

## NOTICE

NOTICE is hereby given that the One Hundred and Fifty-Third Annual General Meeting of the Members of The Bombay Burmah Trading Corporation, Limited will be held on Wednesday, 8<sup>th</sup> day of August, 2018 at 3.30 p.m. at Y B Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400 021, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - (a) the audited Financial Statements of the Corporation for the Financial Year ended 31<sup>st</sup> March, 2018 together with the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited Consolidated Financial Statements of the Corporation for the Financial Year ended 31<sup>st</sup> March, 2018 together with the Report of the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Jehangir N. Wadia [DIN: 00088831], who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:
 

“RESOLVED THAT the Board of Directors be and are hereby authorised to appoint for the current financial year, in consultation with the Corporation’s Auditors namely Messrs B S R & Co. LLP, in respect of the audit of the accounts of the Corporation’s branch offices outside India, a person who is either qualified for appointment as auditor of the Corporation under Section 141 of the Companies Act, 2013 or an accountant duly qualified to act as an auditor of the accounts of such branch offices in accordance with the applicable laws of the concerned countries; and to determine the remuneration and other terms and conditions of their appointment as Branch Auditors as recommended by the Audit Committee.”

### **SPECIAL BUSINESS:**

5. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:
 

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. GLS & Associates, Cost Accountants, Coimbatore, [ICWA Registration No. 4482], the Cost Auditors appointed by the Board of Directors to conduct the audit of the cost records of the Corporation for the financial year ending 31<sup>st</sup> March, 2019, be paid remuneration of ₹ 200,000 (Rupees Two lakhs only) plus such taxes as applicable and reimbursement of actual out-of-pocket expenses.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Corporation, be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”
6. To consider and if thought fit, to convey assent or dissent to the following Special Resolution:
 

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, approval of the Members be and is hereby granted to Mr. Nusli Neville Wadia (DIN-00015731) who will be above the age of 75 years on 1<sup>st</sup> April, 2019, continuing to be a Non-Executive Director of the Corporation; his appointment having been duly approved earlier by the Members of the Corporation.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Corporation, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

7. To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, approval of the Members be and is hereby granted to Mr. A. K. Hirjee (DIN-00044765) who is above the age of 75 years, continuing to be Non-Executive Independent Director of the Corporation; his appointment having been duly approved earlier by the Members of the Corporation.

RESOLVED FURTHER THAT that any one of the Directors and the Company Secretary of the Corporation, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

8. To consider and, if thought fit, to convey assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, approval of the Members be and is hereby granted to Mr. M. L. Apte (DIN-00003656) who is above the age of 75 years, continuing to be Non-Executive Independent Director of the Corporation; his appointment having been duly approved earlier by the Members of the Corporation.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Corporation, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

9. To consider and, if thought fit, to convey assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any, statutory modification or re-enactment thereof for the time being in force, approval of the Members be and is hereby granted to Mr. D. E. Udwadia (DIN-00009755) who is above the age of 75 years, continuing to be Non-Executive Independent Director of the Corporation; his appointment having been duly approved earlier by the Members of the Corporation.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Corporation, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

10. To consider and, if thought fit, to convey assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification or re-enactment thereof, for the time being in force] and Article 115 of the Corporation's Articles of Association, approval of the Members be and is hereby granted to the Corporation for payment of commission to the Non-Executive Directors commencing from the financial year 1<sup>st</sup> April, 2018 in an amount not exceeding 1 (one) percent of the net profits of the Corporation computed in accordance with Section 198 of the Act, in such manner as the Board of Directors may in its discretion decide.

RESOLVED FURTHER THAT notwithstanding anything to the contrary hereinabove contained if at any time the Corporation does not have a Managing Director or Whole-Time Director, then the Corporation may pay to its Non Executive Directors, such Commission as the Board may in its discretion determine from time to time not exceeding 3 (three) percent of the net profits of the Corporation computed in accordance with Section 198 of the Act.

RESOLVED FURTHER THAT if in any financial year the profits of the Corporation are inadequate for payment of such commission, then, the Corporation may pay such commission subject to compliance with the applicable provisions of the Act.

RESOLVED FURTHER THAT approval of the Corporation be accorded to the Board of Directors (including any Committee thereof) to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board

N. H. DATANWALA  
Vice President Corporate &  
Company Secretary

Registered Office:  
9, Wallace Street,  
Fort, Mumbai - 400 001

CIN : L99999MH1863PLC000002  
Email : investorservices@bbtcl.com  
Website : www.bbtcl.com  
Tel No. : +91 22 22197101  
Fax : +91 22 22071612/6772

Mumbai, 21<sup>st</sup> May, 2018

**NOTES:**

1. The Statement of Material Facts as required under section 102 of the Companies Act, 2013 ("the Act") with respect to Item Nos. 5 to 10 is attached hereto as Annexure I.

