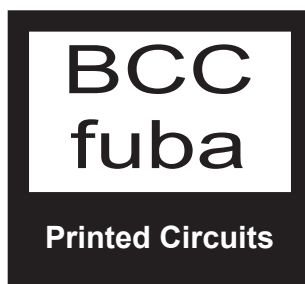


# **BCC FUBA INDIA LIMITED**

## **31st ANNUAL REPORT 2016-2017**



**BCC FUBA INDIA LIMITED**  
**31<sup>ST</sup> Annual Report**

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**BOARD OF DIRECTORS**

MRS. RENU BHAGAT*	CHAIRPERSON
MR. KAPIL KUMAR JAIN	MANAGING DIRECTOR
MR. LOKESH TAYAL	NON-EXECUTIVE DIRECTOR
MR. VISHAL TAYAL	NON-EXECUTIVE DIRECTOR
MR. PARMOD KUMAR GUPTA	NON-EXECUTIVE DIRECTOR
MR. CHANDERVIR SINGH JUNEJA	INDEPENDENT DIRECTOR
MS. RICHA BHANSALI	INDEPENDENT DIRECTOR
MR. HARUN RASHID ANSARI	INDEPENDENT DIRECTOR

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**AUDITORS**

**JAWAHAR KALRA & CO.**  
Chartered Accountants  
204, Milap Niketan,  
8-A, B.S. Zafar Marg,  
New Delhi-110002

**SECRETARIAL AUDITORS**

**M/s BIR SHANKER & CO.**  
G-3/5 & 6, III Floor, Sec-16,  
Rohini, New Delhi- 110089

**INTERNAL AUDITORS**

**S.MALHOTRA & CO.**  
Chartered Accountants  
E-513, Greater Kailash-II  
New Delhi - 110048

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<b>Regd. Office &amp; Works</b>	:	4km., Swarghat Road, Nalagarh-174 101 Distt. Solan, Himachal Pradesh.
<b>Corporate Office</b>	:	SG-38, Aditya Mega Mall, CBD East, Karkardooma, Delhi- 110032
<b>Share Transfer Agent</b>	:	M/s. LINK INTIME INDIA PRIVATE LIMITED (Formerly Known as – Intime Spectrum Registry Limited) 44, Community Centre, 2 <sup>nd</sup> Floor, Naraina Industrial Area, Phase-I, New Delhi-110028 Ph-011-41410592-94

\*Resigned w.e.f. 22.08.2017

**NOTICE**

NOTICE is hereby given that the 31<sup>ST</sup> Annual General Meeting of the members of M/s. BCC FUBA INDIA LIMITED will be held on Wednesday, the 27<sup>th</sup> September, 2017 at 9:30 A.M. at the registered office of the Company at 4 Km., Swarghat Road, Nalagarh-174101, District-Solan, Himachal Pradesh to transact the following business:

**ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Kapil Kumar Jain (DIN: 01737305), who retires by rotation and being eligible to offer himself for re-appointment.
3. Ratification of Appointment of Statutory Auditor under Section 139 of the Companies Act, 2013

To consider and if thought fit to pass with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Appointment of M/s Jawahar Kalra & Co., Chartered Accountants, New Delhi (ICAI Reg. No.004008N) be and are hereby ratified as the 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, at such remuneration as may be fixed by the Board of Directors and the Audit Committee, apart from reimbursement of out of pocket expenses and taxes as applicable."

