

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED



## NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 26<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, 27<sup>TH</sup> SEPTEMBER, 2018 AT DORMITORY-I, SHREE DELHI GUJARATI SAMAJ (REGD.), 2, RAJNIWAS MARG, CIVIL LINES, DELHI-110054 AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:-

### ORDINARY BUSINESS:-

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year 2017-18 including Audited Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
- To declare dividend on Equity Shares for the Financial Year ended 31st March, 2018.
- 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.

By Order of the Board of Directors  
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 : 27th July, 2018  
Place : New Delhi

### NOTES:

- 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.**

Proxy Form has been provided in the Annual Report.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person as shareholder. A proxy does not have the right to speak at the Meeting and can vote only on a poll.

- 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 25<sup>th</sup> September September, 2018.

- Members /proxies should bring the enclosed attendance slip duly filled in and signed for attending the meeting.
- The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:
  - As Beneficial Owner as on 20<sup>th</sup> September , 2018 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
  - As Member in the Register of Members of the Company/ Registrar & Share Transfer Agent after giving effect to valid share transfers in physical form lodged with the Company on 20<sup>th</sup> September, 2018.
- The notice of AGM is being sent to those members/beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on 24<sup>th</sup> August, 2018.
- Notice of 26<sup>th</sup> Annual General Meeting, abridged and full version of the Annual Reports and the notice of e-voting will also be available on the website of the Company [www.bbinvestments.in](http://www.bbinvestments.in).
- The register of members and share transfer books of the Company will remain closed from Thursday, 20<sup>th</sup> September, 2018 to Thursday, 27<sup>th</sup> September, 2018 (both days inclusive) in accordance with the provisions of Section 91 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of the meeting.
- 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.
- Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
- The members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The members whose unclaimed shares/dividends have been transferred to IEPF, may claim the same by making application to the IEPF Authority in Form No.- IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in)
- To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

12. 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.
13. Information regarding particulars of the Directors seeking re-appointment requiring disclosure in terms of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard-2.
14. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot/ polling paper/ e-voting (physical voting) shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through ballot/ polling paper/ e-voting.
15. 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.
16. 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.
17. **There will be no gift distribution at the Annual General Meeting.**
18. As per the provisions of Section 72 of the Companies Act 2013, facilities for making nomination is now available to the members in respect of shares held by them. Nomination forms are available for this purpose with the Company's Registrar & Share Transfer Agent.
19. Members who have not registered their email address so far are requested to register their e-mail address with their DP in case the shares are held in electronic form or with the Company's RTA in case the shares are held in physical form so that they can receive all communication(s) including Annual Report, Notices, Circulars etc. from the Company electronically.
20. The Shares of your company is listed on the Bombay Stock Exchange. The annual listing fees upto March 2019, already stand paid to Bombay Stock Exchange.
21. 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.
22. 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.
23. 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.
24. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of the meeting and the Annual Report of the Company for the Financial Year 2017-18 being sent by e-mail to those Members who have registered their e-mail addresses with the Company/RTA in respect of shares held in physical form or with their Depository Participant in respect of shares held in electronic form and made available to the Company by the Depositories.
25. 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.
26. 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.
27. The Annual Report for the Financial Year 2017-18 of the Company circulated to the Members of the Company will be made available on the Company's website [www.bbinvestments.in](http://www.bbinvestments.in) for your download.
28. **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 SEBI (Listing Obligations 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 24<sup>th</sup> September, 2018 (9:00 A.M.) and ends on 26<sup>th</sup> September, 2018 (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 20<sup>th</sup> September, 2018, 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 remote

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. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put User ID and password noted in step (1) above and Click Login.

NOTE: Shareholders who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

(v) After successful login, you can change the password with new password of your choice.

(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 (Remote e-voting Event Number)**

**USER ID**

**PASSWORD/PIN**

(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.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VIII. 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 **20<sup>th</sup> September, 2018**.

IX. 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. 20<sup>th</sup> September 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kavitasewani1@gmail.com](mailto:kavitasewani1@gmail.com).

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" or "Physical User Reset 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.