Messrs B S R & Co. LLP, Chartered Accountants, was appointed as Statutory Auditors of the Corporation at the 149<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> August, 2014 for a period of 5 (five) financial years commencing on 1<sup>st</sup> April, 2014. Their appointment was required to be ratified by the Members at each Annual General Meeting. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018 amending section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at each Annual General Meeting ("AGM") has been withdrawn. Hence, the Corporation has not included an item for ratification of appointment of the Statutory Auditors at this AGM in the Notice.

2. Details of the Director retiring by rotation and seeking re-appointment at the Annual General Meeting is annexed to the Notice as Annexure II as required by the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
4. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Corporation, duly completed and signed, not less than forty-eight hours before the commencement of the meeting.
5. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Corporation carrying voting rights. A Member holding more than ten percent of the total share capital of the Corporation carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
6. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution to the Corporation, authorising their representative to attend and vote on their behalf at the Meeting.
7. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The prominent land mark for the venue is 'next to Sachivalay Gymkhana'.
8. The Corporation's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Karvy Computershare Private Limited (Karvy) having their office at Karvy Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032.
9. The Register of Members and the Share Transfer Books of the Corporation will remain closed from Saturday, 28<sup>th</sup> July, 2018 to Wednesday, 8<sup>th</sup> August, 2018 (both days inclusive).
10. Dividend, if declared at the Annual General Meeting, shall be paid to the Members on or after Thursday, 9<sup>th</sup> August, 2018 to those members whose names appear the Register of Members of the Corporation on Friday, 27<sup>th</sup> July, 2018 after giving effect to all valid share transfers lodged with the Corporation's Registrar and Share Transfer Agents, M/s. Karvy Computershare Private Limited on or before 27<sup>th</sup> July, 2018 in respect of shares held in physical form. In respect of shares held in electronic form, dividend will be paid to the beneficial owners of shares as at the closing hours of 27<sup>th</sup> July, 2018 as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.

Members are requested to provide Bank details to facilitate payment of dividend, etc., either in electronic mode or for printing on the payment instruments.

## 11. Members are requested to:

- (a) intimate to the Corporation's Registrar and Transfer Agents, Karvy Computershare Private Limited, at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, Email- einward.ris@karvy.com, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
  - (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
  - (c) quote their folio numbers/Client ID/DP ID in all correspondence; and
  - (d) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and Karvy/ Corporation, in case of Shares held in physical form, as directed by SEBI.
12. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Corporation will print the bank account details, if available, on the payment instrument for distribution of dividend. The Corporation will not entertain any direct request from Members holding shares in electronic mode for deletion of/ change in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
13. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cutoff date, to be notified. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
14. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Rules made thereunder, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

An amount of ₹ 8,94,387 being unclaimed/unpaid dividend of the Corporation for the financial year ended 31<sup>st</sup> March, 2010 was transferred in September, 2017 to IEPF.

Last date for claiming unclaimed and unpaid dividends declared by the Corporation for the financial year 2010-11 and thereafter is as under:

<b>Financial Year</b>	<b>Date of Declaration of Dividend</b>	<b>Due date for transfer to IEPF</b>
2010-2011	05.08.2011	10.09.2018
2011-2012	08.08.2012	13.09.2019
2012-2013	07.08.2013	12.09.2020
2013-2014	13.08.2014	18.09.2021
2014-2015	05.08.2015	10.09.2022
2015-2016	05.08.2016	10.09.2023
2016-2017	03.08.2017	08.09.2024

Members who have so far not encashed the Dividend Warrants for the above years are requested to submit their claim at the earliest to the Karvy at either of the aforesaid addresses immediately quoting their folio number/ DP ID & Client ID.

15. In terms of the provisions of Section 124(6) of the Companies Act, 2013 ("Act") read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("as amended from time to time") ("the Rules") the Corporation is required to transfer all shares in respect of which dividend has not been paid or claimed for a period of seven consecutive years or more to the Demat Account of the IEPF Authority.

In accordance with the Rules, the Corporation had, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer i.e. 31<sup>st</sup> October, 2017.

