

BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

(Formerly known as Bharat Bhushan Share & Commodity Brokers Ltd.)

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NOTICE OF 23rd ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of the Members of M/s Bharat Bhushan Finance & Commodity Brokers Limited will be held on Monday the 28th day of September, 2015 at Shri Purshottam Hindi Bhawan Nyas Samiti (Regd.) 11 Vishnu Digamber Marg, Rouse Avenue, New Delhi – 110002, at 11.00 A.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the fiscal year ended on 31st March 2015 including the Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss for the fiscal year ended on that date, and the Reports of the Auditors and Directors thereon.
2. To declare dividend on equity shares for the year ended 31st March, 2015.
3. To appoint a Director in place of Mr. Jogesh C. Ahuja holding DIN No. 00650258, liable to retire 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 Mrs. Sant Kumari Agrawal holding DIN No. 00001877, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself 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** M/s. P. Bholusaria & Co., Chartered Accountants, the present Statutory Auditors of the Company be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to 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 / Committee of the Board”.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution.
“**RESOLVED THAT** pursuant to the provisions section 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014 along with other applicable Companies Rules, if any, and SEBI (Issue of Capital & Disclosure Requirement) Regulation, 2009 and other applicable provisions of any other applicable regulation, if any, and the Articles of Association of the Company, approval of the shareholders of the company be and are hereby accorded for issuance of 16,90,200 equity shares of face value of Rs. 10/- each at par to the existing equity shareholders of the Company in proportion of their existing shareholding in the paid up capital of the Company in the ratio 1:2 i.e. one right share for every two equity shares fully paid up held by the equity shareholders on right basis and the offer aforesaid shall include a right exercisable by the persons to renounce the shares being offered, in favor of any other person(s) provided such renunciation is made during the offer period and the renouncee shall submit application form with the share application money during the offer period; the equity shares to be issued and allotted shall rank pari passu in all respects with the existing equity shares of the company; and the offer aforesaid, if not accepted and no right to renounce exercised within the offer period, the said offer will be deemed to have been declined.

RESOLVED FURTHER THAT the unsubscribed portion, if any, remain after considering the applications received for acceptance of offer or for renounce shall be disposed off in such manner, as the Board may deem fit and proper at its absolute discretion and as most beneficial to the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to sign and issue the letter of offer to the shareholders of the Company and do all such acts, matter and deeds as may be deemed necessary or desirable to give effect to the above resolution and do all the statutory compliances, acts, deeds and things that are necessary or incidental to the accomplishment of the above said purpose.”

By Order of the Board

For Bharat Bhushan Finance & Commodity Brokers Ltd.

Date : 30th July, 2015

Place : New Delhi

Nisha Ahuja

Director

(DIN 00001875)

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. Members /proxies should bring the enclosed attendance slip duly filled in and signed for attending the meeting.
3. The register of Members and Share Transfer Books of the company will remain closed from 21st September, 2015 to 28th September, 2015 (both days inclusive).
4. 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 28th September, 2015 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 at the end of business hours on 20th September, 2015 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).
5. 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.
6. The time limit for transfer of un-paid dividend declared for the financial year 2007-2008 will be expiring in November, 2015 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 2007-2008 or thereafter are requested to write to the Company or Company's registrar and share transfer Agents.
7. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the Meeting.
8. 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.
9. The Shares of your company is listed on the Bombay Stock Exchange and Delhi Stock Exchange. The Company has not paid the listing fees to Delhi Stock Exchange as Delhi Stock Exchange has resolved on 23rd May 2014 to voluntarily exit from their operations as a Stock

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Exchange. The annual listing fees upto March 2016, already stand paid to Bombay Stock Exchange.

10. Members are requested to affix their signatures at the space provided for on the attendance sheet annexed to the proxy form and hand over the slip at the entrance to the place of the meeting.

11. There will be no gift distribution at the Annual General Meeting.

12. Voting through electronic means

(A) In compliance with provisions of section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to cast their votes electronically, through e-voting services provided by National Securities Depositories Limited (NSDL), on all resolutions set forth in this Notice.

