

**B.Nanji**

વિશ્વાસનું બાંધકામ ૧૯૭૦થી...

**B NANJI  
ENTERPRISES  
LIMITED**

*ANNUAL REPORT*

*2014-15*

**B.Nanji**  
■ GROUP

# B NANJI ENTERPRISES LIMITED

## BOARD OF DIRECTORS

MR. BHIKHUBHAI N. PADSALA  
MR. SANDIP B. PADSALA  
MR. PHILIP K. JOB  
MR. VINAYAK T. SARKHOT  
MR. KAMLESH DHANOPIA  
MRS. SUBHADRABEN PADSALA

CHAIRMAN & MANAGING DIRECTOR  
EXECUTIVE DIRECTOR  
DIRECTOR  
DIRECTOR  
DIRECTOR (W.E.F. 14/02/2015)  
DIRECTOR (W.E.F. 25/03/2015)

## CHIEF FINANCIAL OFFICER (CFO)

MR. SIDDHARTH B. VYAS  
(W.E.F. 14/08/2014)

## COMPANY SECRETARY (CS)

MR. FAKHRUDDIN A. JADALIWALA  
(W.E.F. 14/08/2014)

## REGISTERED OFFICE

5, 'MOORTI BUNGLOW'  
ASHOK NAGAR CO. OP. HOU. SOC.  
LTD., B/H SUNDERVAN, SATELLITE,  
AHMEDABAD-380015  
CIN: L45201GJ1982PLC005148  
PHONE: 079-65214174 /  
64502351  
EMAIL: [BNANJI@HOTMAIL.COM](mailto:BNANJI@HOTMAIL.COM)  
WEBSITE: [WWW.BNANJI.COM](http://WWW.BNANJI.COM)

## REGISTRAR & TRANSFER AGENT

SYSTEM SUPPORT SERVICES  
209, SHIVAJIND, ESTATE,  
89, ANDHERI KURLA ROAD,  
SAKI NAKA, ANDHERI (E),  
MUMBAI-400072  
PHONE: 022-28500835  
FAX: 022-28501438  
EMAIL: [SYSSS72@YAHOO.COM](mailto:SYSSS72@YAHOO.COM)

## STATUTORY AUDITORS

ATUL DALAL & CO.  
CHARTERED ACCOUNTANTS  
2ND FLOOR, ABHISHEK BUILDING,  
NR. GIRISH COLD DRINK, C G ROAD,  
AHMEDABAD-380009

## BANKERS

STATE BANK OF INDIA  
HDFC BANK LTD.  
BANK OF INDIA  
BANK OF MAHARASHTRA  
AXIS BANK LTD.

## NOTICE

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**Notice** is hereby given that 33<sup>rd</sup> Annual General Meeting of **B. Nanji Enterprises Limited** will be held on Tuesday, the 29<sup>th</sup> day of September, 2015 at 10.30 A.M. at 'Moorti Bunglow', 5, Ashoknagar Co. Operative Housing Society Ltd., B/h. Sundervan, Satellite, Ahmedabad - 380015 to transact the following business.

### **ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2015, together with the Report of the Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Bhikhubhai Padsala (holding DIN: 01833879), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Atul Dalal & Co., Chartered Accountants (ICAI Registration No. 100760W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### **SPECIAL BUSINESS:**

4. To consider and if thought fit to pass, with or without modification, the following Resolution as an **ORDINARY RESOLUTION**.

### **APPOINTMENT OF MR. KAMLESH DHANOPIA AS AN INDEPENDENT DIRECTOR**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Kamlesh Dhanopia (DIN: 02272398), who was appointed as an Additional Director of the Company w.e.f. 14<sup>th</sup> February, 2015 who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member alongwith requisite deposit, pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying the intention to propose candidature of Mr. Kamlesh Dhanopia for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years for a term up to 13<sup>th</sup> February, 2020."

5. To consider and if thought fit to pass, with or without modification, the following Resolution as an **ORDINARY RESOLUTION**.

### **APPOINTMENT OF MRS. SUBHADRABEN PADSALA AS NON-EXECUTIVE DIRECTOR**

**"RESOLVED THAT** Mrs. Subhadraben Padsala (DIN: 02575345), who was appointed as an Additional Director of the Company w.e.f. 25<sup>th</sup> March, 2015 under Section 161 of the Companies Act, 2013 read with Article 148 of the Articles of Association of the Company and who holds office till the commencement of this Annual General Meeting and in

respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**Regd. Office:**

**B. NANJI ENTERPRISES LIMITED**

**CIN: L45201GJ1982PLC005148**

**‘Moorti Bunglow’, 5 Ashok Nagar,  
B/h Sundervan, Satellite,  
Ahmedabad-380015,  
Gujarat**

**BY ORDER OF BOARD OF DIRECTORS  
FOR B. NANJI ENTERPRISES LIMITED**

**SANDIP B. PADSALA  
EXECUTIVE DIRECTOR  
(DIN: 01870595)**

**DATE: 14/08/2015**

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXY IN FORM NO MGT-11 TO BE EFFECTIVE SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a 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 such person shall not act as a proxy of any other person or shareholder.

2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2015 to 29<sup>th</sup> September, 2015 (both days inclusive) for the purpose of 33<sup>rd</sup> Annual General Meeting of the Company.
4. The members are requested to intimate their change of address, if any, immediately to the companies & its Registrar and Transfer Agent (RTA) Viz. System Support Service 209, Shaivi Ind. Estate, 89, Andheri Kurla Road, Saki Naka, Andheri (East), Mumbai – 400072 quoting their Folio No. or Client ID No.
5. Members desiring any information on Accounts are requested to write to the Company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided at the meeting.

6. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies of Annual Report and the attendance slip at the Annual General Meeting.
7. Nomination facility is available to the Shareholders in respect of share held by them.
8. Members who hold shares in dematerialized form are requested to write their client ID and DPID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
9. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under item numbers 4 and 5 is annexed.
10. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Director seeking reappointment at the Annual General Meeting are as under and forms integral part of the notice. The Director has furnished the requisite declarations for his re-appointment.

The details of Directorship, Membership/Chairmanship of Committees of Other Companies held by Mr. Bhikhubhai Padsala are as under:

<b>Sr. No.</b>	<b>Name of the Company in which holding Directorship</b>	<b>Name of the Committee</b>	<b>Chairman / Member</b>
1.	B. Nanji Finance Limited	NIL	NIL
2.	B. Nanji Power Cables Limited	NIL	NIL

11. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
12. Those shareholders who have not registered their email address or wish to update a fresh email address may do so by submitting the attached E-mail Registration Form to the Company or the Registrar and Share Transfer Agent of the Company.

### **13. Voting through electronic means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

## **SECTION A - E-VOTING PROCESS –**

- Step 1: Open your web browser during the voting period and log on to the e-Voting Website: [www.evotingindia.com](http://www.evotingindia.com).
- Step 2: Click on “Shareholders” to cast your vote(s)
- Step 3: Select the Electronic Voting Sequence Number (EVSN) i.e. **150904060** along with “COMPANY NAME” i.e. “**B. Nanji Enterprises Ltd.**” from the drop down menu and click on “SUBMIT”.
- Step 4: Please enter User ID –
- a. For account holders in CDSL :- Your 16 digits beneficiary ID
  - b. For account holders in NSDL :- Your 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.
- Step 5: Enter the Image Verification as displayed and Click on Login
- Step 6: 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.
- Step 7: If you are a first time user follow the steps given below:
- 7.1 Enter your 10 digit alpha-numeric **PAN** issued by Income Tax Department.
- For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
- 7.2 Enter the **Date of Birth (DOB)** recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#
- 7.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account#
- # Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter **the number of shares held by you as on the cut off date i.e. 23<sup>rd</sup> September, 2015** in the **Bank details field**.
- Step 8: After entering these details appropriately, click on “SUBMIT” tab.
- Step 9: First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login

password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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.

If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Members holding shares in physical form will then directly reach the Company selection screen.

Step 10: Click on the EVSN of the Company i.e. **150904060** to vote.

Step 11: On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 12: Click on the Resolution File Link if you wish to view the Notice.

Step 13: 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.

Step 14: Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

## **SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS**

- I The e-Voting period commences on 26<sup>th</sup> September, 2015 (9.00 a.m.) and ends on 28<sup>th</sup> September, 2015 (6.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date of 23<sup>rd</sup> September, 2015 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.
- iii. Mr. Sachin Sinha, Practicing Company Secretary [Membership No. A24045] (and failing him Mr. Kamlesh Patel, Practicing Company Secretary) [Membership No. A10772] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's

Report of the votes cast in favor or against, if any and submit forthwith to the Chairman of the Company.

- v. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.bnanji.com](http://www.bnanji.com) and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange(s), where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. 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 communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. 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).

<b>Contact Details</b>	
<b>Company</b>	B.NANJI ENTERPRISES LIMITED
<b>Registrar and Transfer Agent</b>	System Support Services, 209, ShivaiInd.Estate, Near Park Devis, 89, AndheriKurla Road, Sakinaka, Andheri (East), Mumbai-400072 Email : <a href="mailto:syss72@yahoo.com">syss72@yahoo.com</a> Ph: 022-28500835
<b>e-Voting Agency</b>	Central Depository Services (India) Limited E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
<b>Scrutinizer</b>	CS Sachin Sinha Practicing Company Secretary Email : <a href="mailto:evotingscrutinizer@gmail.com">evotingscrutinizer@gmail.com</a>



**Regd. Office:**

**B. NANJI ENTERPRISES LIMITED**

**CIN: L45201GJ1982PLC005148**

**'Moorti Bunglow', 5 Ashok Nagar,**

**B/h Sundervan, Satellite,**

**Ahmedabad-380015,**

**Gujarat**

**BY ORDER OF BOARD OF DIRECTORS**

**FOR B. NANJI ENTERPRISES LIMITED**

**SANDIP B. PADSALA**

**EXECUTIVE DIRECTOR**

**(DIN: 01870595)**

**DATE: 14/08/2015**

## **EXPLANATORY STATEMENT**

Pursuant to Section 102 of the Companies Act, 2013

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### **Item No. 4:**

Mr. Kamlesh Dhanopia was appointed by the board at its meeting held on 14th February, 2015 as an additional director of the Company. The board of directors has received a notice from the shareholder proposing the candidature of Mr. Kamlesh Dhanopia as Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. Mr. Kamlesh Dhanopia possesses Bachelor degree of Commerce and having more than 25 years of experience in the field of real estate market.

The Company has received from Mr. Kamlesh Dhanopia (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Mr. Kamlesh Dhanopia as Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder.

In the opinion of the Board, Mr. Kamlesh Dhanopia fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the Management. Copy of the draft letter for appointment of Mr. Kamlesh Dhanopia as an Independent Director will be available for inspection without any fee by the Members at the Registered Office of the Company during normal hours on any working day.

Mr. Kamlesh Dhanopia does not hold by himself or together with his relatives two percent or more of the total voting power of the Company.

The Board considers that his continued association will be of immense benefit to the Company. Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Kamlesh Dhanopia as an Independent Director, for the approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and relatives of Directors or Key Managerial Personnel is concerned or interested in the above resolution.

This Explanatory Statement together with the accompanying notice should be treated as the abstract u/s. 190 of the Companies Act, 2013 and also regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.