



CIN:L51395HP1985PLC012209

## BCC FUBA INDIA LIMITED

Corporate Office: SG-38, Aditya Mall,  
CBD EAST Karkardooma,  
Delhi - 110 032, India  
P: +91-11- 65254866, 49287223  
E: delhi@bccfuba.com



Date: 28.09.2017

To,  
**The BSE Limited,**  
**1<sup>ST</sup> Floor, P.J Towers**  
**Dalal Street**  
**Mumbai-400 001**

**Security Id-BCCFUBA**  
**Scrip Code-517246**

**Sub: Annual Report for the Financial Year 2016-17 of BCC Fuba India Limited.**

Dear Sir/Madam,

Pursuant to the provision of Regulation 34(1) of SEBI( Listing Obligations and Disclosure Requirements) Regulations, 2015, We would like to inform that Annual Report of the Company for the Financial Year 2016-17 has been approved and adopted by the members at an 31<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> day of September, 2017 at 09:30 A.M. at the registered office of the Company at 4Km Swarghat Road, Nalagarh -174101, District Solan, Himachal Pradesh.

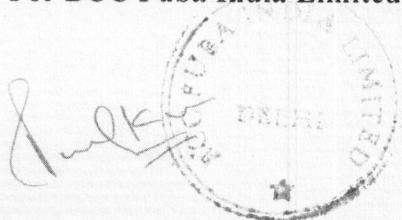
In this regard, please find the enclosed herewith the Annual Report of the Company for the Financial Year 2016-17.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

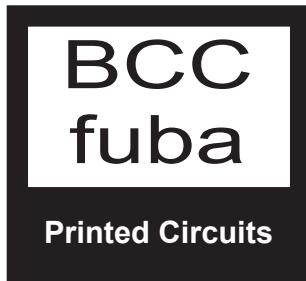
**For BCC Fuba India Limited**



**(Parmod Kumar Gupta)**  
**Director**  
**DIN- 06408347**

**BCC FUBA INDIA LIMITED**

**31st  
ANNUAL REPORT  
2016-2017**



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

---

**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

---

**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

<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	% 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	AARP6110J	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	ABPTP1471E	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:**

- i. 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].
- ii. 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.
- iii. 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 floating 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**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto
2. **MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22<sup>nd</sup> September, 2017 to Tuesday, 27<sup>th</sup> September, 2017 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges
4. Members holding shares in dematerialization form are hereby informed that the Company or its Registrar cannot act on any request received directly from the Members holding shares in dematerialization form for any change in bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants
5. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Link Intime India Private Limited, Registrar and Transfer Agent/ Investor Service Department of the Company immediately.
6. In accordance with the Articles of Association of the Company, all Directors except the first directors of the company, shall retire every year and, if eligible, offer themselves for re-appointment at the Annual General Meeting. As per the provisions of the Companies Act, 2013, Independent Directors are appointed for a term up to five consecutive years and are not liable to retire by rotation.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' available on the website of the company [www.bccfuba.com](http://www.bccfuba.com) to M/s. Link Intime India Private Limited or Investor Service Department of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
8. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
9. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by way of electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 21<sup>st</sup> September, 2017, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9:00 A.M. on Sunday, 24th September, 2017 and will end at 5.00 P.M. on Tuesday, 26<sup>th</sup> September, 2017. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Ms. Sudha Sachdev, Proprietor of K. S. & Associates, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

**PROCEDURE FOR REMOTE E-VOTING**

The instructions for shareholders voting electronically are as under:

1. The voting period begins on 24<sup>th</sup> September, 2017 at 9:00 A.M. and ends on 26<sup>th</sup> September, 2017 at 5:00 P.M. 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 21<sup>st</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- a) Click on Shareholders.
- b) Now Enter your User ID
- c) For CDSL: 16 digits beneficiary ID
- d) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
4. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below.

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) + Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • 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).

8. After entering these details appropriately, click on "SUBMIT" tab.
9. 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant BCC Fuba India Ltd. on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
17. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - a) Note for Non – Individual Shareholders and Custodians
  - b) Note for Non – Individual Shareholders and Custodian
  - c) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.

18. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
19. 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.
20. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
21. 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.
22. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. may follow the same instructions as mentioned above for e-Voting.
23. 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](http://www.evotingindia.com) under help section or write an email to helpdesk.evoting@cdslindia.com

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3.** In terms of Articles 67(2) of the Articles of Association of the Company, Ratification of appointment of Auditors is to be made by special resolution.

Members may consider and pass necessary resolution.

None of the Directors is directly or indirectly interested in the proposed resolution.

**Item No. 4 Reclassification of Promoter and Promoter's Group**

Mr. Lokesh Tayal, Mr. Parmod Kumar Gupta, Mrs. Manju Bhardwaj, Mr. Kuldip Bhardwaj and Mr. Vishal Tayal (Collectively as Acquirers) had entered into a Share Purchase Agreement (SPA) dated 3rd August, 2016 with Mrs. Renu Bhagat, Mrs. Suparna Pasricha, Mrs. Devika Bhagat, Mrs. Bhavna Bhagat, M/s. Samrat Video Vision Pvt. Ltd., M/s. V.S. Bhagat HUF, and M/s. Sagar Bhagat Securities Pvt. Ltd. (Sellers), the Promoters of the Company to acquire 18,20,682 (Eighteen Lakh Twenty Thousand Six Hundred and Eighty Two) Equity Shares at a price of Rs 3.30 (Rupees Three Rupee Thirty Paise Only) per Equity Share of the Company. Pursuant to the execution of the SPA, the Acquirers had made an Open Offer to all Public Shareholders in accordance with Regulation 3(1) and 4 of the SEBI (AST) Regulations, 2011 to acquire up to 15,75,353 (Fifteen Lakh Seventy Five Three Hundred Fifty Three only) Equity Shares constituting 26% (Twenty Six Percent) of the Share Capital of the Company at an offer price of Rs 5.00 (Rupees Five Only) per Equity Share. In accordance with the clause 2.7 of SPA and Open Offer, the acquirers shall be classified as the New Promoters of the Company replacing the existing promoters subject to the approval of Shareholders as per Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On consummation of the Offer Period, the Acquirers have acquired in total 18,20,682 (Eighteen Lakh Twenty Thousand Six Hundred and Eighty Two) equity shares constituting 30.05% of the total share capital of the Company. The Board of Directors of the Company was reconstituted with the nominees of the Acquirers on 9<sup>th</sup> January, 2017 and existing Board Members resigned. As the Denotification of the existing promoters is due to the consummation of open offer, Hence Request letter from the existing promoters of the Company for Denotification is not required. The Board of Directors at its meeting held on 22<sup>nd</sup> August, 2017 had decided to place the matter before the shareholders for the approval.

As per Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Approval of the Shareholders is sought for the Denotification of the existing promoters i.e. (the outgoing Promoter) and Reclassification of the Acquirers to the open offer as the new Promoters of the Company with effect from the conclusion of this Annual General Meeting."

The Board of Directors of the Company at their meeting held on 22<sup>nd</sup> August, 2017 have favourably considered the request of the Outgoing Entities as none of the member of Outgoing Entities:

- holds more than 10% of the total share capital of the Company (either individually or in concert);
- have any direct or indirect control over the affairs of the Company;
- holds any key managerial position in the Company;
- have any representations on the Board of Directors in the Company;
- is engaged in any management or day to day affairs of the Company;
- have any influences on the decision taken by the Company;
- have any special right through formal or informal agreements with the Company

The Board of Director has accorded their approval to the said re-classification subject to the approval of the Shareholders of

the Company and relevant regulatory authorities.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of this Notice already fulfils the minimum public shareholding requirement of at least 25% of the total share capital and the proposed reclassification will not result in any decrease in the Public Shareholding.

The Board recommends the Special Resolution as set out at Item no. 4 of the Notice for approval of the Shareholders.

