

BMB MUSIC AND MAGNETICS LIMITED

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

CIN No: L18101RJ1991PLC014466 Phone No: 8875779779

Email ID: kcbokadia.kcb@gmail.com

Web Site: www.bmbmusicmagneticsltd.com

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the members of BMB MUSIC AND MAGNETICS LIMITED will be held on Saturday, 30th day of September, 2017 at 03:30 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, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kastoor Chand Bokadia (DIN: 01828803) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint M/s Vinod Singhal & Co., Chartered Accountants, having registration No. 005826C as a Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting for term of consecutive five years till conclusion of the 31st Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 and 142 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation made by the Audit Committee of the Board and consent of the shareholders be and is hereby accorded M/s Vinod Singhal & Co., Chartered Accountants, having registration no. 005826C allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors M/s Sarda Soni Associates, Chartered Accountants, having registration No. 117235W allotted by ICAI, to hold office from the conclusion of this 26th Annual General Meeting for term of consecutive five years till conclusion of the 31st Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as may be determined in consultation with the Auditors,”

SPECIAL BUSINESS:

4. **Appointment of Mr. Mahip Jain as an Independent Director of the company.**

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

“RESOLVED THAT pursuant to the provisions of section 149 and 152 and other applicable provision if any, of the Companies Act-2013 and the companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modifications (s) or re-enactment thereof, for the time being in force), read with Schedule IV to the said Act and as per the Listing Regulation, 2015, Mr. Mahip Jain (holding DIN 07130462), a non-executive Independent Director of the Company who has submitted a declaration that he meets the criteria of Independence as provides in section 149 (6) of the Companies Act-2013 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 26.08.2017 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Kastoor Chand Bokadia, Managing Director of the Company be and is hereby authorised to file necessary form with ROC and take all such appropriate steps and do all such acts, deeds and thing to give effect to the above mentioned resolution.”

By Order of the Board of Directors



Kastoor Chand Bokadia

[Managing Director]

DIN No-(01828803)

Place: Jaipur

Dated: 26 August, 2017

NOTES:

- 1.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 26-09-2017 to 30-09-2017 (both inclusive).
8. 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.
9. 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.
10. Equity Shares of the Company are available for dematerialization with National Securities Depository Ltd and Central Depository Services (India) Ltd.
11. 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
12. 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.
13. 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.
14. The Notice of AGM along with the Annual Report 2016-17 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.

15. 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.

16. 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.

17. 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 26th 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, 2017 as cut-off date to record the entitlement of the shareholders to cast their votes electronically at the 26th AGM.

c) Instructions for e-voting:

- (i) The voting period begins at 10.00 am on 27th September, 2017 and ends at 5.00 pm on 29th September, 2017. 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, 2017 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	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in

Bank 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.

18. 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, 2017.
19. The shareholders shall have one vote per equity share held by them as on cut- off date of 23rd September, 2017. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
20. 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.
21. 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



← Kastoore Chand Bokadia
Managing Director
DIN No-(01828803)

Place: Jaipur

Dated: 26 August, 2017

ANNEXURE TO THE NOTICE

Explanatory statement pursuant to the Section 102 of the Companies Act, 2013

Item No. 2

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the AGM of the Company.

Information pursuant to Regulation of SEBI (LODR) Regulations, 2015 with the stock exchanges and Secretarial Standard (SS2) 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, 2017:

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

Name of Director	Mr. Kastoor Chand Bokadia
Aged (About)	68 Years
Nationality	Indian
Date of appointment as director	23/02/1994
Designation	Managing Director
Qualification	B. Com.
Experience/ Expertise	Film Industry Experience of more than 43 years
List of directorships held in other Companies	1. Indian Motion Pictures Producers Association 2. Film Makers Combine

Item no -4: Appointment of Mr. Mahip Jain as an Independent Director of the company.

In accordance with the provisions of Section 149 read with schedule IV of the Companies Act, 2013, appointment of director requires approval of members. The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of Mr. Mahip Jain for the office of the director of the Company.

Mr. Mahip Jain who was appointed as an Additional Director of the Company on dated 26.08.2017 and he has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. Mr. Mahip Jain is has graduated from Rajasthan University and thereafter pursued his earlier professional interest in the fields of manufacture, development of computer software, steel manufacture etc.