Further, in compliance with the Rules, the Corporation has sent notice to the concerned shareholders whose shares are liable to be transferred/credited to the Demat Account of the IEPF Authority. The Corporation has uploaded on its website: [www.bbtcl.com](http://www.bbtcl.com) under Investor Relations the details of such shareholders whose shares are to be transferred/credited to the Demat Account of the IEPF Authority.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Karvy for lodging claim for refund of shares and / or dividend from the IEPF Authority.

16. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Karvy at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
17. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2017-18 can be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository Participants or the Corporation/Karvy, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Karvy (in case of Shares held in physical form). Members are also informed that the full text of all Notices, Reports etc. sent by email to them will also be made available on our website <http://bbtcl.com/investor-relations/annual-reports/>

18. Members intending to require information about the Financial Statements, to be explained at the Meeting are requested to inform the Corporation at least a week in advance of their intention to do so, so that the papers relating thereto may be made available.
19. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the meeting.
20. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

**21. Voting through electronic means:**

- i. In compliance with provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"] and Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Corporation is pleased to provide to its Members a facility to exercise their right to vote on resolutions proposed to be passed at the 153<sup>rd</sup> Annual General Meeting (AGM) by electronic means ("e-voting") and the business may be transacted through e-voting services provided by Karvy Computershare Private Limited (Karvy). The Members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- ii. The facility for voting by way of ballot paper shall also be made available at the AGM and the Members attending the AGM shall be able to exercise their right to vote at the AGM in case they have not cast their votes by remote e-voting.
- iii. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again.
- iv. A Member can opt for only single mode of voting, i.e. through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- v. The Board of Directors of the Corporation have appointed Mr. Tushar Shridharani, Practicing Company Secretary, (Membership No. FCS 2690) as Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
- vi. The results shall be declared not later than forty-eight hours from conclusion of the Meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Corporation at [www.bbtcl.com](http://www.bbtcl.com) and the website of Karvy: <https://evoting.karvy.com> immediately after the results are declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Corporation are listed and shall be displayed at the Registered Office of the Corporation.

**The instructions for Members voting electronically are as under:**

- A. In case a Member receives an e-mail from Karvy [for members whose e-mail IDs are registered with the Corporation/Depository Participant(s)] which includes details of E-Voting Event Number (EVEN), User ID and Password:
  - a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - b) Enter the login credentials (i.e. User ID and Password). In case of physical folio, User ID will be EVEN followed by Folio Number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - c) After entering these details appropriately, click on "LOGIN".
  - d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - e) You need to login again with the new credentials.
  - f) On successful login, the system will prompt you to select the "EVENT" i.e. The Bombay Burmah Trading Corporation, Limited.
  - g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST", but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - h) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".

- i) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you have voted on the Resolution(s), you will not be allowed to modify your vote.
- l) Corporate / Institutional Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney /Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: tushar@tusharshri.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVEN".

If the authorised representative intends to vote through remote e-voting, the certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) should reach the Scrutinizer not later than Tuesday, 7<sup>th</sup> August, 2018 (5:00 p.m. IST). In case if the authorised representative attends the meeting in person, the above mentioned documents shall be submitted before the commencement of AGM.

- B. In case a member receives physical copy of the Notice of AGM [for Members whose e-mail IDs are not registered with the Corporation /Depository Participant(s)]:
  - a) EVEN, User ID and Initial Password is provided in the in the Attendance Slip
  - b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote by electronic means.

**OTHER INSTRUCTIONS:**

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download Section of <https://evoting.karvy.com> (Karvy Website) or contact at [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com), or Ms. Sripriya Senthilkumar, Deputy General Manager, Karvy at Karvy Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at the email ID [evoting@karvy.com](mailto:evoting@karvy.com) or on phone No.: 040-6716 1500 or call Karvy's toll free No.: 1800-3454-001 for any further clarifications.
- b. 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).
- c. The remote e-voting period commences on Sunday, 5<sup>th</sup> August, 2018 (9:00 a.m. IST) and ends on Tuesday, 7<sup>th</sup> August, 2018 (5:00 p.m. IST). During this period, Members of the Corporation, holding shares either in physical form or in dematerialised form, as on the cut-off date Wednesday, 1<sup>st</sup> August, 2018 may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Corporation as on Wednesday, 1<sup>st</sup> August, 2018, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
- e. In case a person has become a Member of the Corporation after dispatch of AGM Notice but on or before the cut-off date for E-Voting, i.e., Wednesday, 1<sup>st</sup> August, 2018, he/she/it may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> Folio No. or DP ID Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

(XXXX being EVEN)

- ii. If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavor to send User ID and Password to those new Members whose e-mail IDs are available.