Mr. Lokesh Tayal, Mr. Vishal Tayal and Mr. Parmod Kumar Gupta, Directors and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at Item no. 4 of the Notice, since they are on the Board of the Company. Their respective shareholding in the Company has already been disclosed above.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item no. 4 of the Notice.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND UNDER COMPANIES ACT, 2013.**

**Item No. 5: Appointment of Mr. Lokesh Tayal**

The Board of Directors of the Company at its meeting held on 9<sup>th</sup> January, 2017 had approved the recommendation of Nomination and Remuneration committee and appointed Mr. Lokesh Tayal as an additional director of the company in accordance with the provision of section 161 of the Companies Act, 2013. As per section 161 of the Companies Act, 2013, the tenure of the director is due to expire at an ensuing Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has proposed that Mr. Lokesh Tayal be appointed as Non-Executive Director on the Board, whose office is liable to retire by rotation. Hence, the approval of shareholders is being sought to confirm his directorship and to appoint him as a Non Executive Director of the Company.

Further, 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. Lokesh Tayal for the office of Director of the Company and also consent to act as a Director along with declaration in Form DIR-8 that he is not disqualified from being appointed as a Director under section 164 of the Companies Act, 2013.

**Brief Profile of Director**

Mr. Lokesh Tayal possess Bachelor Degree in Commerce and having 22 years of Experience in Manufacturing and trading in PVC wires and cables.

Keeping in view his vast expertise and knowledge, The Board considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Lokesh Tayal as a Non-Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Lokesh Tayal as a Non-Executive Director, for approval by the shareholders of the Company.

Mr. Lokesh Tayal is a member of the Stakeholder Relationship Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

Copy of the draft letter for appointment of Mr. Lokesh Tayal as a Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Mr. Lokesh Tayal is the brother of Mr. Vishal Tayal.

Mr. Parmod Kumar Gupta, Director of the Company is Brother in law of Mr. Lokesh Tayal.

Save and except Mr. Lokesh Tayal and his relatives, to the extent of their shareholding interest, if any, in the Company, Mr. Vishal Tayal and Mr. Parmod Kumar Gupta, Director of the Company being the relatives of Mr. Lokesh Tayal are interested in above resolution, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution for your approval.

**Item No. 6: Appointment of Mr. Vishal Tayal**

The Board of Directors of the Company at its meeting held on 9<sup>th</sup> January, 2017 had approved the recommendation of Nomination and Remuneration committee and appointed Mr. Vishal Tayal as an additional director of the company in accordance with the provision of section 161 of the Companies Act, 2013. As per section 161 of the Companies Act, 2013, the tenure of the director is due to expire at an ensuing Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has proposed that Mr. Vishal Tayal be appointed as Non-Executive Director on the Board, whose office is liable to retire by rotation. Hence, the approval of

shareholders is being sought to confirm his directorship and to appoint him as a Non Executive Director of the Company.

Further, 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. Vishal Tayal for the office of Director of the Company and also consent to act as a Director along with declaration in Form DIR-8 that he is not disqualified from being appointed as a Director under section 164 of the Companies Act, 2013.

**Brief Profile of Director**

Mr. Vishal Tayal, who is having 16 years of experience in manufacturing and trading of Copper wires

Keeping in view his vast expertise and knowledge, The Board considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vishal Tayal as a Non-Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vishal Tayal as a Non-Executive Director, for approval by the shareholders of the Company.

Copy of the draft letter for appointment of Mr. Vishal Tayal as a Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Mr. Vishal Tayal is the brother of Mr. Lokesh Tayal and

Mr. Parmod Kumar Gupta, Director of the Company is Brother in law of Mr. Vishal Tayal.

Save and except Mr. Vishal Tayal and his relatives, to the extent of their shareholding interest, if any, in the Company, Mr. Lokesh Tayal and Mr. Parmod Kumar Gupta, Director of the Company being the relatives of Mr. Vishal Tayal are interested in above resolution, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution for your approval.

**Item No. 7: Appointment of Mr. Parmod Kumar Gupta**

The Board of Directors of the Company at its meeting held on 9<sup>th</sup> January, 2017 had approved the recommendation of Nomination and Remuneration committee and appointed Mr. Parmod Kumar Gupta as an additional director of the company in accordance with the provision of section 161 of the Companies Act, 2013. As per section 161 of the Companies Act, 2013, the tenure of the director is due to expire at an ensuing Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has proposed that Mr. Parmod Kumar Gupta be appointed as Non-Executive Director on the Board, whose office is liable to retire by rotation. The approval of shareholders is being sought to confirm his directorship and to appoint him as a Non Executive Director of the Company.

Further, 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. Parmod Kumar Gupta for the office of Director of the Company and also consent to act as a Director along with the declaration in Form DIR-8 that he is not disqualified from being appointed as a Director under section 164 of the Companies Act, 2013.

**Brief Profile of Director**

Mr Parmod Kumar Gupta, who is having 25 years of experience in manufacturing of readymade Garment,

Keeping in view his vast expertise and knowledge, The Board considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vishal Tayal as a Non-Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Parmod Kumar Gupta as a Non-Executive Director, for approval by the shareholders of the Company.

Mr. Parmod Kumar Gupta is a member of the Audit Committee and Stakeholder Relationship Committee of the Board of Directors of the Company.

Copy of the draft letter for appointment of Mr. Parmod Kumar Gupta as a Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Mr. Parmod Kumar Gupta, Director of the Company is a Brother in Law of Mr. Vishal Tayal and Mr. Lokesh Tayal.

Save and except Mr. Parmod Kumar Gupta and his relatives, to the extent of their shareholding interest, if any, in the Company, Mr. Lokesh Tayal and Mr. Vishal Tayal, Director of the Company being the relatives of Mr. Parmod Kumar Gupta is interested in above resolution, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors recommend the Resolution for your approval.

**Item No. 8: Appointment of Mr. Chandervir Singh Juneja**

The Board of Directors of the Company at its meeting held on 9<sup>th</sup> January, 2017 had approved the recommendation of Nomination and Remuneration committee and appointed Mr. Chandervir Singh Juneja as an additional director of the company in accordance with the provision of section 161 of the Companies Act, 2013. As per section 161 of the Companies Act, 2013, the tenure of the director is due to expire at an ensuing Annual General Meeting and the approval of shareholders is being sought to confirm his directorship and to appoint him as Non Executive Independent Director of the Company.

In terms of provision contained under Section 160 of the Companies Act, 2013 and the rules made there under, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, or as the case may be, along with deposit of one lakh rupees. The deposit shall be refunded to the person, if the person whose name is proposed gets elected as a Director or gets more than twenty five percent of total valid votes cast either on Show of Hand/Remote e-voting/ Ballot/e-Voting or on poll on such resolution.

Accordingly, company has received a notice from a member along with requisite deposit proposing candidature of Mr. Chandervir Singh Juneja (DIN 00050410), for the office of Director in terms of Section 160 of the Companies Act, 2013

Further, the Company has also received the consent to act as a Director along with the declaration in Form DIR-8 that he is not disqualified from being as a Director under section 164 of the Companies Act, 2013. Moreover Mr. Chandervir Singh Juneja has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He does not hold any shares in the Company.

**Brief Profile of Director**

Mr. Chandervir Singh Juneja was born and educated in Delhi. He completed his Masters from Hindu College, Delhi University in 1974. He was selected for Class I, Central Services (IPS) in 1975. However, he resigned after some time he set up his own Business venture in the field of Printing, Packaging and Publishing by establishing P S Press Services Pvt. Ltd. In 1986, business grew and flourished. Soon in 1999 a State - of Art integrated facility was opened in Noida. Many National and International awards for Excellence in Printing were received.

Now having turned 65, he has started taking a backstage as far as day to day management is concerned. He is now devoting time for mentoring other business ventures

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Chandervir Singh Juneja be appointed as a Non - Executive Independent Director of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

Save and except Mr. Chandervir Singh Juneja and his relatives, to the extent of their shareholding interest, if any, in the Company, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

**Item No. 9: Appointment of Ms. Richa Bhansali**

The Board of Directors of the Company at its meeting held on 9<sup>th</sup> January, 2017 had approved the recommendation of Nomination and Remuneration committee and appointed Ms. Richa Bhansali as an additional director of the company in accordance with the provision of section 161 of the Companies Act, 2013. As per section 161 of the Companies Act, 2013, the tenure of the director is due to expire at an ensuing Annual General Meeting and the approval of shareholders is being sought to confirm her directorship and to appoint her as Non Executive Women Director of the Company.

