

BMB MUSIC AND MAGNETICS LIMITED

**25th Annual Report
2015-16**

**Registered Office: Flat No. 102, E-22, Ram Path, Shyam Nagar, Jaipur,
Rajasthan -302019**

25th Annual Report 2015-16

CHAIRMAN &

MANAGING DIRECTOR:

Shri Kastoor Chand Bokadia

DIRECTORS:

Shri Vinay Jain

Shri Mahesh Sharma

Shri Azagan Thamizmane Vadaseri

Alagappa

Shri Sohankawar Kastoorchand Bokadia

STATUTORY AUDITORS:

Sarda Soni & Associates

Chartered Accountants, Mumbai

SECRETARIAL AUDITORS:

JAKS & Associates,

Practicing Company Secretaries

REGISTRARS &

TRANSFER AGENTS:

Adroit Corporate Services Pvt. Ltd.

19/20 Jaferbhoy Industrial Estate

1st Floor, Makwana Road, Marol Naka,

Mumbai-400059

Registered Office:

BMB MUSIC AND MAGNETICS LIMITED

CIN: L18101RJ1991PLC014466

Flat No. 102, E-22, Ram Path,

Shyam Nagar, Jaipur, Rajasthan -302019

E-mail: kcbokdia.kcb@gmail.com

Tel: 0141-3018919

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the members OF BMB MUSIC AND MAGNETICS LIMITED will be held on Friday, 30th day of September, 2016 at 04:00 P.M. at the registered office of the company at Flat No. 102, E-22, Ram Path, Shyam Nagar, Jaipur, Rajasthan -302019 to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sohankawar Kastoorchand Bokadia (DIN: 03592230) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 139 and any other applicable provisions of the Companies Act 2013 and Rules made there under, M/s. Sarda Soni Associates, Chartered Accountants be and are hereby re-appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting (AGM) at such remuneration as may be decided by the Board of Directors of the Company."

By Order of the Board of Directors

Kastoor Chand Bokadia
[Managing Director]
DIN No-(01828803)

Place: Jaipur

Dated: 05th September, 2016

NOTES:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself and the proxy need not be a member of the company. Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the registered office of the company not less than forty-eight hours before the commencement of the aforesaid meeting.
2. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Members/proxies are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Details under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, form an integral part of the notice. The directors have furnished the requisite declarations for their appointment/ re-appointment.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 26-09-2016 to 30-09- 2016 (both inclusive).
7. Members who are holding shares in the demat form are requested to bring their Depository ID and Client ID Numbers to facilitate easier identification for attendance at the Meeting.
8. The Securities Exchange Board of India (SEBI) mandates the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining Demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
9. Equity Shares of the Company are available for dematerialization with National Securities Depository Ltd and Central Depository Services (India) Ltd.
10. The Members who have not registered their email address are requested to register the same with the Registrar and Share Transfer Agent/Depositories as the same has been mandated under the New Companies Act, 2013
11. Members are requested to send their Demat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Transfer Agent, M/s Adroit Corporate Services Pvt. Ltd.
12. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
13. The Notice of AGM along with the Annual Report 2015-16 is being sent by electronic mode to those members whose email address is registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies are being sent by the permitted mode.

14. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at AGM.
15. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
16. **Voting through electronic means:**
- a) In terms of Regulation 44 of SEBI(Listing Obligations and Disclosure requirements) regulations, 2015, read with Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended, facility is provided to the shareholders for e-Voting through Central Depository Services (India) Ltd., (CDSL) to enable them to cast their vote electronically on the resolutions mentioned in the Notice of 25th AGM. Accordingly, a member may exercise his vote by electronic means and the Corporation may pass any resolution by electronic voting system in accordance with the above provisions.
 - b) The Company has fixed 23rd September, 2016 as cut-off date to record the entitlement of the shareholders to cast their votes electronically at the 25th AGM.
 - c) **Instructions for e-voting:**
 - (i) The voting period begins at 10.00 am on 27th September, 2016 and ends at 5.00 pm on 29th September, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

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

Details	your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **BMB Music & Magnetics Limited** on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

17. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut- off date of 23rd September, 2016.
18. The shareholders shall have one vote per equity share held by them as on cut- off date of 23rd September, 2016. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
19. Mr. Tara Chand Sharma, Practicing Company Secretary, (Membership No. FCS 5749), has been appointed as the Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner.
20. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.bmbmusicandmagnaticsltd.com the results shall simultaneously be communicated to the Stock Exchanges.