**SPECIAL BUSINESS****ITEM NO. 4. RECLASSIFICATION OF PROMOTERS**

To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to Regulation 31A(5) and other relevant provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions if any of the Companies Act, 2013 read with clause 2.7 of the Share Purchase Agreement dated 3rd, August, 2016 executed between the Promoter Sellers (Mrs. Renu Bhagat, Mrs. Suparna Pasricha, Mrs. Devika Bhagat, Mrs. Bhavna Bhagat, M/s. V.S. Bhagat(HUF), M/s. Sagar Bhagat Securities Pvt. Ltd. and M/s. Samrat Video Vision Pvt. Ltd. except Fuba Hans Kolbe & Co ) collectively referred as ("outgoing promoters") and Acquirers (Mr. Vishal Tayal, Mr. Lokesh Tayal, Mrs. Manju Bhardwaj, Mr. Kuldip Bhardwaj and Mr. Parmod Kumar Gupta), collectively referred as ("New Promoters") to acquire the company through open offer in terms of regulations 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("Takeover Regulations"), Subject to necessary approval from the stock exchanges necessary in this regards, the approval of shareholders of the Company be and is hereby accorded for the denotification of Outgoing Promoters from the Promoter and Promoter group of the Company and for reclassification of the Acquirers to the open offer as the New Promoters of the Company with effect from conclusion of this Annual General Meeting;

S. No.	Particulars	No. of shares held as on relevant date	% of shareholding	Pre Reclassification Category	Denotification /Reclassification	Post Reclassification Category	Percentage of Shareholding post issue Capital
1.	Mrs. Renu Bhagat	0	0.00	Promoter	Denotification	N.A	0.00
2.	Mrs. Suparna Pasricha	0	0.00	Promoter	Denotification	N.A	0.00
3.	Mrs. Bhavna Bhagat	0	0.00	Promoter	Denotification	N.A	0.00
4.	Mrs. Devika Bhagat	0	0.00	Promoter	Denotification	N.A	0.00
5.	M/s. Sagar Bhagat Securities Pvt. Ltd.	0	0.00	Promoter	Denotification	N.A	0.00
6.	M/s. Samrat Video Vision Pvt. Ltd.	0	0.00	Promoter	Denotification	N.A	0.00
7.	M/s. V. S. Bhagat HUF	0	0.00	Promoter	Denotification	N.A	0.00
8.	M/s. Maya Enterprises Ltd	0	0.00	Promoter	Denotification	N.A	0.00
9.	M/s. Fuba Hans Kolbe & Co.	532500	8.79	Promoter	N.A	Promoter	3.32
10.	Mr. Vishal Tayal	491584	8.11	Public	Promoter	Promoter	10.53
11.	Mr. Lokesh Tayal	547150	9.03	Public	Promoter	Promoter	10.88
12.	Mrs. Manju Bhardwaj	91034	1.50	Public	Promoter	Promoter	3.68
13.	Mr. Kuldip Bhardwaj	91034	1.50	Public	Promoter	Promoter	0.57
14.	Mr. Parmod Kumar Gupta	600825	9.92	Public	Promoter	Promoter	9.97

**RESOLVED FURTHER THAT** M/s. Fuba Hans Kolbe & Co., one of the Promoter of the Company holding 5,32,500 Equity Shares represent 8.79% of the Paid-Up Share Capital of the Company, had not tendered their shares in the Share Purchase Agreement shall continue as the Promoter along with the new promoters of the Company;

**RESOLVED FURTHER THAT** the Outgoing Promoters shall neither hold more than ten percent of the paid-up equity share capital of the Company nor shall have any special right through formal or informal arrangements and shall not directly or indirectly exercise control, over the affairs of the Company;

**RESOLVED FURTHER THAT** on approval of the Stock Exchange for the said re-classification, the Company shall effect such re-classification in the Statement of Shareholding Pattern of the Company from immediate succeeding quarter under Regulation 31 of the Listing Regulations and other applicable laws;

**RESOLVED FURTHER THAT** Mr. Kapil Kumar Jain (DIN: **01737305**), Managing Director and Mr. Lokesh Tayal, Director of the Company and such other persons as authorized by them, be and are hereby jointly and severally authorized to submit the application for re-classification to the Stock Exchange, where the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board."

**ITEM NO. 5: APPOINTMENT OF MR. LOKESH TAYAL (DIN 01071754) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 160, 161 and any other applicable provisions of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Lokesh Tayal (DIN **01071754**), who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 and in accordance with Article of Association of the Company with effect from 9<sup>th</sup> January, 2017 on the Board of the Company and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non Executive Director of the Company, whose office shall be liable to retire by rotation."

