

TWENTY SEVENTH ANNUAL REPORT 2016-2017



BERVIN INVESTMENT & LEASING LTD

CHAIRMAN : **Mr. S. K. Murgai**

DIRECTOR : **Mr. S. K. Murgai**
Mr. I. S. Tripathi
Mrs. Kalpana Umakanth

SECRETARY : **Mrs. Kalpana Umakanth**

AUDITORS : **Krishan K. Gupta & Co.**
1/3-10196, Jhandewalan,
New Delhi – 110 055

REGD. OFFICE : **607, Rohit House,**
3, Tolstoy Marg,
New Delhi – 110001

BERVIN INVESTMENT & LEASING LTD.

CIN No.: L65993DL1990PLC039397,
Regd. Office: 607, Rohit House, 3, Tolstoy Marg New Delhi – 110 001,
Website: www.bervin.com, Email Id: secretary@bervin.com

NOTICE

NOTICE is hereby given that 27th Annual General Meeting (“AGM”) of the Members of “BERVIN INVESTMENT AND LEASING LIMITED” (“THE COMPANY”) will be held on Thursday, 28th September, 2017 at 11:00 AM at Khasra No. 81, Opp. Sarvodya Kanya Vidyalaya, Kapashera, New Delhi- 110037 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited standalone financial statements of the Company for the financial year ended 31st March, 2017 the reports of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017.
2. To appoint a Director in place of Mr. S. K. Murgai (holding DIN No. 00040348), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of sixth consecutive Annual General Meeting i.e; 32nd AGM and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee to the Board of Directors, M/s. G. K. Nigam & Associates, Chartered Accountants, having registration No. 04972N be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Statutory Auditors M/s Krishan K Gupta & Co., Chartered Accountants, having registration No. 000009N, who shall hold office from the conclusion of 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

By Order of the Board
For Bervin Investment and Leasing Limited

Place : New Delhi
Dated : April 28, 2017

Kalpana Umakanth
Company Secretary
Mem. No. : 6984

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a Member of the company. The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the meeting. Blank Proxy Form is annexed.

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Route map of the venue of the meeting (including prominent land mark) is annexed.
3. RCMC Share Registry Private Limited (RCMC), having its registered office at B-25/1, First Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020, Phone No. 011-26387320, 26387321, 26387323; e-mail: investor.services@rcmcdelhi.com; Website: www.rcmcdelhi.com is the Registrar and Share Transfer Agent (RTA) for Physical Shares. RCMC is also the depository interface of the Company with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). However, keeping in view the convenience of the Members, documents relating to shares will continue to be accepted by RCMC at (i) B-25/1, First Floor, Okhla Industrial Area, Phase-II, New Delhi - 110 020, Phone No. 011-26387320, 26387321, 26387323; (ii) Registered Office of the Company; and also (iii) Corporate Affairs Office, Khasra No. 81, Opp. Sarvodya Kanya Vidyalaya, Kapasera, New Delhi-110037.
4. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 16th September, 2017 to Thursday, 28th September, 2017 (both days inclusive).
6. Statutory registers are open for inspection by the Members at the Registered Office of the Company on all working days, between 14:00-16:00 hrs upto the date of the meeting and shall also be available for inspection at the AGM.
7. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank mandates, nominations, power of attorney, change in address and e-mail address etc., to their respective Depository Participants. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and RTA to provide

efficient and better services. Members holding shares in physical form are also requested to intimate such changes to the RTA under the signatures of first/joint holder(s).