The instructions for members for voting electronically are as follows:-

(I) Applicable in case where NOTICE is received by e-mail from NSDL:

(i) Open the PDF file 'Bharat Bhushan Finance and Commodity Brokers Limited e-voting pdf' attached to the e-mail, using your Client ID/ Folio No. as password. The PDF file contains your User ID and password for e-voting. Please note that the password provided in PDF is an 'Initial Password'.

(ii) Launch an internet browser and open <https://www.evoting.nsdl.com>

(iii) Click on Shareholder- Login.

(iv) Insert and click Login.

(v) Password change menu will appear. Change the password with a new password of your choice. Please keep a note of the new password. It is strongly recommended not to share your password with any person and take utmost care to keep it confidential.

(vi) Home page of e-voting will open. Click on e-voting Active Voting Cycles.

(vii) Select 'EVEV' of 'Bharat Bhushan Finance and Commodity Brokers Limited'.

(viii) Now you are ready for e-voting as cast Vote page opens

(ix) Cast your vote by selecting appropriate option and click on submit. Click on confirm when promoted.

(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 individual, HUF, NRI, etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, along with attested specimen signatures of the duly authorized signatories who are authorized to vote, to the Scrutinizer by an e-mail at kavitasewani1@gmail.com With a copy marked to evoting@nsdl.co.in.

B) In case of shareholders receiving physical copy of the Notice of AGM and Attendance Slip

(i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN	USER ID	PASSWORD
(E-Voting Event Number)		
—	—	—

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

(C) If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting vote.

(D) In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all

shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. **21st September, 2015**

(E) Date and time of commencement of voting through electronic means: 24th September 2015 from 9.00 A.M.

(F) Date and time of end of voting through electronic means beyond which voting will not be allowed 27th September 2015 till 5.00 P.M.

(G) Details of Scrutinizer: Mrs. Kavita Pamnani Practicing Company Secretary (Membership No. FCS 6288).

E-mail: kavitasewani1@gmail.com.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ") and e- voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@nsdlindia.com

In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the ballot Form with assent (for) or dissent (against) and send to Mrs. Kavita Pamnani, Scrutinizer, address at 503, Rohit House, 3, Tolstoy Marg, New Delhi – 110 001. The ballot form should be received on or before 27th September, 2015 By 5:00 P.M. Any Ballot Form received after the said date shall be treated as if the reply from the members has not been received.

EXPLANATORY STATEMENT PURSUANT TO PROVISION OF SECTION 62 OF THE COMPANIES ACT, 2013

Item No. 6

In accordance with the relevant provisions of sec 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014 along with other applicable Companies Rules, if any, and SEBI (Issue of Capital & Disclosure Requirement) Regulation, 2009 and other applicable provisions of any other applicable regulation, if any, and the Articles of Association of the Company, approval of the shareholders of the company be and are hereby accorded for issuance of 16,90,200 equity shares of face value of Rs. 10/- each at par to the existing equity shareholders of the Company in proportion of their existing shareholding in the paid up capital of the Company in the ratio 1:2 i.e. one right share for every two equity shares fully paid up held by the equity shareholders on right basis.

It further provides that the purpose of Right Issue to raise the additional resources for enhancing the scale of operations of the company. In pursuance of the said Right Issue the company will be issuing 16,90,200 Equity Shares @ Rs. 10/- each (At Par) which will result in increase in the paid up capital of Rs. 1,69,02,000/- and the Authorized Share Capital of the Company shall stand Increased to 5.07 Crore.

The offer aforesaid shall include a right exercisable by the persons to renounce the shares being offered, in favour of any other person(s) provided such renunciation is made during the offer period and the renouncee shall submit application form with the share application money during the offer period; the equity shares to be issued and allotted shall rank pari passu in all respects with the existing equity shares of the company; and the offer aforesaid, if not accepted and no right to renounce exercised within the offer period, the said offer will be deemed to have been declined.

The Directors recommend the adoption of the Special Resolution at Item no. 6 of the Notice

*None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this resolution.

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

Date : 30/07/2015
Place : New Delhi

**Nisha Ahuja
Director
(DIN 00001875)**