In terms of provision contained under Section 160 of the Companies Act, 2013 and the rules made there under, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, or as the case may be, along with deposit of one lakh rupees. The deposit shall be refunded to the person, if the person whose name is proposed gets elected as a Director or gets more than twenty five percent of total valid votes cast either on Show of Hand/Remote e-voting/ Ballot/e-Voting or on poll on such resolution.

Accordingly, Company has received a notice from a member along with requisite deposit proposing her candidature of Ms. Richa Bhansali (DIN 07680199), for the office of Director in terms of Section 160 of the Companies Act, 2013.

Further, the Company has also received the consent to act as a Director along with the declaration in Form DIR-8 that she is not disqualified from being as a Director under section 164 of the Companies Act, 2013. Moreover, Ms. Richa Bhansali has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She does not hold any shares of the Company.

**Brief Profile of Director**

Ms. Richa Bhansali is Law Graduate from Gujarat National Law University and a partner in Mindspright Legal, law firm in Mumbai. The Firm's practice areas include Securities Laws, Corporate Laws, Commercial Laws and Regulatory Advisory.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Richa Bhansali be appointed as a Non - Executive Independent Women Director of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

Save and except Ms. Richa Bhansali and her relatives, to the extent of their shareholding interest, if any, in the Company, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

**Item No. 10: Increase in Authorised Share Capital**

The Company in order to meet its growth objective and to strengthen its financial position required to generate long-term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital from Rs. 6,50,00,000/- (Rs. Six Crores Fifty Lacs) to Rs. 20,00,00,000/- (Rs. Twenty Crores) for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered.

The notice of the aforesaid general meeting is a proposition for the passing of the resolution for increasing the Authorised Share capital of the company from Rs. 6,50,00,000/- (Rs. Six Crores Fifty Lacs Only) to Rs. 20,00,00,000/- (Rs. Twenty Crores Only)

The Authorised Share Capital of the company cannot be altered without approval of members in their meeting. So your Directors proposed to increase the Authorised Share capital by passing the resolution as mentioned at item No.10 of this notice for your approval.

The Memorandum of Association of the Company is open for inspection by the members at the registered office of the company during the usual business hours of the company on any working day.

Pursuant to the applicable provisions of the Companies Act, 2013 none of the Directors and Key Managerial Personnel and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution except in capacity of shareholders.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

**Item No. 11: Adoption of New Memorandum of Association**

The existing Memorandum of Association ("MoA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with the Companies Act, 2013 ("2013 Act"). With the enactment of Companies Act, 2013, several clauses of MoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 13 of Companies Act, 2013, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. The entire set of proposed new Memorandum of Association is available on the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

None of other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

**ITEM NO. 12: Adoption of New Article of Association**

The existing Articles of Association ("AOA") of the Company, based on the Companies Act, 1956 are no longer in conformity with the Companies Act, 2013. With the coming into force of Companies Act, 2013, several regulations of AoA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AOA, instead of amending it by alteration/incorporation of provisions of Companies Act, 2013.

In terms of Section 14 of Companies Act, 2013, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available on the website of the Company. The Members of the Company can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

**Item No. 13: Preferential issue**

As per Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made there under ("the "Act") and other applicable provisions, if any, and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI (ICDR) Regulations") and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of the Members of the Company by way of special resolution is required for issue and allotment of Equity Shares on preferential basis to Promoter and Promoter Group Members of the Company and Public Shareholders.

The relevant disclosures as required in terms of the Companies Act, 2013 and SEBI (ICDR) Regulations are as under:

**a) Objects of the preferential issue of equity shares:**

Your Company's plan to issue equity shares to Promoter and Promoter Group and Public Shareholders to fund the operations of the Company, reduce/ part or full repay the Debt obligations and meet the Capital expenditure requirement of the Company. In view of this, it is proposed to create, offer, issue and allot upto 54,00,000 (Fifty Four Lakhs Only)Equity shares of Rs. 10/- each to Public Shareholders and 46,00,000 (Forty Six Lakhs Only) Equity shares of Rs. 10/- each fully paid to Promoter & Promoter Group Members on preferential allotment basis.

**b) Proposal of the Promoters/ Promoters Group and Public to subscribe to the offer:**

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	ABPTP1471E	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	AQBPB8083E	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>	

c) Shareholding pattern before and after issue of equity shares

Sr. No.	Category	Pre-holding		Preferential Offer	Post-holding	
		Number of Shares held	% of holding		Number of shares held	% of holding
A	<b>Promoter's Holding</b>					
1	<b>Indian Promoters</b>					
	<b>Acquirer(After Reclassification)</b>					

**BCC FUBA INDIA LIMITED**

---

a)	Kuldip Bhardwaj	91034	1.50	0	91034	0.57
b)	Parmod Kumar Gupta	600825	9.92	1000000	1600825	9.97
c)	Chander Shekhar	0	0.00	50000	50000	0.31
d)	Shubham Gupta	0	0.00	100000	100000	0.62
e)	Alka Gupta	0	0.00	100000	100000	0.62
f)	Tushar Gupta	0	0.00	100000	100000	0.62
g)	Lokesh Tayal	547150	9.03	1200000	17471 50	10.88
h)	Vishal Tayal	491584	8.11	1200000	1691584	10.53
i)	Manju Bhardwaj	91034	1.50	500000	591034	3.68
j)	Nikita Bhardwaj	0	0.00	50000	50000	0.31
k)	Abhinav Bhardwaj	0	0.00	100000	100000	0.62
l)	Mona Tayal	0	0.00	100000	100000	0.62
m)	Pooja Tayal	0	0.00	100000	100000	0.62
	<b>Sub Total A1</b>	<b>1821627</b>	<b>30.06</b>	<b>4600000</b>	<b>6421627</b>	<b>39.99</b>
<b>2</b>	<b>Foreign Promoters</b>					
	Fuba Hans Kolbe & Co.	532500	8.79	0	532500	3.32
	<b>Sub Total A2</b>	<b>532500</b>	<b>8.79</b>	<b>0</b>	<b>532500</b>	<b>3.32</b>
	<b>Total Promoter Holding</b>	<b>2354127</b>	<b>38.85</b>	<b>4600000</b>	<b>6954127</b>	<b>43.30</b>
<b>B</b>	<b>Public Shareholding</b>					
<b>1</b>	<b>Institutions</b>					
	MF/UTI/Insurance Companies	28500	0.47	0	28500	0.18
	FI/Banks	49923	0.82	0	49923	0.31
	Central/State Govt.	0	0	0	0	0.00
	Venture Capital Funds	0	0	0	0	0.00
	FII	0	0	0	0	0.00

	Any other	0	0	0	0	0.00
	<b>Sub-Total B1</b>	<b>78423</b>	<b>1.29</b>	<b>0</b>	<b>78423</b>	<b>0.49</b>
<b>2</b>	<b>Non-Institutions</b>					
	Bodies Corporate	171284	2.83	300000	<b>471284</b>	2.93
	Individual	3321652	54.82	5100000	<b>8421652</b>	52.44
	Other (specify-HUF)	102068	1.69	0	<b>102068</b>	0.64
	Trust	2000	0.03	0	<b>2000</b>	0.01
	Clearing Members	22596	0.38	0	<b>22596</b>	0.14
	NRI	6900	0.11	0	<b>6900</b>	0.04
	<b>Sub Total B2</b>	<b>3626500</b>	<b>59.86</b>	<b>5400000</b>	<b>9026500</b>	<b>56.21</b>
	<b>Total Public shareholding B1+B2</b>	<b>3704923</b>	<b>61.15</b>	<b>10000000</b>		
					<b>13704923</b>	<b>85.34</b>
	<b>Grand Total A+B</b>	<b>6059050</b>	<b>100</b>	<b>10000000</b>	<b>16059050</b>	<b>100.0</b>

**d) Proposed time within which the allotment shall be completed:**

The Allotment of the equity shares shall be completed within 15 (fifteen) days from the date of the Annual General Meeting provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government the allotment shall be completed within 15 days from the date of such approval.