X. 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.

XI. 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.

XII. Ms. Kavita Pamnani, Practicing Company Secretary (Membership No. F6288) has been appointed 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.

XIII. 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 Results declared alongwith 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.

**By Order of the Board of Directors  
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 : 27<sup>th</sup> July, 2018  
Place : New Delhi

**Annexure to Notice**

Details of the Directors seeking appointment/ re-appointment at 26<sup>th</sup> Annual General Meeting [pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of the Secretarial Standard-2]

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



# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

Regd. Office : 503, Rohit House, 3 Tolstoy Marg, New Delhi-110001

Tel No. : 011-49800900, Fax : 011-49800933

Email : commodities@bharatbhushan.com, Website : www.bbinvestments.in

CIN-L67120DL1992PLC049038

## Form No. MGT-11 Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : .....

E-mail Id : .....

Folio No./Client Id : .....

DP ID : .....

I/We, being the member(s) of .....shares of Bharat Bhushan Finance and Commodity Brokers Limited, hereby appoint :

1. Name : .....  
Address : .....  
E-mail Id : ..... Signature.....or failing him/her.
2. Name : .....  
Address : .....  
E-mail Id : ..... Signature.....or failing him/her.
3. Name : .....  
Address : .....  
E-mail Id : ..... Signature.....or failing him/her.

as my/our proxy to attend and vote (on a poll) for me/ us on my / our behalf at the 26th Annual General Meeting of the Company to be held on Thursday, the 27<sup>th</sup> day of September, 2018 at Dormitory-I, Shree Delhi Gujarati Samaj (Regd.), 2, Rajniwas Marg, Civil Lines, Delhi-110054, at 11.00 A.M. and at any adjournment thereof in respect of resolutions, as indicated below:

Item No.	Description	Type of resolution	Assent (For)	Dissent (Against)
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year 2017-18 including audited balance sheet as at 31st March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.	Ordinary		
2	To declare dividend on Equity Shares for the Financial Year ended 31st March, 2018.	Ordinary		
3	Re-appointment of Mr. Arun Kumar Garg (DIN: 00178582) as a director, 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.	Ordinary		

Signed this .....day of ..... 2018.

Signature of shareholders(s) : .....

Signature of Proxy holder(s) : .....

Affix  
Re. 1/-  
Revenue  
Stamp

Note : Proxy form to be submitted at the registered office of the Company not less than 48 (forty eight) hours before the commencement of aforesaid Annual General Meeting.



# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

Regd. Office: 503, Rohit House,  
3 Tolstoy Marg, New Delhi 110001

Tel No. : 011-49800900, Fax: 011-49800933

Email: commodities@bharatbhushan.com, Website: www.bbinvestments.in

CIN-L67120DL1992PLC049038

## ENTRANCE PASS / ATTENDANCE SLIP

(To be presented at the entrance)

### Annual General Meeting

1. **Name of the** :
  
2. **Registered Address of the Sole/First named members** :
  
3. **Registered Folio No. / DPID No./Client ID** :  
(\* Applicable to members holding shares in Dematerialized form)
  
4. **No. of Shares** :

I certify that I am a registered shareholder/proxy of the registered shareholder of the Company as per details above. I hereby record my/our presence at the 26<sup>th</sup> Annual General Meeting of the Company held on Thursday, 27<sup>th</sup> September, 2018 at 11:00 A.M. at Dormitory-I, Shree Delhi Gujarati Samaj (Regd.), 2, Rajniwas Marg, Civil Lines, Delhi-110054. Name of the Shareholder/Proxy \_\_\_\_\_

Signature of the Shareholder/Proxy present. \_\_\_\_\_

**Note:** Only Shareholders/proxies are allowed to attend the meeting.

Member's Folio/DP ID-Client ID No.

Member's /Proxy's Name in block letter

Member's/Proxy's Signature

**Notes:** Please complete the Folio/DP ID-Client No. and name, sign this Attendance slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

The Electronic voting particulars as set out below:

EVEN (E-voting event number)	User ID	Password

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
24 <sup>th</sup> September, 2018 at 9.00 A. M.	26 <sup>th</sup> September, 2018 at 5.00 P.M.