Mr. Sunil Y. Surve is interested hence, vacated the Chair and requested Mrs. Avni Shroff to occupy the Chair.

Mrs. Avni Shroff occupy the chair and moved the following resolution:

6. Item No. 2 of the Notice - Appointment of Mr. Sunil Y. Surve (DIN 000065166), as Director liable to retire by rotation

The Chairman then moved the Resolution No. 2 regarding appointment of Mr. Sunil Y. Surve (DIN 000065166), as Director of the Company.

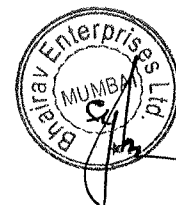
Proposed by: Ms. Ritika Duajri

Seconded by: Mr. Shrikant G. Helgavkar

"RESOLVED THAT Mr. Sunil Y. Surve (DIN 000065166) be and is hereby reappointed as Director of the Company who shall be liable to retire by rotation."

After this resolution, Mrs. Avni Shroff vacated the Chair and requested Mr. Sunil Surve to occupy the Chair.

Thereafter Mr. Sunil Y. Surve, moved the next resolution.



7. Item No. 3 of the Notice – Re-appointment of Mrs. Krishna Jain as Independent Director of the Company for the second term of five years:

The Chairman then moved the Resolution No. 3 regarding re-appointment of Mrs. Krishna Jaisingh Jain as Independent Director of the Company for the second term of five years.

Thereafter, following resolution was proposed and seconded by the shareholders:

Proposed by: Mr. Sunil Y. Surve
Seconded by: Mrs. Sandhya Dujari

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Krishna Jain (DIN 06956461), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.”

Thereafter Mr. Sunil Y. Surve, moved the next resolution.

For the next resolution Mr. Sunil Y. Surve is interested hence, vacated the Chair and requested Mrs. Avni Shroff to occupy the Chair.

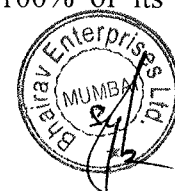
8. Item No. 4 of the Notice –To provide general authority to Board of Directors to do investments and give Loans under Section 186(3):

The Chairman then moved the Resolution No. 4 regarding providing general authority to Board of Directors for investments and give Loans under Section 186(3).

Thereafter, following resolution was proposed and seconded by the shareholders:

Proposed by: Mr. Sunil Y. Surve
Seconded by: Mr. Ritesh Dujari

“RESOLVED THAT pursuant to Section 186(3) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to give Loan and invest in other Body Corporate and mutual funds from time to time on such terms and conditions as the Board of Directors may deem fit, provided that the aggregate value of all such Loans and investments made, shall not exceed Rs. 6 Crores (Rupees Six Crore only) outstanding anyone time, notwithstanding that it may exceed 60% of its paid up capital, & free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

Chairman thereafter ordered for poll under Section 109 of the Companies Act, 2013 and announced that the members who were attending the meeting but did not e-vote can cast their votes through ballot on all the four resolutions for which e-voting had taken place. The Chairman stated that the ballot papers are being distributed to those members present in person or through authorized representatives at the meeting and that they can cast their votes in the ballot Box.

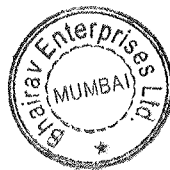
The Chairman informed the meeting that, Mrs. Zankhana Bhansali, Practicing Company Secretary, had been appointed as Scrutinizer to scrutinize the votes and report the result of the voting to him.

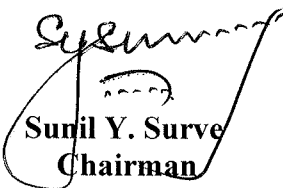
Thereafter, members present in person or through authorized representatives cast their votes and upon completion of the poll, the ballot box was sealed by the scrutinizer.

After conclusion of the poll, the Chairman stated that the combined Result of the poll on the resolutions (Which would be aggregate of votes polled on e-voting and the poll conducted at the meeting) would be declared and put on the Company's website within 48 hours of the conclusion of the meeting.

9. Vote of Thanks

There being no other business to be transacted, the meeting concluded with a vote of thanks to the Chair.




Sunil Y. Surve
Chairman

Results of e-voting and poll conducted on the Ordinary and Special Business at the 35th Annual General Meeting of the Company:

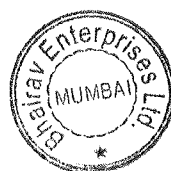
As per the Scrutinizer's Report on e-voting and poll conducted in 35th Annual General Meeting held on 27th September 2019 at 11.30 a.m. the Chairman declared the results on 27th September 2019 as follows and that all Resolutions for Ordinary and Special business as set in the notice of the Annual General Meeting have been passed by the requisites majority.

Combined Results (No. of Shares)

Sr. No.	Resolutions	Votes in Favor	Votes Against	Invalid /abstained Votes	Results Declared
1	Adoption of financial statements along with Directors' and Auditors' Report for the financial year ended March 31, 2018	5,97,800	0	0	Passed with requisites majority
2	Appointment of Mr. Sunil Y. Surve (DIN 000065166), as Director liable to retire by rotation.	5,97,750	0	0	Passed with requisites majority
3	Re-appointment of Mrs. Krishna Jain as Independent Director of the Company for the second term of five years	5,97,800	0	0	Passed with requisites majority
4	To give General authority to Board to do investments and give Loan under Section 186(3)	5,97,800	0	0	Passed with requisites majority

Note: One Director being interested voted, but voting not considered in resolution no.2.

Result: All resolutions put to vote, were passed with requisite majority.



Sunil Y. Surve
Sunil Y. Surve
Chairman