**e) Identity of proposed allottee(s) of Equity shares and the percentage of the post issue capital that may be held by him / her on allotment of shares:**

S. No.	Name of the Allottee	Ultimate Beneficiary	Category	Pre-issue holding		New Shares	Post-issue holding	
				No. of shares	%		No. of shares	%
1.	Parmod Kumar Gupta		Promoter	600825	9.92	1000000	1600825	9.97
2.	Chander Shekhar		Relative of Promoter	0	0.00	50000	50000	0.31
3.	Shubham Gupta		Relative of Promoter	0	0.00	100000	100000	0.62
4.	Alka Gupta		Relative of Promoter	0	0.00	100000	100000	0.62
5.	Tushar Gupta		Relative of Promoter	0	0.00	100000	100000	0.62
6.	Lokesh Tayal		Promoter	547150	9.03	1200000	1747150	10.88
7.	Vishal Tayal		Promoter	491584	8.11	1200000	1691584	10.53
8.	Manju Bhardwaj		Promoter	91034	1.50	500000	591034	3.68
9.	Nikita Bhardwaj		Relative of Promoter	0	0.00	50000	50000	0.31
10.	Abhinav Bhardwaj		Relative of Promoter	0	0.00	100000	100000	0.62
11.	Pooja Tayal		Relative of Promoter	0	0.00	100000	100000	0.62
12.	Mona Tayal		Relative of Promoter	0	0.00	100000	100000	0.62
13.	Ashok Kumar Dugar		Public	50	0.00	50000	50050	0.31
14.	Vidhya Devi Dugar		Public	50	0.00	50000	50050	0.31
15.	Kapil Kumar Jain		Public	-	0.00	50000	50000	0.31
16.	Kumud Jain		Public	-	0.00	50000	50000	0.31
17.	Shalu Jain		Public	-	0.00	50000	50000	0.31
18.	Reena Jain		Public	-	0.00	50000	50000	0.31
19.	Rajesh Kumar Aneja		Public	-	0.00	50000	50000	0.31
20.	Vikas Aneja		Public	-	0.00	25000	25000	0.16
21.	Mohit Aneja		Public	-	0.00	25000	25000	0.16

22.	Satish Jain		Public	-	0.00	100000	100000	0.62
23.	Gunvanti Jain		Public	-	0.00	100000	100000	0.62
24.	Amit Vats		Public	-	0.00	150000	150000	0.93
25.	Monika Vats		Public	87226	1.44	150000	237226	1.48
26.	Harish Kumar		Public	-	0.00	50000	50000	0.31
27.	Anuj Kaushik		Public	-	0.00	50000	50000	0.31
28.	Manoj Kumar		Public	50	0.00	50000	50050	0.31
29.	Ruchee Chotra		Public	50	0.00	50000	50050	0.31
30.	Amit Singhal		Public	-	0.00	50000	50000	0.31
31.	Ishwar Prasad		Public	-	0.00	50000	50000	0.31
32.	Nirmal Singh		Public	-	0.00	50000	50000	0.31
33.	Navjot Singh		Public	-	0.00	50000	50000	0.31
34.	Ajay Singh		Public	-	0.00	50000	50000	0.31
35.	Rakesh Tayal		Public	-	0.00	50000	50000	0.31
36.	Himanshu Tayal		Public	-	0.00	50000	50000	0.31
37.	Ankit Tayal		Public	-	0.00	50000	50000	0.31
38.	Aarti Tayal		Public	-	0.00	50000	50000	0.31
39.	Arun Kumar Gupta		Public	-	0.00	50000	50000	0.31
40.	Surendra Kumar Sharma		Public	-	0.00	25000	25000	0.16
41.	Shiv kumar Gupta		Public	-	0.00	50000	50000	0.31
42.	Dinesh Kumar Sharma		Public	-	0.00	50000	50000	0.31
43.	Vandana Minocha		Public	-	0.00	50000	50000	0.31
44.	Naresh Samkaria		Public	-	0.00	50000	50000	0.31
45.	Chaitanya Gupta		Public	-	0.00	557777	557777	3.47
46.	Meenu Gupta		Public	-	0.00	557778	557778	3.47
47.	Aditya Gupta		Public	-	0.00	557778	557778	3.47
48.	Sanjay Kumar Gupta		Public	-	0.00	50000	50000	0.31
49.	Alka Gupta		Public	-	0.00	50000	50000	0.31
50.	Harbaksh Kaur Sandhu		Public	-	0.00	100000	100000	0.62
51.	Vinay Kumar Jindal		Public	-	0.00	50000	50000	0.31
52.	Shalinder Kumar		Public	-	0.00	50000	50000	0.31
53.	Kishan Chand Garg		Public	-	0.00	25000	25000	0.16
54.	Manoj Kumar Garg		Public	-	0.00	25000	25000	0.16
55.	Shubham Garg		Public	-	0.00	25000	25000	0.16
56.	Vinay Garg		Public	-	0.00	25000	25000	0.16
57.	Shivam Goel		Public	-	0.00	50000	50000	0.31
58.	Madhu Goel		Public	-	0.00	50000	50000	0.31
59.	Praveen Kumar Mittal		Public	-	0.00	100000	100000	0.62
60.	Pradeep Goyal		Public	-	0.00	50000	50000	0.31
61.	Arvind Goyal		Public	-	0.00	50000	50000	0.31
62.	Meenakshi goel		Public	-	0.00	150000	150000	0.93
63.	Sandeep Rishi		Public	-	0.00	50000	50000	0.31
64.	Sarthak Jain		Public	-	0.00	50000	50000	0.31
65.	Pawan Arora		Public	-	0.00	100000	100000	0.62
66.	Anil Agarwal		Public	-	0.00	50000	50000	0.31
67.	Sudha Agarwal		Public	-	0.00	50000	50000	0.31
68.	Praveen Kumar Jain		Public	-	0.00	60000	60000	0.37
69.	Swasti Jain		Public	-	0.00	50000	50000	0.31
70.	Anu Goel		Public	-	0.00	50000	50000	0.31
71.	Tanushree Gupta		Public	-	0.00	50000	50000	0.31
72.	Nitin Bagrecha		Public	-	0.00	100000	100000	0.62
73.	Kawal Chug		Public	-	0.00	50000	50000	0.31
74.	Shailendra pratap Singh		Public	-	0.00	5000	5000	0.03
75.	Davinder Singh Vohra		Public	-	0.00	500 0	5000	0.03
76.	Narendra Kumar Jain		Public	-	0.00	6667	6667	0.04
77.	Suparna Das		Public	-	0.00	50000	50000	0.31
78.	Anand Dave		Public	-	0.00	25000	25000	0.16
79.	Hunger Real Estate Pvt Ltd	A. Bharat Jani. B. Gayatri Jani. C. Toyaneevi Mercantile Private Limited. Details of Promoters of Toyaneevi Mercantile Private Limited are as follows: 1. Deepak Vasudev Raval 2. Vasudev Purshotamdas Raval D. Lunkad Textiles Private Limited. Details of Promoters of Lunkad Textiles Private Limited are as follows: 1.Dahyabhai p. Chauhan. 2.Pravina d. Darjee 3.Dipti g. Parmar. 4.Saral g. Parmar	Public		0.00	300000	300000	1.87

		5.Girdhar parmar 6.Sanjay parmar 7.Raman K. Pagi 8.Bhabanabhai Parmar 9.Girish bhatt HUF 10.Kausik Madhani 11.Pratik bhatt HUF 12.Vasudev Rawal 13.M.m. JANI 14.R.r. Shah HUF 15.Bharat Jani 16.Sanjay Trivedi 17.Ajay Bhatt 18.Alpesh Parmar 19.Amisha Bhatt 20.Ashok Joshi 21.Bhagirath Bhatt 22.Deepika s. Bhatt 23.Dimple Joshi 24.Girish Bhatt 25.g.k. Parmar HUF 26.Hansa Madhavi 27.Kashyap Pandya 28.Khyati Bhatt 29.Malati Bhatt 30.Nalini Bhatt 31.Ramesh Jani 32.Sanjay Parmar HUF 33.Purni Madhavi 34.Sejal Bhatt 35.Sudhir Bhatt 36.Vipul V. Bhatt HUF					
--	--	--	--	--	--	--	--

**f) Change in the Composition of the Board of Directors and Control of the Company:**

There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment

**g) Non transferability of the Securities:**

The securities issued and allotted on a preferential basis hereunder will be subject to lock - in as specified under Chapter VII of the SEBI (ICDR) Regulations, 2009 (hereinafter referred as "SEBI (ICDR) Regulations").

