



**THE BOMBAY BURMAH TRADING CORPORATION, LIMITED**

**REGD. OFFICE :** 9, WALLACE STREET, FORT, MUMBAI 400 001, INDIA.  
**POST BOX NO.** 10077, **TEL. NOS.:** +91 22 2219 7101, **FAX :** +91 22 2207 1612 / 6772  
**Email:** bbtcl@bom2.vsnl.net.in, **Website:** www.bbtcl.com, **CIN:** L99999MH1863PLC000002

**POSTAL BALLOT NOTICE**

**[Pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 read with The Companies (Management & Administration ) Rules, 2014]**

NOTICE is hereby given to the Members of the Corporation that the following Special Resolutions, drafts of which are set out below, are being placed for your approval through the process of Postal Ballot, namely:

- (i) to give loans to any person or body corporate, give any guarantee or provide any security in connection with a loan to any body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto an aggregate of ₹ 500 crores pursuant to section 186 of the Companies Act, 2013;
- (ii) to issue Redeemable Non- Convertible Debentures upto ₹ 150 crores on private placement basis.

The Explanatory Statement under section 102 of the Companies Act, 2013 setting out the material facts concerning both the aforesaid items of Special Business is annexed to this Notice.

Mr. Tushar Shridharani, Practicing Company Secretary, has been appointed as Scrutinizer for the Postal Ballot process, including e-voting facility.

Please also find attached the Postal Ballot Form which may be returned duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 30<sup>th</sup> January, 2017.

Members can also opt for e-voting facility provided by the Corporation. The instructions for the same are mentioned under the section "Voting through electronic means". The Corporation has engaged the services of Central Depository Services (India) Limited ("CDSL") for providing the e-voting facility to its Members.

The Scrutinizer shall submit his report to the Chairman after completion of scrutiny and the results of the Postal Ballot will be announced by the Chairman or, in his absence, by any other Director authorized by the Chairman on 31<sup>st</sup> January, 2017 at the Registered Office of the Corporation at 9, Wallace Street, Fort, Mumbai-400 001.

**SPECIAL BUSINESS :**

**1) To consider and if thought fit, to give your assent or dissent to the following Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder as amended from time to time (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), consent of the Corporation be and is hereby accorded to the Board of Directors of the Corporation (hereinafter referred to as "the Board" which term shall include any duly constituted Committee thereof):

- i. to give any loan to any person or other body corporate and/or
- ii. to give any guarantee or provide security in connection with a loan to any other body corporate or person and/or
- iii. to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

upto an aggregate amount of ₹ 500 crores (Rupees Five Hundred Crores only) notwithstanding that the aggregate of the loans or guarantees or securities given or to be given by the Corporation and/or securities so far acquired or to be acquired by the Corporation exceeds the limits prescribed under section 186 of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take from time to time all steps or action as may be usual, necessary, expedient or proper in respect of giving any loans, guarantees or providing security or investing in the securities of any other body corporate including the terms and conditions of such transactions."

**2) To consider and if thought fit, to give your assent or dissent to the following Special Resolution:**

**"RESOLVED THAT** pursuant and subject to the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules, if any, and / or applicable Guidelines and Regulations issued by the Securities and Exchange Board of India, provisions of the Listing Regulations, or any other applicable law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and subject to the provisions of the Articles of Association of the Corporation and such other approvals as

may be required from regulatory authorities from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Corporation (hereinafter referred to as "the Board" which term shall include any duly constituted Committee thereof) to offer, issue and allot at par Secured/Unsecured, Listed/Unlisted Redeemable Non-Convertible Debentures ("NCDs") and/or other debt securities on private placement basis in one or more series/tranches, during the period of one year from the date of passing of the Special Resolution by the members upto an aggregate amount of ₹ 150 crores (Rupees One Hundred and Fifty Crores only) on such terms and conditions and to such person(s) as may be decided by the Board, subject however that the aggregate amount of such NCDs raised shall not exceed the overall borrowing limits of the Corporation as may be approved by the members from time to time."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as are usual, necessary, expedient or proper for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