**ITEM NO.6: APPOINTMENT OF MR. VISHAL TAYAL (DIN 01043995) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 160, 161 and any other applicable provisions of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vishal Tayal (DIN **01043995**), who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 and in accordance with Article of Association of the Company with effect from 9<sup>th</sup> January, 2017 on the Board of the Company and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non Executive Director of the Company, whose office shall be liable to retire by rotation."

**ITEM NO.7: APPOINTMENT OF MR. PARMOD KUMAR GUPTA (DIN 06408347) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 160, 161 and any other applicable provisions of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Board be and is hereby accorded to regularised the appointment of Mr. Parmod Kumar Gupta (DIN **06408347**), who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 and in accordance with Article of Association of the Company with effect from 9<sup>th</sup> January, 2017 on the Board of the Company and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non Executive Director of the Company, whose office shall be liable to retire by rotation."

**ITEM NO.8: APPOINTMENT OF MR. CHANDERVIR SINGH JUNEJA (DIN 00050410) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Chandervir Singh Juneja (DIN **00050410**), who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 and in accordance

with Article of Association of the Company with effect from 9th January, 2017 on the Board of the Company and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who have made a declaration that he meets with criteria of independence as mentioned under section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for the period of five consecutive years upto 8<sup>th</sup> January, 2022, whose office shall not be liable to retire by rotation."

**ITEM NO.9: APPOINTMENT OF MS. RICHA BHANSALI (DIN 07680199) AS AN INDEPENDENT WOMEN DIRECTOR OF THE COMPANY**

To consider and thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Richa Bhansali (**DIN 07680199**) who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 and in accordance with Article of Association of the Company with effect from 9th January, 2017 on the Board of the Company and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who have made a declaration that she meets with criteria of independence as mentioned under section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Women Director, be and is hereby appointed as an Independent Women Director of the Company, to hold office as such for the period of five consecutive years with effect from upto 8<sup>th</sup> January, 2022, whose office shall not be liable to retire by rotation;

**ITEM NO. 10: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

To consider and thought fit, to pass with or without modification, the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, SEBI( Listing obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed, the consent of shareholders of the Company be and is hereby accorded to increase Authorised Share Capital of the Company from Rs. 6,50,00,000 (Rupees Six Crores Fifty Lacs only) divided into 65,00,000 (Sixty Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two crore Only) Equity shares of Rs. 10/- (Rupees Ten only) each by creating an additional 1,35,00,000 (One Crore Thirty five Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company;

**"RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting existing Clause V thereof with the following clause;

**V. The Authorised Share Capital of the Company is Rs 20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore only ) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.**

**ITEM NO. 11: ADOPTION OF NEW MEMORANDUM OF ASSOCIATION**

To consider and thought fit, to pass with or without modification, the following resolution as Special Resolution:

**"RESOLVED THAT** the Consent of shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, the Memorandum of Association of the company as per requirements of the Companies Act, 2013 be and is hereby adopted so that the clauses contained in the Memorandum of Association as the **"object clause with incidental or ancillary to the attainment of the main objects and other objects"** be substituted with the **"any matter considered necessary in furtherance of the main object"** clause of the Memorandum of Association by adopting the entirely new format as per requirements of the Companies Act, 2013 and other contents of Memorandum of Association be remain the same and the contents of the entire Memorandum of Association be and is hereby reorganized to be legible.

**ITEM NO. 12: ADOPTION OF NEW ARTICLE OF ASSOCIATION**

To consider and thought fit, to pass with or without modification, the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to the approval of the Registrar of Companies, The consent of shareholders of the Company be and is hereby accorded to adopted new set of Article of Association of Company in accordance with Table F of schedule 1 of Companies Act, 2013."