By Order of the Board of Directors

Kastoor Chand Bokadia
Managing Director
DIN No-(01828803)

Place: Jaipur

Dated: 05th September, 2016

ANNEXURE TO THE NOTICE

Information pursuant to Regulation of SEBI (LODR) Regulations, 2015 with the stock exchanges in respect of the Director who is proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on 30th September, 2016:

Details of the Directors retiring by rotation at the date of ensuing Annual General Meeting and being eligible offers herself for re-appointment:

Name of Director	Mrs. SohanKawar Kastoorchand Bokadia
Age	66 Years
Nationality	Indian
Date of appointment as director	30.03.2015
Designation	Director
Qualification	Metric
Experience/ Expertise	Business
List of directorships held in other Companies	1

BOARD'S REPORT

To,

The Members,

BMB Music and Magnetics Limited

Your Directors have the pleasure of presenting the 25th Annual Report of the company together with Audited Accounts and Cash Flow Statement for the Financial Year ended March 31, 2016.

1.FINANCIAL SUMMARY

The Board's Report shall be prepared based financial statements of the company.

(Amount Rs.)

Particulars	2015-16	2014-15
Revenue from operation and other income	6,33,807.58	1,19,10,410.00
Less: operating cost	25,89,961.00	1,95,55,041.00
Operating profit/PBDIT	(19,56,153.42)	(76,44,631.00)
Less: Finance charges	-	-
Less: Depreciation & Amortization Expenses	-	1,71,34,295.40
Profit before tax & Extra-ordinary items	(19,56,153.42)	(2,47,78,926.40)
Less: Extra-ordinary items	2,11,534.00	1,16,39,630.00
Profit before tax(PBT)	(21,67,687.42)	(3,64,18,556.40)
Less: Current Taxes	-	-
Add: Deferred Taxes	27,759.00	52,60,749.00
Profit after Tax(PAT)	(21,39,928.42)	(3,11,57,807.40)
No. of shares	60,59,700	60,59,700
EPS	(0.35)	(5.14)

2. STATE OF COMPANY'S AFFAIRS

Our Company is engaged in the business of Producing Films and Movies and Composition of Music and other related work. The Company during its life time achieved great success year and targeted many big projects which were successful with great achievements. During the period under review, company has released only one movie, the results of which were satisfactory and gave turnover of Rs 633,807.58/- and suffered loss of operating loss Rs. 19,56,153.42 and loss after Tax is Rs 21,39,928.42/- in the current year and Rs 3,11,57,807.40/- in previous year.

Further, During the Financial Year 2015-2016, Company has changed its Registered Office Address from 206, A Block, Amrit Kalash, Near Kamal & company, Tonk Road, Jaipur, Rajasthan to O-12, IInd floor, Amber Tower, S.C. Road, Jaipur, Rajasthan w.e.f. April 17, 2015.

3. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

4. BOARD MEETINGS

During the Financial Year 2015-16, the Company held five board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below.

The provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015 were adhered to while considering the time gap between two meetings.

Details of Board Meeting:-

S. No.	Name of Directors	Date of meeting and their attendance in each meeting					Total no. of Meetings attended by each Director
		17.04.2015	30.05.2015	14.08.2015	14.11.2015	15.02.2016	
1	Mr. Vinay Jain	✓	✓	✓	✓	✓	Five(5)
2	Mr. Mahesh Sharma	✓	✓	✓	✓	✓	Five(5)
3	Mr. Azagan Thamizmane Vadaseri Alagappa	✓	✓	✓	✓	✓	Five(5)
4	Mr. Kastoor Chand Bokadia	✓	✓	✓	✓	✓	Five(5)
5	Mrs. Sohankawar Kastoorchand Bokadia	✓	✓	✓	✓	✓	Five(5)
6	*Mr. Jaidev Chakravorty	✓	N.A.	N.A.	N.A.	N.A.	One(1)
7	* Mr. Pramod Bokadia	✓	✓	✓	N.A.	N.A.	Three(3)

* Mr. Jaidev Chakravorty has resigned from their directorship w.e.f. 30.05.2015.

* Mr. Pramod Bokadia has resigned from their directorship w.e.f. 14.11.2015.

5. COMMITTEES OF THE BOARD

AUDIT COMMITTEE

During the year, the Board re-constituted the Audit Committee in line with the provision of the Companies Act, 2013 due to resignation of Mr. Jaidev Chakravorty, Chairman of the said committee w.e.f. May 30, 2015. The Board appointed Mrs.Sohankawar Kastoorchand Bokadia as member of the committee and redesignate Mr. Mahesh Sharma as Chairman of the Committee. Thus, the Audit Committee comprised of 3 members as on 31 March, 2016. The detail of the composition of the Audit committee along with their meetings held/attended is as follows:

Details of Audit Committee Meeting