

NOTICE

To, the shareholders

NOTICE is hereby given that the Annual General Meeting of the Members of B B INVESTMENTS LIMITED will be held at its Registered Office at FLAT 6B, SHAKESPEARE COURT, 21A, SHAKESPEARE SARANI, KOLKATA- 700017, on 28th September, 2012 at 11.30 A.M. to transact the following business :

Ordinary Business :

- 1. To receive, consider and adopt the Director's Report and Audited Profit & Loss Account for the year ended 31st March, 2012 and the balance Sheet as at the date and the Auditors Report thereon.**
- 2. To appoint Director in place of Ekta Gupta, who retires by rotation and being eligible offers herself for re-appointment.**
- 3. To appoint auditors and to fix their remuneration.**

**Registered Office :
FLAT 6B, SHAKESPEARE COURT,
21A, SHAKESPEARE SARANI,
KOLKATA- 700017**

**By order of the Board

SD/- Ganga Dhar Sail

(GANGA DHAR SAIL)
DIRECTOR**

Notes :

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting.**
- 2. Members/Proxies are requested to fill in the enclosed attendance slip and deposit the same at the entrance of the Meeting hall.**
- 3. As measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of Annual Report at the meeting.**

B B INVESTMENTS LIMITED

DIRECTORS' REPORT

Your Directors present their Annual Report together with the Audited Accounts for the year ended 31/03/2012.

Financial Results:

During the year under review the Company has made a Profit of Rs 41,813/- after providing for the provision for Deferred Tax and Income Tax purposes Rs. 13,496/- which when adjusted to the past year profit of Rs. 25,71,246.30 makes a total credit balance of Rs 26,13,059.30 which your directors propose to carry forward to next year.

Dividend:

The Directors do not recommend any dividend for the year.

Directors' Responsibility Statement:

The Directors hereby confirm:

- a) That in the preparation of the Annual Accounts the applicable accounting standards has been followed along with proper explanations relating to material departures, if any.
- b) That the Directors have selected such accounting policies and applied them consistently and made judgments & estimates that are reasonable & prudent so as to give a true & fair view of the state of affairs of the Company at the end of financial year and of the profit/loss of the Company for that period.
- c) That the directors have taken proper & sufficient care for the maintenance of adequate accounting records as per the provisions of this act for safeguarding the assets of the Company & for preventing & detecting fraud and other irregularities.
- d) That the Directors have prepared the Annual Accounts on a going concern basis.

Auditors' Report:

The relevant notes on accounts, which form part of the accounts, are self-explanatory.

Auditors:

M/s. R. Das & Associates Chartered Accountants, retires at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

Compliance Certificate:

Compliance Certificate in accordance with Section 383A of the Companies Act, 1956 is enclosed from **V. K. Sharma & Associates**, Company Secretaries, Kolkata.

Directors:

There is a change in Directorship during the year under review.

Listing:

The equity shares of the Company are listed at the Calcutta Stock Exchange. The Company has paid the annual listing fees of the Stock Exchange.

Particulars of Employees, Conservation of Energy etc

The particulars regarding above requirement under section 217 of the Companies Act, 1956 are not applicable and hence not furnished.

Registered Office:

6B, Shakespeare Court 21A Shakespeare Sarani
Kolkata - 700 017

Dated: 18/05/2012

For and on behalf of the Board

B. B. INVESTMENTS LTD.

Ganga dhar Saha

Director/Authorized Signatory

Directors

Suresh Kumar Dalmia

COMPLIANCE CERTIFICATE

CIN No. of the Company : L67120WB1978PLC031628
Registration No. of the Company : 031628
Nominal Capital : Rs. 25,00,000/-
Paid Up Capital : Rs. 21,00,000/-

To,
The Members
M/S. B B INVESTMENTS LTD
6B SHAKESPEARE COURT
21A SHAKESPEARE SARANI
KOLKATA- 700017

I have examined the registers, records, books and papers of M/S. **B B INVESTMENTS LTD.** (the Company) as required to be maintained under the Companies Act., 1956 (the Act) and the rules made there-under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2012. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