**ITEM NO. 13: TO ISSUE 1,00,00,000 (ONE CRORE) EQUITY SHARES ON PREFERENTIAL BASIS TO THE NEW PROMOTERS AND SELECTED GROUP OF PERSONS**

To consider and thought fit, to pass with or without modification, the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of the sections 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations"), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) the consent of Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer, issue and allot, upto 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each of the Company, for cash, at a price of Rs.20/- per Equity Share (including premium of Rs. 10/- each per Equity shares) ("Issue Price") aggregating upto Rs.20,00,00,000/- (Rupees Twenty Crores Only) to following persons belonging to the promoter and public category of shareholders of the Company ("Allotees") on preferential basis ("Preferential Issue"), in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this regards:-

S. No	Names	Category	PAN	Number of Shares to be issued	Percentage of Shareholding post issue capital
1.	Parmod Kumar Gupta	Promoter	AEHPG8767K	10,00,000	9.97
2.	Chander Shekhar	Relative of Promoter	AARPS6108C	50000	0.31
3.	Shubham Gupta	Relative of Promoter	AUEPG3150F	100000	0.62
4.	Alka Gupta	Relative of Promoter	AARPS6110J	100000	0.62
5.	Tushar Gupta	Relative of Promoter	BDQPG1323N	100000	0.62
6.	Lokesh Tayal	Promoter	AAFTP0468E	1200000	10.88
7.	Vishal Tayal	Promoter	AAJPA6835E	1200000	10.53
8.	Manju Bhardwaj	Promoter	AACPB3829J	5,00,000	3.68
9.	Nikita Bhardwaj	Relative of Promoter	AVWPB6064A	50,000	0.31
10.	Abhinav Bhardwaj	Relative of Promoter	AVUPB7725N	100000	0.62
11.	Mona Tayal	Relative of Promoter	ABTPT1471E	100000	0.62
12.	Pooja Tayal	Relative of Promoter	AGTPT5430G	100000	0.62
<b>Total No. of Shares to Promoter Group</b>				<b>46,00,000</b>	<b>39.42</b>
13.	Ashok Kumar Dugar	Public	AAJPD9803D	50,000	0.31
14.	Vidhya Devi Dugar	Public	AAJPD9911A	50,000	0.31
15.	Kapil Kumar Jain	Public	ACJPJ4340D	50,000	0.31
16.	Kumud Jain	Public	AFKPJ6046A	50,000	0.31
17.	Shalu Jain	Public	AFPPJ4997R	50,000	0.31
18.	Reena Jain	Public	AFKPJ6047B	50,000	0.31
19.	Rajesh Kumar Aneja	Public	ACLPA2001L	50,000	0.31

20.	Vikas Aneja	Public	AHGPA4444B	25,000	0.16
21.	Mohit Aneja	Public	AHGPA4443G	25,000	0.16
22.	Satish Jain	Public	AALPS4043E	1,00,000	0.62
23.	Gunvanti Jain	Public	AFCPJ5469F	1,00,000	0.62
24.	Amit Vats	Public	AALPX6866F	1,50,000	0.93
25.	Monika Vats	Public	ACDPV8220C	1,50,000	1.48
26.	Harish Kumar	Public	CEJPK9080F	50,000	0.31
27.	Anuj Kaushik	Public	BTOPK0079H	50,000	0.31
28.	Manoj Kumar	Public	AANPK2662D	50,000	0.31
29.	Ruchee Chotra	Public	AAFPC5031J	50,000	0.31
30.	Amit Singhal	Public	AUVPS3940E	50,000	0.31
31.	Ishwar Prasad	Public	AAAPP1376Q	50,000	0.31
32.	Nirmal Singh	Public	ANDPS8621H	50,000	0.31
33.	Navjot Singh	Public	GVXPS2496L	50,000	0.31
34.	Ajay Singh	Public	FQYPS3404K	50,000	0.31
35.	Rakesh Tayal	Public	AADPT4039M	50,000	0.31
36.	Himanshu Tayal	Public	AJHPT0770G	50,000	0.31
37.	Ankit Tayal	Public	AESPT4162N	50,000	0.31
38.	Aarti Tayal	Public	ABNPT0010B	50,000	0.31
39.	Arun Kumar Gupta	Public	AILPG4249A	50,000	0.31
40.	Surendra Kumar Sharma	Public	AAOPS3480N	25,000	0.16
41.	Shiv kumar Gupta	Public	AXNPK7460Q	50,000	0.31
42.	Dinesh Kumar Sharma	Public	AMYPS5537L	50,000	0.31
43.	Vandana Minocha	Public	ADLPM9606J	50,000	0.31
44.	Naresh Samkaria	Public	AALPS1096D	50,000	0.31
45.	Chaintanya Gupta	Public	BKEPG8388Q	5,57,777	3.47
46.	Meenu Gupta	Public	ACTPG3569R	5,57,778	3.47
47.	Aditya Gupta	Public	BVRPG5951M	5,57,778	3.47
48.	Sanjay Kumar Gupta	Public	AAJPG9145K	50,000	0.31
49.	Alka Gupta	Public	AFUPG8393P	50,000	0.31
50.	Harbaksh Kaur Sandhu	Public	AJOPS9201N	1,00,000	0.62
51.	Vinay Kumar Jindal	Public	AGOPJ7162N	50,000	0.31
52.	Shalinder Kumar	Public	AANPS4475Q	50,000	0.31