**h) Price at which allotment is proposed:**

In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be 28<sup>th</sup> August, 2017 being the date 30 days prior to the date of the Annual General Meeting to be held on [27<sup>th</sup> September, 2017].

Equity Shares of the Company are not frequently traded as defined under regulation 71A of the ICDR Regulations. Pursuant to regulation 76A of the ICDR Regulations, pricing of Equity Shares of the Company is determined after taken into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies. Fair Market Valuation of Shares is arrived at **Rs. (4.01)/-**per Equity Share (Negative Rupees Four one Paisa only) ("Floor Price"). The Issue Price of each Equity Shares is fixed at **Rs. 20/-** (Rupees [Twenty] only).

Company has obtained a certificate stating that the issuer is in compliance of regulation 76A of SEBI (ICDR) 2009, from M/s. Manoj Sindhwani, chartered accountant in practice.

**i) Certificate from Statutory Auditor:**

Company has obtained certificate from Statutory Auditor certifying that the above preferential issue of equity share is made in accordance with the applicable provisions of the ICDR Regulations.

**j) Undertaking:**

- i. the issuer shall re - compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- ii. If the amount payable on account of the re - computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked - in till the time such amount is paid by the allottees.

The Board of Directors recommends the resolutions set out at Item No. 13 for approval of the shareholders as Special Resolution.

The Board of Directors at its meeting held on Tuesday, August 22, 2017 has approved the issue and allotment of equity shares on preferential basis in the manner stated above subject to approval of the Members of the Company by way of Special Resolution.

Except Mr. Lokesh Tayal, Mr. Vishal Tayal and Mr. Parmod Kumar Gupta and their relatives being either Shareholders or

Directors in the Company, none of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company is, in anyway, concerned or interested in the resolution mentioned in Item No.13

**Item No.14: Increase in borrowing power**

In terms of Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors cannot, except with the consent of shareholders of the Company in general meeting by way of a special resolution, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company.

The shareholders of the Company at the Annual General Meeting dated September 27, 2014, had accorded their consent to the Board of Directors for borrowing up to Rs. 5.00 Crores over and above the aggregate of the paid up capital and free reserves of the Company. It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount to be borrowed by the Board shall not at any time exceed Rs. 50 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The Company needs to obtain approval of the shareholders by means of a Special Resolution.

The Board recommends the Special Resolution at Item No. 14 for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise in the passing of the proposed special resolution.

**Item No.15: Financial assistance to be availed with an option to convert into equity shares of the Company**

To meet funding requirements towards proposed capital expenditures, operational expenditure and working capital with respect to the projects being set up by the Company and for general corporate purposes, your Company will avail financial assistance by way of Rupee Term Loans, Non convertible Debentures, Foreign Currency Loans, FCCB, Corporate Loans etc., from time to time from various lenders i.e. Directors/Bank(s)/ Financial Institution(s)/ Any other persons upon such terms and conditions stipulated by them and approved by the Board. One of the terms of sanction provides that in the event of default by the Company under the lending arrangements or upon exercise of an option provided under the lending arrangements the Directors / Bank(s) / Financial Institution(s) and other lenders may be entitled to exercise the option to convert whole or part of their outstanding facility into fully paid up ordinary Equity Shares of the Company at a price to be determined in accordance with the applicable SEBI regulations at the time of such conversion.

The proposed resolution is an enabling resolution under the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013 in view of the fact that under the lending arrangements, the Directors/Bank(s) / Financial Institution(s) or any other lenders insists for inclusion of an option to convert the outstanding facility into Equity in the event of default or upon exercise of an option provided under the lending arrangements in the facility agreements.

Allotment of Equity Shares as above requires prior approval of the Members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the resolution except to the extent of their respective shareholdings in the Company if any. The Board recommends the Special Resolution as set out at item No. 15 for approval of Members.

**ANNEXURE TO ITEMS 5, 6, 7, 8 and 9 OF THE NOTICE:**

Details of Directors seeking appointment/reappointment at the 31<sup>st</sup> Annual General Meeting in pursuance of Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015

Particulars	Mr. Chandervir Singh Junjea (Independent Category)	Ms. Richa Bhansali (Independent Category)	Mr. Lokesh Tayal (Promoter Category)	Mr. Vishal Tayal (Promoter Category)	Mr. Parmod Kumar Gupta (Promoter Category)
Date of Appointment	09/01/2017	09/01/2017	09/01/2017	09/01/2017	09/01/2017
Date of Birth	18/11/1951	14/11/1985	15/07/1973	18/09/1977	30/04/1969
PAN	AAAPJ3930E	APRPB9218B	AAFPT0468E	AAJPA6835E	AEHPG8767K
Qualification	Post Graduate	Law Graduate	Graduate in Commerce	Matriculate	Matriculate
Name of Companies in which such person holds a Directorship	1. P.S. Press Services Pvt Ltd. 2. Surya Packaging Pvt Ltd. 3. Simova India Lifesciences Pvt Ltd. 4. P S Print Pack Private Limited 5. Applause Manufactories Private Limited	NIL	1. Orbit Cable (India) Pvt Ltd. 2. Azure Switchgear Pvt Ltd. 3. Ishika Garments Pvt Ltd. 4. HPL Orbit Technosolutions Pvt Ltd. 5. Hemkunt Fashions Private Limited	1. Orbit Cable (India) Pvt Ltd 2. Azure Switchgear Pvt Ltd.	1. Subh Laxmi Colonizers Pvt Ltd.
Nature of Relationship between Directors	N.A	N.A	Mr. Lokesh Tayal, Mr Vishal Tayal and Mr. Parmod Kumar Gupta, being shareholders in the Company and had also been Acquirers in an open offer process for the takeover of the Company under Regulation 3 and 4 of SEBI (Substantial Acquisition and Takeover) Regulations, 2011. However, Mr. Vishal Tayal and Mr. Lokesh Tayal are brothers by relation and Mr. Parmod	Mr. Lokesh Tayal, Mr Vishal Tayal and Mr. Parmod Kumar Gupta, being shareholders in the Company and had also been Acquirers in an open offer process for the takeover of the Company under Regulation 3 and 4 of SEBI (Substantial Acquisition and Takeover) Regulations, 2011. However, Mr. Vishal Tayal and Mr. Lokesh Tayal are brothers by relation and Mr. Parmod	Mr. Lokesh Tayal, Mr Vishal Tayal and Mr. Parmod Kumar Gupta, being shareholders in the Company and had also been Acquirers in an open offer process for the takeover of the Company under Regulation 3 and 4 of SEBI (Substantial Acquisition and Takeover) Regulations, 2011. However, Mr. Parmod Kumar Gupta is Brother in Law of Mr. Vishal Tayal and Mr. Lokesh Tayal
Shareholding of Directors in the Company	0	0	Kumar Gupta is Brother in Law of Mr. Lokesh Tayal	Kumar Gupta is Brother in Law of Mr. Vishal Tayal	

By Order of the Board of Directors

For BCC Fuba India Limited

Registered office:

4km., Swarghat Road, Nalagarh-174 101

Distt. Solan, Himachal Pradesh

Date: August 22, 2017

Sd/-  
Kapil Kumar Jain  
Managing Director  
DIN- 01737305

**DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting the 31<sup>st</sup> Annual Report and the audited Accounts of the Company for the financial year ended 31st March 2017.

The audited standalone financial results for the years ended March 31, 2017 are as under:

S. No	Particulars	2016-17	2015-16
1.	<b>Revenue from operations</b>	<b>9,02,92,413</b>	<b>7,61,46,487</b>
2.	<b>Profit/(Loss) before Interest &amp; Depreciation</b>	<b>7,67,820</b>	<b>(61,02,754)</b>
3.	<b>Interest</b>	<b>(5,52,453)</b>	<b>2,49,315</b>
4.	<b>Profit/(Loss) after Interest &amp; before Depreciation</b>	<b>2,15,367</b>	<b>(63,52,069)</b>
5.	<b>Depreciation</b>	<b>(13,32,895)</b>	<b>10,44,257</b>
6.	<b>Net Profit/(Loss)</b>	<b>(11,17,528)</b>	<b>(73,96,326)</b>

As our Company incurred huge loss during the year under review and due to accumulated losses our Directors regret for their inability to declare dividend to the members.