#### **PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN / ATTENDANCE REGISTRATION:**

Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Corporation has provided a Web Check-in facility through Karvy's website. Web Check-in on the Karvy's website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

#### **Procedure of Web Check-in is as under:**

- a. Log on to <https://karisma.karvy.com> and click on "Web Check-in for General Meetings (AGM/ EGM/CCM)".
- b. Select the name of the Company: The Bombay Burmah Trading Corporation, Limited
- c. Pass through the security credentials viz., DP ID/Client ID/Folio No. entry, PAN & "CAPTCHA" as directed by the system and click on the submission button.
- d. The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
- e. The attendance slip in PDF format will appear on the screen. Select the "PRINT" option for direct printing or download and save for the printing.
- f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
- g. After registration, a copy will be returned to the Member.
- h. The Web Check-in (Online Registration facility) is available for AGM during remote e-voting period only i.e. from Sunday, 5<sup>th</sup> August, 2018 (9:00 a.m. IST) to Tuesday, 7<sup>th</sup> August, 2018 (5:00 p.m. IST). The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

## **ANNEXURE I TO THE NOTICE**

### **STATEMENT OF MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 5**

The Board of Directors on the recommendation of the Audit Committee has approved the appointment of M/s. GLS & Associates, Cost Accountants, Coimbatore, (ICWA Registration No. 4482) as Cost Auditors at a remuneration of ₹ 200,000 (Rupees Two Lakhs only) plus such taxes as applicable and reimbursement of actual out of pocket expenses incurred by them for the conduct of audit of the cost records of the Corporation for the financial year ending 31<sup>st</sup> March, 2019. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered Office of the Corporation during 11.00 a.m. to 1.00 p.m. on all working days.

The approval of the Members is required to be obtained for payment of remuneration to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2019. Hence, the Resolution at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Corporation and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution for approval by the Members.

#### **Item Nos. 6, 7, 8 and 9**

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which would be effective from 1<sup>st</sup> April, 2019, listed entities have to pass a special resolution to appoint a non-executive director or continue the directorship of a non-executive director who has attained the age of 75 years as on 1<sup>st</sup> April, 2019 with justification for the same.

Mr. Nusli Neville Wadia, Chairman and Non-Executive Director will be above the age of 75 years as on 1<sup>st</sup> April, 2019. Further, Mr. A. K. Hirjee, Mr. M. L. Apte and Mr. D. E. Udwardia, the other Independent Directors on the Board are above the age of 75 years as on date. It is therefore proposed to pass Special Resolutions at Item Nos. 6, 7, 8 and 9 of the Notice for their continuation as Directors on the Board beyond 1<sup>st</sup> April, 2019 for remainder of their terms in compliance with the abovementioned Regulation. The justification for continuation of their directorships on the Board beyond 1<sup>st</sup> April, 2019 is set out below:

#### **a. Mr. Nusli Neville Wadia, Non – Executive Director**

Mr. Nusli Neville Wadia, 74, Non-Executive Director, was inducted on the Corporation's Board in 1980. Mr. Wadia is a well-known Industrialist. He is the Chairman of the Wadia Group companies. Mr. Wadia has contributed actively in the deliberations of various organisations such as the Cotton Textiles Export Promotion Council (TEXPROCIL), Mill Owners' Association (MOA), Associated Chambers of Commerce & Industry, etc. He is the former Chairman of TEXPROCIL and also of MOA. Mr. Wadia was appointed on the Prime Minister's Council on Trade & Industry during 1998 to 2004. He was the Convenor of the Special Group Task Force on Food and Agro Industries Management Policy in September, 1998. He was a Member of the Special Subject Group to review regulations and procedures to unshackle Indian Industry and on the Special Subject Group on Disinvestment. He was a Member of ICMF from 1984-85 to 1990-91. He is a Trustee of the Executive Committee of the Nehru Centre, Mumbai. Mr. Wadia has a distinct presence in public affairs and has been actively associated with leading charitable and educational institutions.

Mr. Wadia, is the Promoter, Non-Executive Director of the Corporation, liable to retire by rotation.

Mr. Wadia, is also Chairman on the Board of The Bombay Dyeing and Manufacturing Company Limited, Britannia Industries Limited, Go Airlines (India) Limited and Go Investments and Trading Private Limited.

Mr. Wadia holds 68,46,505 equity shares in the Corporation.