Mr. Mahip Jain is an entrepreneur and has been engaged in the business of Steel, Computer Software and Computer peripherals for over two decades. Mr. Mahip Jain lends his advisory services in the capacity of Independent Director to Gennnex Healthcare Private Limited and Prudential Sugar Corporation Limited and he is also associated with other companies as free lance advisor.

Mr. Mahip Jain however, due to his pre-occupations, has resigned from his earlier Directorship with Uday Krishna Steel Rolling Mills Private Limited and Planet Broadcasting Private Limited. During his tenure as a Director on the Board of these Companies, Mr. Mahip Jain has made valuable contribution and earned a high profile reputation for himself in the television broadcaster's fraternity.

Mr. Mahip Jain has wide range acquaintances in the social circles and is highly respected for his social, works in the society.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation.

Mr. Mahip Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. The matter regarding appointment of Mr. Mahip Jain as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director for a period of Five years starting from 26th August, 2017.

For this appointment a recommendation of Nomination and Remuneration Committee had also received by the Company and in the opinion of the Board, Mr. Mahip Jain fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Mahip Jain as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Mr. Mahip Jain would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Details required as per Secretarial Standard (SS2)

Name of Director	Mr. Mahip Jain
DIN	07130462
Date of Birth	21/11/1970
Date of Appointment	26.08.2017
No. of share Held in the Company	Nil
Qualification	Mr. Mahip Jain is has graduated from Rajasthan University
Brief Resume and Nature of Experience	<p>Mr. Mahip Jain is has graduated from Rajasthan University and thereafter pursued his earlier professional interest in the fields of manufacture, development of computer software, steel manufacture etc.</p> <p>Mr. Mahip Jain is an entrepreneur and has been engaged in the business of Steel, Computer Software and Computer peripherals for over two decades. Mr. Mahip Jain lends his advisory services in the capacity of independent Director to Gennex Healthcare Private Limited and Prudential Sugar Corporation Limited and he is also associated with other companies as free lance advisor.</p> <p>Mr. Mahip Jain however, due to his pre-occupations, has resigned from his earlier Directorship with Uday Krishna Steel Rolling Mills Private Limited and Planet Broadcasting Private Limited. During his tenure as a Director on the Board of these Companies, Mr. Mahip Jain has made valuable contribution and earned a high profile reputation for himself in the television broadcaster's fraternity. Mr. Mahip Jain has wide range acquaintances in the social circles and is highly respected for his social, works in the society.</p>
Directorships held in other public Companies [excluding foreign and private Companies]	Gennex Health Care Private Limited Since 10/02/2017
Memberships / Chairmanships of Audit & Stakeholders Relationship Committees of other Public Companies	N.A.
Inter-se relationship with other Directors	No relation with other director
Age (About)	46 years
Terms & Condition of appointment or re-appointment along with detail of remuneration sought to be paid	Non-Executive Independent Director
Last Remuneration Drawn	Nil
No. of Board meeting attended during the year	N.A.

None of the Directors or key managerial personnel (KMP) or relatives of directors and KMP, except Mr. Mahip Jain, is concerned or interested in the Resolution at Item No. 4 of the Notice. Mr. Mahip Jain and his relatives are interested or concerned in the Resolution concerning his appointment proposed at agenda Item No. 4.

By Order of the Board of Directors



Kastoor Chand Bokadia
Managing Director
DIN No-(01828803)

Place: Jaipur

Dated: 26 August, 2017

BMB MUSIC AND MAGNETICS LIMITED

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

CIN No: L18101RJ1991PLC014466 Phone No: 8875779779

Email ID: kcbokadia.kcb@gmail.com

Web Site: www.bmbmusicmagneticsltd.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

26th Annual General Meeting on 30th September 2017

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 26th Annual General Meeting of **BMB Music and Magnetis Limited**, at Flat No. 102, E-22, Ram Path, Shyam Nagar, Jaipur, Rajasthan -302019, on Saturday, the 30th day of September, 2017 at 03:30 P.M.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than THIRTY FIRST HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.