**OPERATIONAL HIGHLIGHT**

Company achieved revenue from operations of **Rs. 9,02,92,413** and EBIT of **Rs. 7,67,820** as against **Rs. 7,61,46,487** and **Rs. 61,02,754** in **Negative** respectively in the previous year.

During the year under review the company has made net loss of **Rs. 11,17,528** ( Previous year loss of **Rs. 73,96,326**) from business.

Company has been facing severe stress due to erosion of capital and continuous operation below the Break-even point. Non availability of working capital is the major bottleneck in the progress of the company. Keeping in view of the financial health new promoters proposed to bring the capital in the main stream of business by issue of Equity shares on preferential basis to select group of promoters and public.

Your directors wish to state that the Company is taking all necessary steps to protect further erosion. The management believes that the business loss is a temporary phenomenon and is working towards the revival of the Company. Improved financial performance, increase in turnover and reduction in consumption of raw material predicts better future of the company

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 of the Act, the Directors state that

- (a) In the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards have been followed and that there are no material departures from the same;
- (b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as on 31<sup>st</sup> March, 2017 and of the profit of the Company for that period;
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors have prepared the annual accounts on a going concern basis;
- (e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

**Evaluation**

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for Board to monitor and evaluate the overall performance of its directors individually and also of directors constituting part of its committees. Also, Schedule IV prescribes formulation of the evaluation program for Independent Directors by the entire Board are given as an **Annexure-A** to this report.

**CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

Your company is doing its best efforts to give high priority to energy conservation by opting for more power efficient replacements. Particulars of Energy Conservation/ Technology Absorption and Foreign Exchange earnings and outgo as per Section 134(3) (m) of Companies Act, 2013 are given as an **Annexure-B** to this report.

**PARTICULARS OF EMPLOYEES**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the remuneration and other details is being annexed to this report as **Annexure-C**.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure D**.

**FINANCE**

The Cash and cash equivalent as at March 31, 2017 stands at Rs.1,79,559/- . The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

**Recommendation to write off Bad Debt and Debit Balance**

Audit committee in their report to the Board of Directors pointed out that there is several debts outstanding in the books of the company whose realization could not be done despite of the several sincere efforts made by the company. It was therefore decided to write off the total outstanding debt of Rs.6,36,081/-.

**DIRECTORS**

The following appointments to the Board are proposed:

Approval of the shareholders is being sought for the appointment of Mr. Kapil Kumar Jain as Director (executive) of the Company, who retire by rotation at the ensuing Annual General Meeting of the Company and being eligible to offer himself for re-appointment in accordance with the provisions of the Companies Act and Articles of Association of the Company. Your Board recommends his re-appointment, as his continuous presence on the board is of immense importance to the company.

**Appointment of Mr. Lokesh Tayal:**

Mr. Lokesh Tayal was inducted as an Additional Director on the Board. As per the provisions of Section 161 of the Companies Act, 2013, he holds office only up to the date of the Annual General Meeting of the Company. Approval of the Shareholders is being sought for his appointment as Director (Non Executive) in the ensuing Annual General Meeting pursuant to the provisions of the Section 160 of the Companies Act, 2013. Being eligible, the Board recommends his appointment.

**Appointment of Mr. Vishal Tayal:**

Mr. Vishal Tayal was inducted as an Additional Director on the Board. As per the provisions of Section 161 of the Companies Act, 2013, he holds office only up to the date of the Annual General Meeting of the Company. Approval of the Shareholders is being sought for his appointment as Director (Non Executive) in the ensuing Annual General Meeting pursuant to the provisions of the Section 160 of the Companies Act, 2013. Being eligible, the Board recommends his appointment.

**Appointment of Mr. Parmod Kumar Gupta:**

Mr. Parmod Kumar Gupta was inducted as an Additional Director on the Board. As per the provisions of Section 161 of the Companies Act, 2013, he holds office only up to the date of the Annual General Meeting of the Company. Approval of the Shareholders is being sought for his appointment as Director (Non Executive) in the ensuing Annual General Meeting pursuant to the provisions of the Section 160 of the Companies Act, 2013. Being eligible, the Board recommends his appointment.

**Appointment of Independent Directors**

In terms of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors can hold office for a term of up to five (5) consecutive years on the Board of Directors of your Company and are not liable to retire by rotation. Accordingly, Mrs. Richa Bhansali and Mr. Chandervir Singh Juneja were appointed as Additional and Independent Director of your Company up to 5 (five) consecutive years.

Appropriate resolutions for the appointment/re-appointment of Directors are being placed before you for your approval at the ensuing Annual General Meeting. The brief resume of the aforesaid Directors and other information have been detailed in the Notice. Your Directors recommend their appointment/reappointment as Directors of your Company.

**Resignation:**

Mr. Veenu Pasricha and Mr. Arul Nathan Harris, Directors of the Company tendered their resignation from the Board of Directors of the Company on 10<sup>th</sup> January, 2017 in compliance with the terms and condition mentioned in the SPA dated 3<sup>rd</sup> August, 2016 entered between Acquirers and Promoter sellers and on completion of successful takeover proceedings in term of Regulation 3(1) and 4 of SEBI (AST) Regulation, 2011. The Board placed on record their sincere appreciation for all the valuable guidance, support and contributions provided by Mr. Veenu Pasricha and Mr. Arul Nathan Harris during their tenure as the Directors of the Company.

The Independent Directors of your Company have given the certificate of independence to your Company stating that they meet the criteria of independence as mentioned under Section 149 (6) of the Companies Act, 2013.

The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for Key Managerial Personnel and other employees forms part of this Annual Report as Annexure-A.

**CHANGES IN KMP**

Mrs. Ashita Jain, Company Secretary and compliance officer of the company had resigned during the year. The company is in the process to appoint another suitable person as Company Secretary and compliance officer

**CAPITAL STRUCTURE**

During the year under review, the share capital of your company remained unchanged.

However Board of Directors in their meeting held on 22<sup>nd</sup> August, 2017 accorded their consent subject to approval of Shareholders in their Annual General Meeting to increase the Authorised Share capital from Rs.6,50,00,000/- to Rs. 20,00,00,000/-.

Appropriate resolutions for increase in the Authorised Share capital are being placed before you for your approval at the ensuing Annual General Meeting.

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**PREFERENTIAL ISSUE**

During the current fiscal company, subject to approval of shareholders and concerned Regulatory authority, the company proposed to allot 1,00,00,000 No. of equity shares of Rs.10/- each as fully paid up to promoter and public on preferential basis in accordance with provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. The above said Equity Shares shall rank pari passu with the existing equity shares of the Company.

**FUTURE PLANS OF RENOVATION/EXPANSION**

Bearing in mind the burgeoning demand for products and marketing strength of "THE BRAND FUBA" as well as the positive economy ahead, the Company is gearing itself to meet future demand growth. The Company has proposal to renovate the plant and to maximum utilization of manufacturing capacity of the plant.

**AUDITORS REPORT**

The observations of the auditors are self-explanatory and, therefore, do not call for any further comments.

**[A] STATUTORY AUDITORS**

Pursuant to the provisions of 139 of the Companies Act, 2013, Appointment of M/s. Jawahar Kalra & Co. Chartered Accountants, New Delhi (ICAI Registration No.FRN004008N), who was appointed as an Statutory Auditors of the Company for the period of five financial year commencing from the Annual General meeting held for the financial Year 2014-15 till the conclusion of Annual General Meeting for the Financial Year 2019-2020, be and is hereby proposed to ratified by the members at ensuing Annual General Meeting.

As required under Section 139 of the Companies Act, 2013, the Company has obtained a written Consent from M/s. Jawahar Kalra & Co. Chartered Accountants, New Delhi (ICAI Registration No.FRN:004008N), to such appointment and also a certificate to the effect that their appointment, if made, would be in accordance with Section 139(1) of the Companies Act, 2013 and the rules made there under, as may be applicable.

