

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

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BHUSHAN**

## NOTICE OF 24th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF M/s. BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED (CIN: L67120DL1992PLC049038) WILL BE HELD ON THURSDAY, 29<sup>TH</sup> SEPTEMBER, 2016 AT SHRI PURUSHOTTAM HINDI BHAWAN NYAS SAMITI (REGD.) 11 VISHNU DIGAMBER MARG, ROUSE AVENUE, NEW DELHI –110002 AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:-

### **ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016 together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Arun Kumar Garg (DIN: 00178582), who retires from the office by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Jogesh Chander Ahuja (DIN: 00650258), who retires from the office by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
5. To appoint M/s P. Bholusaria & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and if thought fit to pass following resolution with or without modification(s) as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section-139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 including any statutory modification or re-enactment thereof, M/s. P. Bholusaria & Co., Chartered Accountants, New Delhi (Firm Registration No. 000468N), the retiring auditors of the Company be and are hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and at such remuneration as may be determined by the Board of Directors of the Company / Audit Committee of the Board".

**By Order of the Board  
For Bharat Bhushan Finance & Commodity Brokers Ltd.**

**Sd/-  
Nisha Ahuja  
(Director)  
DIN : 00001875**

### **Registered Office:**

503, Rohit House, 3,  
Tolstoy Marg,  
New Delhi-110001  
Date : 9th August, 2016  
Place : New Delhi

### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING OF THE COMPANY SHALL BE ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The proxy form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting i.e. by 11:00 A.M. on 27th September, 2016.

3. Members /proxies should bring the enclosed attendance slip duly filled in and signed for attending the meeting.
4. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual report with them at the Annual General Meeting.
5. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
6. The register of Members and Share Transfer Books of the Company will remain closed from Thursday, 22nd September, 2016 to Thursday, 29th September, 2016 (both days inclusive).
7. The payment of dividend, as recommended by the Board of Directors, subject to approval of the shareholders at the forthcoming Annual General Meeting, will be made after 29<sup>th</sup> September, 2016 in respect of shares held in physical form to those members whose names appear in the Register of members of the company after giving effect to all valid share transfers lodged with the company as on 22<sup>nd</sup> September, 2016 and in respect of shares held in the electronic form to those "Deemed Members" whose names appear in the statement of Beneficial Ownership furnished by the National Securities Depository Services (India) Ltd (NSDL) and the Central Depository Services (India) Ltd. (CDSL).
8. Members are requested to:
  - (a) Intimate to the company's Registrar & Share Transfer Agent, changes, if any, in their respective addresses along with pin code number.
  - (b) Quote folio no. / demat account no. in all their correspondence with the Company/ R&T Agent.
9. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. There will be no gift distribution at the Annual General Meeting.
12. The time limit for transfer of un-paid dividend declared for the financial year 2008-2009 will be expiring in October, 2016 and therefore the amount of unclaimed dividend will be transferred to the "Investor Education and Protection Fund". Those who have not yet encashed their dividend warrant for the year 2008-2009 or thereafter are requested to write to the Company or Company's Registrar and Share Transfer Agents.
13. As per the provisions of the amended Companies Act 2013, facilities for making nomination is now available to the shareholders of the company in respect of shares held by them. Nomination forms are available for this purpose with the Company & Share Transfer Agents.
14. The Shares of your company is listed on the Bombay Stock Exchange. The annual listing fees upto March 2017, already stand paid to Bombay Stock Exchange.
15. Queries at the AGM: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
16. Members who have not registered their email address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
17. The details of directors who are proposed to be reappointed/newly appointed are given in Corporate Governance Report. There are no inter-se relationship between the board members.

18. Members who hold shares in multiple folios in identical names are requested to send the share certificates to the registrar and transfer agents for consolidations into a single folio. Members are requested to notify correction/change in address if any, to the Company at its registered office, quoting their folio number.
19. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository.
20. The Company's equity shares have been notified for compulsory dematerialization. Accordingly trading of these shares through Stock Exchange would be facilitated if the share certificates are dematerialized. Members having the physical share certificates are advised to consider opening of a Demat account with an authorized Depository participant and arrange for dematerializing their shareholding in the Company.
21. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven days prior to the date of meeting, so as to enable the management to keep the information ready.
22. Inspection of Documents: Statutory Documents relating to the Company are open for inspection at the registered office of the Company at all working days except Saturdays and Sundays between 11:00 A.M. to 2:00 P.M. upto the date of Annual General Meeting.
23. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance slip. Members are requested to sign at the place provided on the Attendance slip and hand it over at the registration counter.
24. Members may note that Annual Report for the Financial Year 2015-16 will also be available on Company's website [www.bbinvestments.in](http://www.bbinvestments.in) for your download.

## 25. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2016 (9:00 A.M.) and ends on 28th September, 2016 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.  
Once the vote on a resolution is cast by the member, the

member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "Bharat Bhushan Finance and Commodity Brokers Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following:  
URL: <https://www.evoting.nsd.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Bharat Bhushan Finance & Commodity Brokers Limited".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [kavitasewani1@gmail.com](mailto:kavitasewani1@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. In case a Member receives physical copy of the Notice of AGM[for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
    - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
 

| EVEN                           | USER ID | PASSWORD/PIN |
|--------------------------------|---------|--------------|
| (Remote E-voting Event Number) |         |              |
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the

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- user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22<sup>nd</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. Once the vote on a resolution stated in this notice is cast by the shareholder through Remote E-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. M/s. Kavita Pamnani & Associates, Company Secretary in Practice has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Scrutinizer's decision on the validity of the vote shall be final.
- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.bbinvestments.in](http://www.bbinvestments.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- XVIII. The Resolutions shall be deemed to be passed on the date of the meeting, i.e 29th September, 2016 subject to the receipt of the requisite no. of votes in favour of the Resolutions.

**By Order of the Board  
For Bharat Bhushan Finance & Commodity Brokers Ltd.**

**Sd/-  
Nisha Ahuja  
(Director )  
DIN : 00001875**

**Registered Office:**  
503, Rohit House, 3,  
Tolstoy Marg,  
New Delhi-110001  
Date : 09<sup>th</sup> August, 2016  
Place : New Delhi

## Annexure to Notice

### **Brief Resume of the Director (s) Seeking Re-Appointment At The 24<sup>th</sup> Annual General Meeting**

| Particulars   | Mr. Arun Kumar Garg                           |
|---|---|
| Date of Birth   | 27.11.1957                                    |
| Date of appointment   | 26.07.2012                                    |
| Qualification   | Bachelor in Commerce and Chartered Accountant |
| Expertise in Specific Functional Area   | Finance and Accounting                        |
| Directorship held in other public companies (excluding foreign and private companies) | 2   |
| Memberships/Chairmanships of committees in other public companies                     | 2   |
| Shareholding in BBFCBL  | -   |

| Particulars   | Mr. Jogesh Chander Ahuja            |
|---|-------------------------------------|
| Date of Birth   | 25.06.1949                          |
| Date of appointment   | 29.01.1998                          |
| Qualification   | Bachelor in Commerce                |
| Expertise in Specific Functional Area   | Marketing, Insurance and Investment |
| Directorship held in other public companies (excluding foreign and private companies) | 1                                   |
| Memberships/Chairmanships of committees in other public companies                     | -                                   |
| Shareholding in BBFCBL  | -                                   |