Save and except Mr. Nusli N. Wadia, Mr. Ness N. Wadia and Mr. Jehangir N. Wadia, Directors of Corporation who are related to each other and their relatives to the extent of their shareholding, none of the Directors/Key Managerial Personnel of the Corporation and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6.

**b. Mr. A. K. Hirjee, Non - Executive Independent Director**

Mr. A. K. Hirjee, 79, is a Non-Executive Independent Director of the Corporation. He joined the Board of the Corporation in the year October, 1988 and served as a Managing Director of the Corporation till year 1998 and continued to be a Director. Mr. Hirjee is B. A. (Hons.), LL.B. (Hons.), Barrister-at-Law, SLOAN Fellow of London Business School. He has more than 50 years of experience in different areas of Business Management and his expertise extends to finance, banking, legal, commercial, industrial and general administration. He has been actively associated with leading charitable institutions.

At the 149<sup>th</sup> Annual General Meeting of the Corporation held on 13<sup>th</sup> August, 2014, the Members had approved appointment of Mr. Hirjee as an Independent Director of the Corporation for a term of five consecutive years with effect from 13<sup>th</sup> August, 2014 to 12<sup>th</sup> August, 2019.

Mr. Hirjee also serves as the Director of other Companies viz. Atlas Copco (India) Limited, HDFC Trustee Co. Ltd., The Bombay Dyeing and Manufacturing Company Limited, Britannia Industries Limited, Epiroc Mining India Limited, Chika Private Limited and Go Investments & Trading Private Limited.

Mr. Hirjee holds 1,750 shares in the Corporation.

Save and except Mr. A K Hirjee and his relatives to the extent of their shareholding, none of the Directors/Key Managerial Personnel of the Corporation and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7.

**c. Mr. M. L. Apte, Non – Executive Independent Director**

Mr. M. L. Apte, 86, is a Bachelor of Arts from Mumbai University. Mr. Apte is a well-known industrialist and well connected with textile and sugar industry. Mr. Apte is a former Sheriff of Bombay and an Ex-President of the Cricket Club of India.

He is a Trustee of the Victoria Memorial School for the Blind and of the Mahalaxmi Temple Charities. He has also served as the President of Indian Sugar Mills Association and Bombay Chambers of Commerce and Industry.

He has been a Director of the Corporation for the past 28 years and has extensive experience and expertise in financial and general management.

At the 149<sup>th</sup> Annual General Meeting of the Corporation held on 13<sup>th</sup> August, 2014, the Members had approved appointment of Mr. Apte as an Independent Director of the Corporation for a term of five consecutive years with effect from 13<sup>th</sup> August, 2014 to 12<sup>th</sup> August, 2019.

Mr. Apte does not hold any shares of the Corporation.

Mr. Apte also serves as the Director of other Companies viz. Bajaj Hindusthan Sugar Limited, Kulkarni Power Tools Limited, Standard Industries Limited, Grasim Industries Limited, Zodiac Clothing Company Limited and Raja Bahadur International Limited.

Save and except Mr. Apte and his relatives to the extent of their shareholding, none of the Directors/Key Managerial Personnel of the Corporation and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8.

**d. Mr. D. E. Udwardia, Non – Executive Independent Director**

Mr. D. E. Udwardia, 78, M.A., LL.B., is a Solicitor and Advocate of the Bombay High Court. He is also a Solicitor of the Supreme Court of England. Mr. Udwardia is a founder partner of M/s Udwardia & Co., Solicitors & Advocates, since July, 1997. Prior to this, he was a partner of M/s Crawford Bayley & Co., Solicitors & Advocates, for over 20 years.

Mr. Udwardia and his firm are legal advisors to many Indian companies, multinational companies and foreign banks having a presence in India. Mr. Udwardia has spent nearly 50 years in active law practice and has a vast experience and expertise in areas like corporate law, mergers and acquisitions, takeovers, corporate restructuring, foreign collaboration, joint ventures and private equity, project and infrastructure finance, telecommunications, international loans and finance related transactions and instruments, real estate and conveyancing.

At the 149<sup>th</sup> Annual General Meeting of the Corporation held on 13<sup>th</sup> August, 2014, the Members had approved appointment of Mr. Udwardia as an Independent Director of the Corporation for a term of five consecutive years with effect from 13<sup>th</sup> August, 2014 to 12<sup>th</sup> August, 2019.

Mr. Udwardia does not hold any shares of the Corporation.