By Order of the Board

**N H Datanwala**

Vice President Corporate & Company Secretary

Regd. Office : 9, Wallace Street, Fort, Mumbai 400001

Date : 27<sup>th</sup> December, 2016

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Corporation has appointed Mr. Tushar Shridharani, Practicing Company Secretary as Scrutinizer for the purpose of the Postal Ballot process, including e-voting facility.
3. A Member desiring to exercise vote by Postal Ballot is requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed Form in the attached self addressed Business Reply Envelope so as to reach the Scrutinizer NOT LATER THAN THE CLOSE OF WORKING HOURS ON Monday, the 30<sup>th</sup> January, 2017.
4. However, envelopes containing Postal Ballot Forms if sent by courier or by Registered Post at the expense of the member will also be accepted. The envelope containing the Postal Ballot Form should reach the Scrutinizer as mentioned above on or before Monday, the 30<sup>th</sup> January, 2017.
5. The result of the Postal Ballot will be announced by the Chairman, or in his absence, by any other Director authorized by the Chairman, on 31<sup>st</sup> January, 2017 at 3.30 pm at the Registered Office of the Corporation and the resolutions will be taken as passed effectively on the date of such announcement, if the result of the Postal Ballot shall indicate that the requisite majority of the shareholders have assented to the respective Resolutions.
6. Subsequently, the result of the Postal Ballot will be published in at least one English and one Vernacular language newspaper circulating in Mumbai.
7. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Corporation is pleased to provide the facility to exercise members' right to vote through electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 31<sup>st</sup> December, 2016 at 10:00 am and ends on 30<sup>th</sup> January, 2017 at 5.00 pm.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for THE BOMBAY BURMAH TRADING CORPORATION, LIMITED.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### **Item no. 1**

As per the provisions of Section 186 of the Companies Act, 2013, prior approval of the members by means of a Special Resolution is necessary for giving loans and/or guarantees and/or providing security in connection with a loan to any other body corporate or person and/or for acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of sixty percent of the Company's paid up share capital, free reserves and securities premium account or hundred percent of its free reserves and securities premium account, whichever more.

The Corporation has been engaged in investment activities by way of investment in shares of body corporates and granting of loans etc. and has also been pursuing real estate activities including unlocking the value of some of its real estates.

To enable the Corporation to invest its investible surplus arising thereupon, it is proposed to seek members' approval for making fresh loans and/ or acquiring the securities of other bodies corporate as per the discretion of the Board of Directors or a Committee thereof.

The Board recommends passing of the Special Resolution at Item No. 1 of the Notice.

None of the Directors or Key Managerial Personnel of the Corporation and/ or their relatives, is in any way, concerned or interested in the said resolution.

### **Item no. 2**

The Corporation proposes to raise funds by issue of Non-Convertible Debentures (NCDs) upto an amount of ₹ 150 crores and utilize the same for repayment of its high cost debts and replacement of its near-term maturity debts thereby reducing the overall finance costs and improving the debt maturity profile of the Corporation and also improve the debt equity and debt servicing coverage ratios. This would also enable the Corporation to improve its credit profile and balance sheet resulting in improved credit rating.

As per the provisions of Section 42 of the Companies Act, 2013 (the 'Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Non-Convertible Debentures on a private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution which shall remain in force for one year from the date of passing thereof by the Members. The borrowing limits of the Corporation at present is ₹ 600 crores over and above the aggregate of the Corporation's paid-up share capital and free reserves as per Special Resolution passed at the Annual General Meeting held on 13<sup>th</sup> August, 2014.

Approval of the members is therefore sought to offer NCDs at par on private placement basis upto ₹ 150 crores within the overall borrowing limits of the Corporation as approved by the members from time to time and to authorize the Board to issue the said NCDs in terms of the Special Resolution at Item no. 2 of the Notice.

The Board recommends passing of the Special Resolution set out at Item No. 2 of the Notice.

None of the Directors or Key Managerial Personnel of the Corporation and/or their relatives is in any way, concerned or interested in the said resolution.

By Order of the Board

**N H Datanwala**

Vice President Corporate & Company Secretary

Regd. Office : 9, Wallace Street, Fort, Mumbai 400001

Date : 27<sup>th</sup> December, 2016