53.	Kishan Chand Garg	Public	AAGPG3295D	25,000	0.16
54.	Manoj Kumar Garg	Public	AAGPG3294C	25,000	0.16
55.	Shubham Garg	Public	ATPPG5277K	25,000	0.16
56.	Vinay Garg	Public	ADOPG0355M	25,000	0.16
57.	Shivam Goel	Public	BWBPG5356F	50,000	0.31
58.	Madhu Goel	Public	AERPG1815J	50,000	0.31
59.	Praveen Kumar Mittal	Public	AGPBM6969R	1,00,000	0.62
60.	Pradeep Goyal	Public	AAHPG9919K	50,000	0.31
61.	Arvind Goyal	Public	AAHPG9924C	50,000	0.31
62.	Meenakshi goel	Public	BBLPG8288D	1,50,000	0.93
63.	Sandeep Rishi	Public	ADFPR7720L	50,000	0.31
64.	Sarthak Jain	Public	APNPJ0210M	50,000	0.31
65.	Pawan Arora	Public	AJYPA8749B	1,00,000	0.62
66.	Anil Agarwal	Public	AADPA9402F	50,000	0.31
67.	Sudha Agarwal	Public	AAGPA0289F	50,000	0.31
68.	Praveen Kumar Jain	Public	ACAPJ7638M	60,000	0.37
69.	Swasti Jain	Public	AWSPJ5325R	50,000	0.31
70.	Anu Goel	Public	AADPA8740J	50,000	0.31
71.	Tanushree Gupta	Public	AQBPG8083E	50,000	0.31
72.	Nitin Bagrecha	Public	AIRPB0682N	1,00,000	0.62
73.	Kawal Chug	Public	AFJPC3439H	50,000	0.31
74.	Shailendra Pratap Singh	Public	AZLPS6350D	5,000	0.03
75.	Davinder Singh Vohra	Public	ACJPV9879K	5,000	0.03
76.	Narendra Kumar Jain	Public	ADNPJ6289N	6,667	0.04
77.	Suparna Das	Public	AIZPD4032G	50,000	0.31
78.	Anand Dave	Public	AAQPD2300J	25,000	0.16
79.	Hunger Real Estate Pvt Ltd	Public	AACCH8030Q	3,00,000	1.87
<b>Total Number of Shares to Public Shareholders</b>				<b>54,00,000</b>	<b>33.63</b>
<b>Total</b>				<b>1,00,00,000</b>	

**RESOLVED FURTHER THAT:**

- In accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of the Equity Shares to be issued in terms hereof shall be [28<sup>th</sup> day of August, 2017], being the date 30 days prior to the date of the Annual General Meeting scheduled to be held on [27<sup>th</sup> day of September, 2017].
- The Equity Shares so allotted shall be in dematerialised form, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects.
- The Equity Shares allotted in terms of this resolution shall be subject to lock-in requirement as per provisions of Chapter VII of Regulations of SEBI (ICDR) 2009.