Mr. Udwardia also serves as the Director of other Companies viz. Conservation Corporation of India Private Limited, Habasit Lakoka Private Limited, JM Financial Trustee Company Private Limited, Quantum Advisors Private Limited, Rossi Gearmotors (India) Private Limited, ABB India Limited, ITD Cementation India Limited, JM Financial Limited, JM Financial Credit Solutions Limited, Concast (India) Limited and MPS Limited.

Save and except Mr. Udwardia and his relatives to the extent of their shareholding, none of the Directors/Key Managerial Personnel of the Corporation and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 9.

The Board is of the view that knowledge and experience of Mr. Nusli N. Wadia as Non- Executive Director and Mr. A.K. Hirjee, Mr. M.L. Apte and Mr. D.E. Udwardia as Non-Executive Independent Directors will be of immense benefit and value to the Corporation and, therefore recommends to the Members their continuation as the Directors of the Corporation for remainder of their terms.

The Board recommends the Special Resolutions at Item Nos. 6, 7, 8 and 9 of the Notice for approval by the Members.

**Item No. 10**

The Members by way of Special Resolution dated 7<sup>th</sup> August, 2013 had approved payment of Commission to the Non- Executive Directors not exceeding 1% of the net profits of the Corporation or upto 3% of the net profits of the Corporation, if Corporation does not have Managing Director or Whole Time Director.

The Non-Executive Directors and the Independent Directors of the Corporation are prominent professionals in their respective fields and brings with them immense expertise and experience which is beneficial for the Corporation. Thus, considering the importance of their expertise and experience it is proposed to pay Commission to the Non-Executive Directors and Independent Directors at a rate not exceeding 1% of the net profits of the Corporation in any financial year computed in the manner provided in Section 198 of the Companies Act, 2013.

It is now proposed to obtain Members' approval for payment of Commission, to the non-executive directors commencing from the financial year 1<sup>st</sup> April, 2018.

The approval of Members is also sought for payment of commission to the Non-Executive Directors and Independent Directors at a rate not exceeding 3% of the net profits of the Corporation in any financial year, if the Corporation does not have a Managing Director or Whole-time Director.

All the Non-Executive Directors of the Corporation are concerned or interested financially in the special resolution to the extent of commission payable to each one of them. Mr. Ness N. Wadia, Managing Director and Key Managerial Personnel of the Corporation, being related to Mr. Nusli N. Wadia and Mr. Jehangir N. Wadia, is also concerned or interested in the resolution. Save and except these persons, no other KMP(s) of the Corporation or his relatives are, in any way, concerned with or interested in, financially or otherwise in the Special Resolution at Item No.10.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

## ANNEXURE II TO THE NOTICE

### Brief resume of Director(s) proposed to be re-appointed as Director

#### Mr. Jehangir N. Wadia (Item No. 3)

Mr. Jehangir N. Wadia, Promoter - Non-Executive Director, is a Master in Science from the Warwick University in Coventry, UK. He is instrumental in restructuring the Wadia Group, which involved looking at new financial and strategic investments for the group in the areas of Real Estate and Aviation. Presently, he is the Managing Director of The Bombay Dyeing and Manufacturing Company Limited and Go Airlines (India) Limited. The World Economic Forum elected him as a Young Global Leader in the year 2008.

Other details as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are:

Age	45 years
Qualifications	Master in Science from the Warwick University in Coventry, UK
Experience (including expertise in specific functional area)	Industrialist having rich business experience
Terms and Conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Jehangir N. Wadia who was re-appointed as a Director at the Annual General Meeting held on 5 <sup>th</sup> August, 2016 is liable to retire by rotation at this Meeting.
Remuneration last drawn (including sitting fees, if any)	Sitting fees paid for the Financial Year 2017-2018 was ₹120,000.
Remuneration proposed to be paid	Refer Resolution No.10
Date of first appointment on the Board	25 <sup>th</sup> July, 2001
Shareholding in the Corporation as on 31 <sup>st</sup> March, 2018	3,500 Equity shares of ₹ 2 each
Relationship with other Directors/ Key Managerial Personnel	Mr. Jehangir N. Wadia is related to Mr. Nusli N. Wadia (father) and Mr. Ness N. Wadia (brother) and not is related to any other Director/Key Managerial Personnel of the Corporation.
Number of meetings of the Board attended during the financial year (2017-2018)	5 (Five)