Hence the Approval of Member is sought to ratify the appointment of M/s. Jawahar Kalra & Co., Chartered Accountants, New Delhi (ICAI Registration No.FRN004008N), as an Statutory Auditor of the Company for the Financial Year 2017-18.

**[B] INTERNAL AUDITORS**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee and delegated to Internal Auditor to maintain its objectivity and independence. The Internal Auditor reports to the Chairman of the Audit Committee of the Board and to the Chairman & Managing Director.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and promptly

informed the management on the lacking as and when required.

During the year under review, M/s S. Malhotra & Co., Chartered Accountants, New Delhi carried out the internal audit exercise and submitted their report.

#### **[C] SECRETARIAL AUDITORS**

The secretarial audit report confirms that the Company has complies with all the relevant provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other necessary compliances under various Acts, in so far as applicable to the Company. The report does not contain any qualifications, reservation or adverse remark.

The secretarial audit report forms part of this report and attached as **Annexure-E**.

#### **FIXED DEPOSIT**

The company did not accept any deposits covered under section 73 of the Companies Act, 2013 during the year under review.

#### **INSURANCE:**

All the insurable interests of your Company including inventories, buildings, plant and machinery and liabilities under legislative enactments are adequately insured.

#### **CORPORATE GOVERNANCE**

Your Company has ensured continued compliance of Corporate Governance requirements during the period under review. Your Company lays strong emphasis on transparency, disclosure and independent supervision to increase various stakeholders' value. As required by the provisions vis-à-vis compliance of corporate governance requirements of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the reports on Management Discussion and Analysis, Corporate Governance as well as the Certificate regarding compliance of conditions of corporate governance, are annexed and form an integral part of this report. Further, the company regularly submits the quarterly corporate governance compliance report to the BSE and also uploads the same on its website.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

As on March 31, 2017, there were no outstanding loans or guarantees covered under the provisions of Section 186 of the Act. The details of changes in the Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

#### **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### **NOMINATION & REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Nomination & Remuneration Policy is stated in **Annexure-A**.

#### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The company has framed Familiarization Programme for Independent Directors pursuant to Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and uploaded the same in the website of the Company. The web link to access the aforesaid programme is [www.bccfuba.com](http://www.bccfuba.com).

#### **MEETINGS**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year under review, Six Board Meetings, one Independent Director Meeting, four Audit Committee Meetings and other Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gaps between the Meetings were within the period prescribed under The Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management discussion and Analysis Report is enclosed as a separate part of this report.

#### **CORPORATE SOCIAL RESPONSIBILITY**

Company does not qualify the criteria as prescribed to adopt the corporate social responsibility.

**CONTRACTS/ARRANGEMENTS WITH RELATED PARTIES**

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions. All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis.

No Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

**DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declarations u/s 149(7) of the Companies Act, 2013 from Independent Directors confirming they meet the criteria of independence as prescribed under Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**ENVIRONMENT & GREEN INITIATIVE**

The Company is committed to the environment. The Company continues to upkeep trade effluent and chemical treatment plant. Continuous check of air and water pollution at manufacturing unit is made and monitored.

**LISTING ON STOCK EXCHANGES**

The Equity shares of the Company are listed on BSE Limited (BSE) and necessary listing fees have been paid upto date.

**OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

In order to prevent sexual harassment of women at work place, New Act named "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" has been notified on 9<sup>th</sup> December, 2013. Under the said Act, our company has constituted an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. During the year under review, the ICC has not received or disposed any complaint relating to sexual harassment at work place of any women employee.

**HUMAN RESOURCES**

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programme that provide focused people attention are currently underway. Your Company thrust is on promoting of talent internally through job rotation and job enlargement.

**INDUSTRIAL RELATIONS**

During the Year under review, Your Company enjoyed cordial relationship with workers and employees at all levels.

**TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

**VIGIL MECHANISM**

The Company has established a vigil mechanism, incorporating a whistle blower policy in lines with the Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in order to protect the interest of the employees and executives in reporting their grievances in a protected manner. It also provides for the protection against victimization of directors and employees who avail this mechanism and allows direct communication with the Chairperson of the Audit Committee, in certain appropriate and exceptional circumstances. The policy on vigil mechanism may be accessed on the Company's website [www.bccfuba.com](http://www.bccfuba.com).

**ACKNOWLEDGEMENT**

Yours Directors take the opportunity to offer thanks to the State Bank of Patiala and State Bank of India for their valuable assistance. Yours Directors also wish to place on record their deep sense of appreciation for services of the executives, staff and workers of the company for smooth operations of the Company.

By Order of the Board  
For BCC Fuba India Limited  
Sd/- Sd/-  
(Chandervir Singh Juneja) (Kapil Kumar Jain)  
Chairperson Managing Director  
DIN-00050410 DIN-01737305

**ANNEXURE-A****COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

Remuneration to KMPs and Company's employees is decided after considering the following factors:

- (i) Restrictions specified in various Acts like Companies Act, Income Tax. etc.;
- (ii) Market trend for remuneration paid for similar positions;
- (iii) Performance of the person in the Company; and
- (iv) Profits of the company.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub- section (3) of section 178 of Companies Act, 2013 relating to the remuneration for the Directors, key managerial personnel, and other employees. As required by the rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the prescribed details are **annexed to**

**ANNEXURE-B****INFORMATION ON ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTFLOW****CONSERVATION OF ENERGY**

Your Company continues to give high priority to conservation of energy on an on-going basis. The required information in the prescribed 'Form A' are given hereunder.

**FORM'A'**

<b>A. POWER AND FUEL CONSUMPTION</b>			
1	Electricity	Current year	Previous year
a	Purchased		
	Units	1357991	1380230
	Total Amount (Rs. In Lacs)	87.51	85.44
	-Rate per unit (Rs.)	6.29	6.34
b	Own Generation		
i	Through Diesel generator		
	-units	13169	13203
	-units per Lt. of Diesel oil	3.28	3.40
	-Cost per unit (Rs.)	16.11	13.56
ii	Through steam turbine/generator	NIL	NIL
2	Coal	NIL	NIL
3	Furnace Oil	NIL	NIL
4	Others Internal Generation	NIL	NIL
<b>CONSUMPTION PER UNIT OF PRODUCTION</b>			
Product		Printed Circuit Boards	
Electricity Consumed	64.80	77.28	
Per sq. mtr.	414.00	495.28	

**RESEARCH AND DEVELOPMENT(R&D)**

Research and development continues to be given high priority. A number of developments have been incorporated in the products due to these efforts.

**TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

The technology imported from M/s Fuba Printed Circuits GMBH (Formerly Fuba Hans Kolbe & Co.) the technical collaborator of your Company, has been fully absorbed and we are able to manufacture the products without any foreign technical assistance. The company has developed capacity to manufacture the multilayer boards and double-sided boards with SMT pads.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

A.	2016-17 (Rs. In lacs)	2015-16 (Rs. In lacs)
<b>FOREIGN EXCHANGE USED</b>		
Travelling Expenses	0	0
Raw materials/ chemicals/ stores and spares etc. imported	327.67	116.99
Others (P&M)	44.17	0
<b>FOREIGN EXCHANGE EARNED</b>	0	0

**ANNEXURE-C**

- 1 (i) The information required pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial Year are as follows:

Name of the Director/KMP	Designation	Remuneration (Rs. In Lacs)	% increase in remuneration from previous year	Ratio (Remuneration of Director to Median Remuneration)
Mr. Kapil Kumar Jain	Managing Director	2,75,000	N.A.	2.24:1
Mrs. Ashita Jain	Company Secretary	2,20,000	N.A.	1.79:1

Note: For this purpose, sitting fees paid to the Directors have not been considered as remuneration. \*MRE-Median Remuneration of Employee based on annualized salary

The median remuneration of employees of the Company during the financial year was Rs. 1,22,580/-

In the financial year, there was increase in the median remuneration of employees;

There were 58 Permanent employees on the rolls of the Company as on March 31, 2017;

Relationship between average increase in remuneration and Company performance:- The following factors are considered while giving increase in the remuneration:

Financial performance of the Company,

Comparison with peer companies, and

Industry benchmarking and consideration towards cost of living adjustment/ inflation

Comparison of the remuneration of the Key Managerial Personnel(s) against the performance of the Company:- For the financial year 2016-17 Key Managerial Personnel were paid 0.55 % of turnover respectively of the Company.