- iv. The Board be and is hereby authorized to seek listing and trading of the Equity Shares issued pursuant to the Preferential Issue on the Stock Exchange where the Equity Shares of the Company are listed.
- v. The Board be and is hereby authorized to accept and effect any conditions and modifications as may be required by the agencies involved in such issues including but not limited to SEBI, RBI, Stock Exchange and/or such other appropriate authorities.
- vi. The Equity Shares so issued, shall be allotted by the Company to Allotees within a period of 15 days from the date of receipt of shareholders' approval for the Preferential Issue of Equity Shares, provided that where the allotment of the said Equity Shares is pending on account of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of grant of such approval.;

**RESOLVED FURTHER THAT** the monies received by the Company from the proposed Allotees for application of the Equity Shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company with Kotak Mahindra Bank Limited, Vishwas Nagar, Shahdara Branch and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot the Equity Shares, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects;

**RESOLVED FURTHER THAT** the Company to make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new Equity Shares issued on preferential basis;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution."

#### **ITEM NO. 14: TO INCREASE THE BORROWING LIMITS OF THE COMPANY UPTO 50 CRORE**

To consider and thought fit, to pass with or without modification, the following resolution as Special Resolution:

**"RESOLVED THAT** in supersession of the earlier resolution passed under Section 180 (1) (c) of the Companies Act, 2013 at the Annual General Meeting held on 27th September, 2014 and subject to the provisions Articles of Association and Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and any other relevant sections or re-enactments thereof and including any statutory modification in this regard, , the Consent of the Shareholders of the Company be and is hereby authorised to Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/ or any Body Corporate/entity/entities and/or authority/authorities and/ or through xed rate notes, syndicated loans, debentures, commercial papers, Floating rate notes, suppliers credit, any other securities or instruments, such as Financial agencies and/or by way of commercial borrowings from the private short term loans or any other instruments etc. and/or through credit from financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as sector window of multilateral may be deemed appropriate by the Board for an aggregate amount which should not exceed Rs. 50 Crores (Rupees Fifty Crores Only) at any given time, over and above the paid up capital and free reserves of the company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto, as it may deem fit, and to sign and to execute deeds, applications, documents, instruments, and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and for matters concerned therewith or incidental thereto and to settle any questions, difficulties or doubt that may arise in this regard."

#### **ITEM NO. 15. TO CONSIDER AND APPROVE THE FINANCIAL ASSISTANCE TO BE AVAILED WITH AN OPTION TO CONVERT INTO EQUITY SHARES OF THE COMPANY.**

To consider and thought fit, to pass with or without modification, the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals, permissions or sanctions as may be necessary and to such condition(s) and modification(s) as may be

prescribed or imposed, while granting such approval(s), permission(s) or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the Company be and is hereby accorded to Board of Directors in respect of the financial assistance to be extended by the any Director/Financial Institutions/Banks (including a Rupee Term Loan Facility availed or to be availed)/any other persons, such that in the event of default by the Company under the lending arrangements or upon exercise of an option provided under the lending arrangements, Director/Bank(s) / Financial Institution(s)/Any other person at its option may be able to convert the outstanding facility or part thereof to ordinary Equity Shares in the Company upon such terms and conditions of such lending arrangements and or as deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI regulations at the time of conversion;

**RESOLVED FURTHER THAT** on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up ordinary Equity Shares in the Company to such Directors/Bank(s) / Financial Institution(s)/any other person(s);

**RESOLVED FURTHER THAT** the ordinary Equity Shares to be so issued and allotted to the lenders pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on the Stock Exchange(s) where the existing shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution to any Director or Directors or to any Committee of Directors or any other executive(s) or officer(s) of the Company to give effect to the aforesaid Resolution."

**By Order of the Board of Directors  
For BCC Fuba India Limited**

**Date: 22.08.2017**

**Place : New Delhi**

**Registered office:  
4km., Swarghat Road, Nalagarh-174 101  
Distt. Solan, Himachal Pradesh  
Kapil Kumar Jain  
Managing Director  
DIN- 01737305**