01. The Company has kept and maintained all registers as stated in Annexure "A" to this Certificate, as per the provisions of the Act and the rules made there-under and all entries therein have been duly recorded.
02. The Company has duly filed the Forms and Return as stated in Annexure "B" to this Certificate, with the Registrar of Companies, West Bengal within the time prescribed under the Act and the rules made there-under.
03. The Company being a Public Limited Company comments are not required.
04. The Board of Directors duly met 9(Nine) times respectively on 09/05/2011, 15/07/2011, 09/08/2011, 11/08/2011, 29/09/2011, 03/10/2011, 14/11/2011; 25/01/2012 and 09/02/2012 in respect of which meetings proper Notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
05. The Company closed its Register of members, and/or Debenture holders from 28th September, 2011 to 29th September, 2011 inclusive of both days as per the provisions of Companies Act, 1956.
06. Annual General Meeting for the financial year ended on 31-03-2011 was held on 29-09-2011.
07. No Extra-Ordinary General Meetings was held during the year.
08. The Company has not advanced any loans to its directors or persons or firms or Companies referred to under section 295 of the Act.
09. The Company has not entered into any contract falling within the purview of Section 297 of the Act.



10. The Company has made necessary entries in the Register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate Share Certificate during the financial year under review.
13. The Company has
 - i) Not made any allotment of shares during the financial year under review. And there was no transfer of shares during the year under review.
 - ii) Not deposited any amount in a separate Bank Account as no dividend was declared during the financial year under review.
 - iii) No requirement to post warrants to any member of the Company as no dividend was declared during the financial year under review.
 - iv) No requirement to transfer any amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investors Education and Protection Fund.
 - v) Duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. However, there was appointment of Additional/Alternate Director(s) to fill casual vacancies and no resignation of Director(s) during the financial year under review.
15. The Company has not appointed Managing Director/ Whole-time Director/ Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year under review.
18. The Directors have disclosed their interest in other Firms/Companies to the Board of Directors pursuant to the provision of the Act during the financial year.
19. The Company has not issued any shares during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There was no transaction(s) necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.



23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Companies Act, 1956 during the financial year under review.
24. The Company has not made borrowings during the financial year under Section 293(1)(d) of the Act.
25. The Company has not made any loans or advances or given guarantee or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under review.
27. The Company has not altered the provisions of Memorandum with respect to the objects of the Company during the year under review.
28. The Company has not altered the provisions of Memorandum with the respect to the name of the Company during the year under review.
29. The Company has not altered the provisions of Memorandum with respect to the Share Capital of the Company during the year under review and complied with the provisions of the Act.
30. The Company has not altered its Articles of Association during the year under review.
31. There was/were no prosecution initiated against or show Cause Notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. I am informed that the Company has not received any money as security from its employees during the financial year under review.
33. I am informed that the Company has not deducted any contributions towards Provident Fund from its employees during the financial year under review, as Provident Fund is not applicable to the Company.

Signature:

Place: Kolkata
Dated: 21/05/2012

V.K. Sharma
Company Secretary



Proprietor
C.P.No.8617

ANNEXURE AStatutory Registers as maintained by M/S. B B INVESTMENTS LTD

1. Register of Members u/s. 150(1)
2. Minute Book of meetings of Board of Directors u/s. 193(1)
3. Minute Book of meetings of members u/s. 193(1)
4. Register of Contracts u/s. 301(3)
5. Register of Directors/Managing Director/Manager u/s. 303(1)
6. Register of Directors' share holdings u/s. 307(1)
7. Register of Charges u/s. 143
8. Books of Accounts u/s. 209

Other Registers

1. Register of Directors' Attendance
2. Register of Members' Attendance
3. Register of Transfer
4. Register of Application and Allotment

ANNEXURE B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31-03-2012.

Serial No.	Form No./ Return	For	Filing Date	Whether Filed within Prescribed time Yes/No	If delay in filling whether additional fees paid Yes/No
1	Form 66	2010-11	25/10/2011	Yes	No
2	Form 20B	2010-11	04/11/2011	Yes	No
3	Form 23AC & ACA	2010-11	15/12/2011	Yes	No
4	Form 32	-	09/02/2012	Yes	No