8. Members desirous of obtaining any information/clarification(s), intending to raise any query concerning the Financial Statement and operations of the Company, are requested to forward the same atleast 7 days prior to the date of meeting to the Company Secretary at the Registered Office of the Company, so that the same may be attended appropriately.
9. Members may also note that the notice of the 27th Annual General Meeting of the Company along with attendance slip and proxy form will also be available on the Company's website at www.bervin.com
10. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - I. The facility for voting through electronic voting system or ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - III. The remote e-voting period commences on **Monday, the 25th September, 2017 (9:00 am)** and ends on **Wednesday, the 27th September, 2017 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Thursday, the 21st September, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - IV. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Bervin Investment And Leasing Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to manisha.pcs@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided in the evoting advice despatched to you along with AGM notice giving details required for evoting such as :**EVEN (Remote e-voting Event Number), USER ID, PASSWORD/PIN**
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, the 21st September, 2017.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, the 21st September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [RTA](#).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XI. The Company has appointed Mrs. Manisha Gupta, Company Secretary in whole-time practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. They have given their consents for such appointment.
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of or “Ballot

Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://www.bervin.com> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

11. Members are requested:

- (a) To bring Attendance Slip duly completed and signed at the meeting and not to carry briefcase or bag inside the meeting venue for security reasons;
- (b) To quote their Folio No./DP ID - Client ID and e-mail ID in all correspondence; and
- (c) To please note that **no gift/gift coupon/refreshment coupon** will be distributed at the meeting.

Details of Director seeking re-appointment in the 27th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS -2) is as mentioned below:

Name of the Director	Mr. S.K. Murgai
Date of First Appointment to the Board	16/04/2005
Brief Resume and Nature of Expertise in specific functional areas	Member of “The Institute of Chartered Accountants of India” (“ICAI”) and an expert in the area of Accounts and Finance.
Shareholding in the Company	Nil

Relationship with other Directors & KMP's	NA
No. of Meetings of the Board attended during the year	6
Directorships held in other Companies	12
Membership /Chairmanship of Committees of other companies	Nil
Remuneration last drawn	NA

By Order of the Board
For **Bervin Investment and Leasing Limited**

Place: New Delhi

Dated: April 28, 2017

Kalpana Umakanth
Company Secretary
Membership No. : 6984

BERVIN INVESTMENT & LEASING LTD.

CIN No.: L65993DL1990PLC039397,
Regd. Office: 607, Rohit House, 3, Tolstoy Marg New Delhi – 110 001,
Website: www.bervin.com, Email Id: secretary@bervin.com

ATTENDANCE SLIP

27th Annual General Meeting-Thursdays, 28th September, 2017 at 11:00 A.M.

DP- ID*		Name and Address of the Registered Shareholder/proxy
Client ID*/Folio No.		
No. of shares held		

I/We certify that I/We am/are registered shareholder/proxy of the Company.

I/We hereby record my/our presence at 27th Annual General Meeting of the Company on **Thursday, September 28th, 2017 at Khasra No. 81, Opp. Sarvodya Kanya Vidyalaya, Kapasera, New Delhi-110037.**

.....
Signature

NOTE: Please complete this and hand it over at the entrance of the hall.

*Applicable for shares held in electronic form.

No Gift/Gift Coupon/Refreshment Coupon will be distributed at the meeting.

PROXY FORM

27th Annual General Meeting-Thursdays, 28th September, 2017 at 11:00 A.M.

Name of the member(s):		e-mail Id:	
Registered address:		Folio No./Client Id*:	
		DP Id*:	

I/We being the member(s) holding shares hereby appoint:

1. Name.....Address.....e-mail id.....or failing him;
2. Name.....Address.....e-mail id.....or failing him;
3. Name.....Address.....e-mail id.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting (AGM) of the Company, to be held on **Thursday, the 28th September, 2017 at 11:00 A.M. at Khasra No. 81, Opp. Sarvodya Kanya Vidyalaya, Kapasera, New Delhi-110037** and at any adjournment thereof in respect of such resolutions as are indicated below.

Resl. No.	Resolution	For	Against
1.	Adoption of the Audited Financial Statements (including audited consolidated financial statements) for the financial year ended 31 st March, 2017, the Reports of the Board of Directors' and Auditors' thereon		
2.	Re-appointment of Mr. S.K. Murgai, Director retiring by rotation.		
3.	Appointment of M/s. G. K. Nigam & Associates, Chartered Accountants as Statutory Auditors of the Company.		

*Applicable for shares held in electronic form.

SIGNED thisday of, 2017

.....
Signature

Signature of Proxy holder(s)

Affix Re.1
revenue
stamp