The Bombay Burmah Trading Corporation, Limited

<p>Directorships of other Boards as on 31<sup>st</sup> March, 2018 (excluding The Bombay Burmah Trading Corporation, Limited)</p>	<p>The Bombay Dyeing and Manufacturing Company Limited                  Go Airlines (India) Limited                  Britannia Industries Limited                  Integrated Clinical Research Sciences Private Limited                  Go Airways Private Limited                  Go Holdings Private Limited                  Go Engineering Private Limited                  Go Cargo Private Limited                  Goground Aviation Services Private Limited                  Go Investments and Trading Private Limited                  Virtual Education Network Private Limited</p>
<p>Membership/ Chairmanship of Committee of other Boards as on 31<sup>st</sup> March, 2018</p>	<p>The Bombay Burmah Trading Corporation, Limited – Corporate Social Responsibility Committee - Member                  The Bombay Dyeing and Manufacturing Company Limited- Stakeholders’ Relationship Committee – Member                  Britannia Industries Limited - Stakeholders’ Relationship Committee – Member</p>

Save and except Mr. Jehangir N. Wadia being the appointee, Mr. Nusli N. Wadia and Mr. Ness N. Wadia, Directors of Corporation who are related to each other and their relatives to the extent of their shareholding, none of the Directors/Key Managerial Personnel of the Corporation and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution at Item No.3.

By Order of the Board

N. H. DATANWALA  
 Vice President Corporate &  
 Company Secretary

Registered Office:  
 9, Wallace Street,  
 Fort, Mumbai - 400 001

CIN : L99999MH1863PLC000002  
 Email : investorservices@bbtcl.com  
 Website : www.bbtcl.com  
 Tel No. : +91 22 22197101  
 Fax : +91 22 22071612/6772

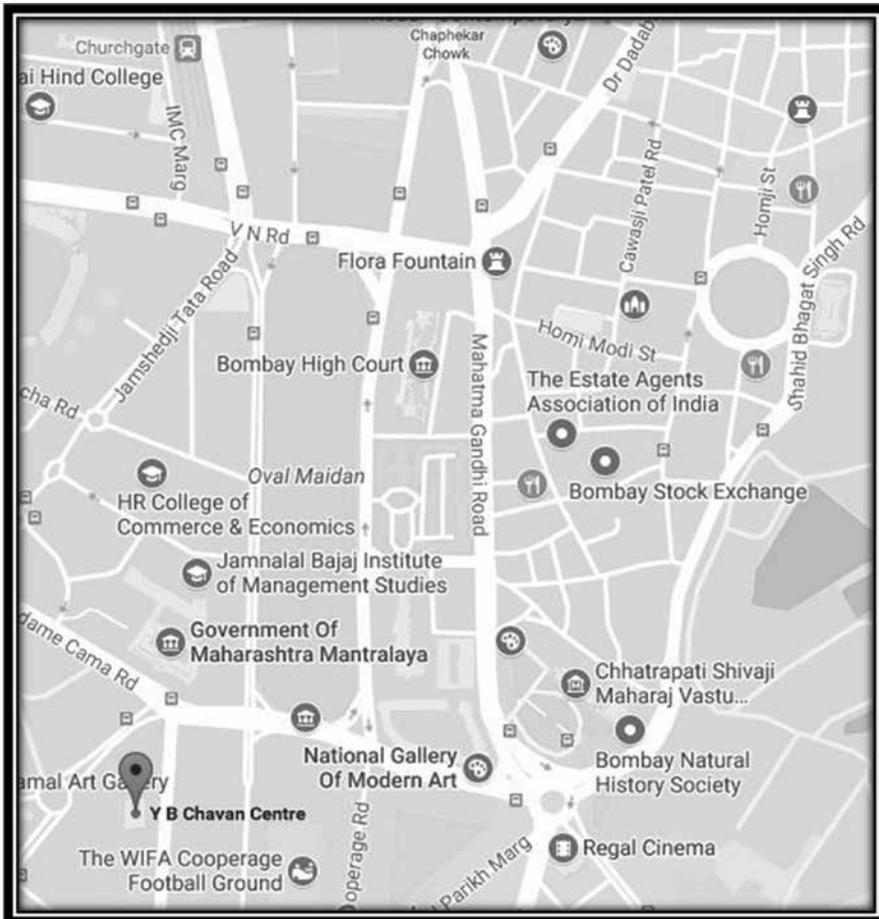
Mumbai, 21<sup>st</sup> May, 2018

# The Bombay Burmah Trading Corporation, Limited

Route Map to the Venue of the 153<sup>rd</sup> Annual General Meeting

**Venue:** Y. B. Chavan Auditorium , General Jagannath Bhosale Marg, Mumbai 400 021.

**Landmark:** Next to Sachivalay Gymkhana





# The Bombay Burmah Trading Corporation, Limited

[CIN: L99999MH1863PLC000002]

Regd. Office : 9, Wallace Street, Fort, Post Box No. 10077, Mumbai 400 001, India.

Tel. Nos.: +91 22 2219 7101; Fax : +91 22 2207 1612 / 6772

Email: writetous@bbtcl.com; Website: www.bbtcl.com

## **ATTENDANCE SLIP**

Serial No:

1. Name(s) of Shareholder(s)  
(including joint holders if any)
2. Registered Address of the  
Sole/ First Named Shareholders

3. Registered Folio No./ DP ID No./  
Client ID No.

4. Number of Equity Share(s) held

I certify that I am a registered Member/ Proxy for the registered member of the Corporation. I hereby record my presence at the 153<sup>rd</sup> Annual General Meeting of the Corporation held on Wednesday, 8<sup>th</sup> August, 2018 at 3.30 pm at Y.B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai 400021.

-----  
Name of the Shareholder(s) / Proxy

-----  
Signature of the Shareholder(s) / Proxy

### **Note:**

1. Only Member/ Proxyholder can attend the meeting.
2. Members/ Proxyholders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.
3. Bodies Corporate who are members may attend through their authorized representatives appointed under section 113 of the Companies Act, 2013.
4. Member/ Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

### **ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD
3892		

Note: For detailed e-voting instructions, please refer "Notice" enclosed herewith under "Voting through electronic means".

### **E-Voting facility is available during the following period:**

Commencement of E-Voting	Sunday, 5 <sup>th</sup> August, 2018 ; 9:00 am (IST)
End of E-Voting	Tuesday, 7 <sup>th</sup> August, 2018 ; 5:00 pm (IST)



# The Bombay Burmah Trading Corporation, Limited

[CIN: L99999MH1863PLC000002]

Regd. Office : 9, Wallace Street, Fort, Post Box No. 10077 Mumbai 400 001, India.

Tel. Nos.: +91 22 2219 7101 Fax :0091-22- 2207 1612 / 6772

• Email: writetous@bbtcl.com • Website: www.bbtcl.com

## **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)	:	
Registered address	:	
E-mail ID	:	
Folio No./Client ID	:	
DP ID	:	

I/We, being the member(s) holding \_\_\_\_\_ shares of above named company, hereby appoint:

1. Name: ..... Email id : .....  
Address : .....  
..... Signature  
or failing him/ her
2. Name: ..... Email id : .....  
Address : .....  
..... Signature  
or failing him/ her
3. Name: ..... Email id : .....  
Address : .....  
..... Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 153<sup>rd</sup> Annual General Meeting of the Corporation, to be held on Wednesday, the 8<sup>th</sup> day of August, 2018, at 3.30 p.m. at Y B Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400021 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Description	FOR	AGAINST
<b>Ordinary Business</b>			
1	To receive, consider and adopt: (a) the audited Financial Statements of the Corporation for the Financial Year ended 31 <sup>st</sup> March, 2018 together with the reports of the Board of Directors and Auditors thereon; and (b) the audited Consolidated Financial Statements of the Corporation for the Financial Year ended 31 <sup>st</sup> March, 2018 together with the Report of the Auditors thereon.		
2	Declaration of dividend.		
3	Re-appointment of Mr. Jehangir N. Wadia [DIN: 00088831] as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.		
4	Appointment of Branch Auditors.		
<b>Special Business</b>			
5	Ratification of the Remuneration payable to M/s. GLS & Associates, Cost Accountants (ICWA Registration No. 4482), appointed as the Cost Auditors of the Corporation for the Financial Year ending 31 <sup>st</sup> March, 2019.		
6	Approval for continuation of holding office of Non-Executive Director of the Corporation, by Mr. Nusli N. Wadia (DIN: 00015731), who will be above the age of 75 years as on 1 <sup>st</sup> April, 2019.		
7	Approval for continuation of holding office of Non-Executive Director of the Corporation, by Mr. A. K. Hirjee (DIN: 00044765), who is above the age of 75 years.		
8	Approval for continuation of holding office of Non-Executive Director of the Corporation, by Mr. M. L. Apte (DIN: 00003656), who is above the age of 75 years.		
9	Approval for continuation of holding office of Non-Executive Director of the Corporation, by Mr. D. E. Udwardia (DIN: 00009755), who is above the age of 75 years.		
10	Payment of Commission payable to the Non-Executive Directors of the Corporation.		

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



\_\_\_\_\_  
Signature of member

\_\_\_\_\_  
Signature of Proxyholder(s)

**Note:**

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.