- 2 (i) Employed throughout the year and were in receipt of remuneration at the rate of not less than Rs.60 Lac per annum. - Nil
- (ii) Employment for a part of the financial year and separated, were in receipt of remuneration at the rate of not less than Rs. 5 Lac per month.- Nil

Annexure D

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L51395HP1985PLC012209
ii)	Registration Date	02/09/1985
iii)	Name of the Company	B C C FUBA INDIA LIMITED
iv)	Category / Sub-Category of the Company	PUBLIC LIMITED/ LIMITED BY SHARES
v)	Address of the Registered office  Contact details	4 KM SWARGHAT ROAD, NALAGARH DISTT SOLAN HIMACHAL PRADESH, HP-174101 IN  +9111 49287223
vi)	Whether listed company	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	LINKIN TIME INDIA PRIVATE LIMITED 44, COMMUNITY CENTRE, NARAINA INDUSTRIAL AREA, PHASE-1, NEAR PVR CINEMA, NEW DELHI-110028 PH-011-41410592/93/94

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

S. No.	Name and Description of main products/ services	NIC Code of the Product/ services	% to Total turnover of the Company
1.	PRINTED CIRCUIT BOARD	2610	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

S. No	Name and Address of the Company	CIN/GIN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
	N.A.	N.A.	N.A.	N.A.	N.A.

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
(a) Individual/ HUF	1699378	17800	1717178	28.34	0	0	0	0	-28.34
(b) Central Govt	0	0	0	0	0	0	0	0	0
(c) State Govt(s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	103504	0	103504	1.71	0	0	0	0	-1.71
(e) Banks/FI	0	0	0	0	0	0	0	0	0
(f) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>	<b>1820882</b>	<b>17800</b>	<b>1820682</b>	<b>30.05</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-30.05</b>
(2) Foreign									
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b) Other – Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other foreign body Corporate	0	532500	532500	8.79	0	532500	532500	8.79	0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>532500</b>	<b>532500</b>	<b>8.79</b>	<b>0</b>	<b>532500</b>	<b>532500</b>	<b>8.79</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)( 2)</b>	<b>1802882</b>	<b>550300</b>	<b>2353182</b>	<b>38.84</b>	<b>0</b>	<b>532500</b>	<b>532500</b>	<b>8.79</b>	<b>-30.05</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds	0	28500	28500	0.47	0	28500	28500	0.47	-
(b) Banks/FI	49123	800	49923	0.82	49123	800	49923	0.82	-
(c) Central Govt	0	0	0	0	0	0	0	0	
(d) State Govt(s)	0	0	0	0	0	0	0	0	
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	
(f) Insurance Companies	0	0	0	0	0	0	0	0	
(g) FILs	0	0	0	0	0	0	0	0	
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	
(i) Others (specify)	0	0	0	0	0	0	0	0	
<b>Sub-total (B)(1):-</b>	<b>49123</b>	<b>29300</b>	<b>78423</b>	<b>1.29</b>	<b>49123</b>	<b>29300</b>	<b>78423</b>	<b>1.29</b>	<b>0</b>
<b>2. Non Institutions</b>									
a) Bodies Corp.									
i) Indian	107768	12435	120203	1.98	113702	12435	126137	2.08	0.10
ii) Overseas									

b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	1882049	1221203	3103252	51.21	1682280	1212608	2894888	47.78	-3.43
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	273193	14200	287393	4.74	2258746	32000	2290746	37.81	33.07
c) Others (specify)									
Trusts/ Hindu Undivided Family	89157	0	89157	1.48	117319	0	117319	1.93	0.45
Non Resident Indians (Non Repat)	14569		14569	0.24	6900	0	6900	0.11	-0.12
Clearing Member	12871		12871	0.22	12137	0	12137	0.20	-0.02
<b>Sub-total (B)(2):-</b>	<b>2379607</b>	<b>1247838</b>	<b>3627445</b>	<b>59.86</b>	<b>4191084</b>	<b>1257043</b>	<b>5448127</b>	<b>89.92</b>	<b>30.05</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>2428730</b>	<b>1277138</b>	<b>3705868</b>	<b>61.16</b>	<b>4240207</b>	<b>1286343</b>	<b>5526550</b>	<b>91.21</b>	<b>30.05</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand total (A+B+C)</b>	<b>4231612</b>	<b>1827438</b>	<b>6059050</b>	<b>100</b>	<b>4240207</b>	<b>1818843</b>	<b>6059050</b>	<b>100</b>	<b>0</b>

**(ii) Shareholding of Promoters**

SL. NO.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year				%
		No. of Shares	% of total Shares of the company	% of shares pledged /encumb- ered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbe- red to total shares		
1.	Renu Bhagat	1636878	27.02	-	0	0	-	-	-27.02
2.	Suparna Pasricha	21000	0.35	-	0	0	-	-	-0.35
3.	Devika Bhagat	33800	0.56	-	0	0	-	-	-0.56
4.	V. S. Bhagat(HUF)	4000	0.07		0	0	-	-	-0.07
5.	Bhavna Bhagat	21500	0.35		0	0	-	-	-0.35
6.	Sagar Bhagat Securities Pvt Ltd	37597	0.62		0	0	-	-	-0.62
7.	Samrat Video Vision Pvt Ltd	64657	1.07		0	0	-	-	-1.07
8.	Maya Enterprises Ltd	1250	0.02		0	0	-	-	-0.02
9.	Fuba Hans Kolbe & Co.	532500	8.79		532500	8.79			-
	Total	2353182	38.84		532500	8.79	-	-	-30.05

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

S. No	Name	Shareholding at the beginning of the year		Transaction Date	No. of Shares	Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company			No. of shares	% of total of the Company
1.	<b>*Mrs. Renu Bhagat</b>						
	<b>At the beginning of the year</b>	<b>1636878</b>	<b>27.02</b>			<b>1636878</b>	<b>27.02</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	1636878 Shares tendered under SPA to the Acquirers of open offer made under Regulation 3(1) and 4 of SEBI(SAST) Regulation, 2011		13-10-2016 18-10-2016	(489848) (1147030)	1147030 0	18.93 0.00
	<b>At the End of the Year</b>	<b>0</b>	<b>0.00</b>			<b>0</b>	<b>0.00</b>
2.	<b>Mrs. Suparna Pasricha</b>						
	<b>At the beginning of the year</b>	<b>21000</b>	<b>0.35</b>			<b>21000</b>	<b>0.35</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	21000 Shares-tendered under SPA to the Acquirers of open offer made under Regulation 3(1) and 4 of SEBI(SAST) Regulation, 2011		13-10-2016 17-10-2016	(1736) (19264)	19264 0	0.33 0.00
	<b>At the End of the Year</b>				<b>0</b>	<b>0.00</b>	<b>0</b>
3.	<b>Mrs. Devika Bhagat</b>						
	<b>At the beginning of the year</b>	<b>33800</b>	<b>0.56</b>			<b>33800</b>	<b>0.56</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	33800 Shares-were tendered under SPA to the Acquirers of open offer made under Regulation 3(1) and 4 of SEBI(SAST) Regulation, 2011		17-10-2016 23-11-2016 30-12-2016	(20000) (13700) (100)	13800 100 0	0.22 0.00 0.00
	<b>At the End of the Year</b>				<b>0</b>	<b>0.00</b>	<b>0</b>
4.	<b>M/s. V.S.Bhagat (HUF)</b>						
	<b>At the beginning of the year</b>	<b>4000</b>	<b>0.07</b>			<b>4000</b>	<b>0.07</b>

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	4000 Shares - tendered under SPA to the Acquirers of open offer made under Regulation 3(1) and 4 of SEBI(SAST) Regulation, 2011		18-11-2016			
	<b>At the End of the Year</b>			<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>5.</b>	<b>Mrs. Bhavna Bhagat</b>						
	<b>At the beginning of the year</b>	<b>21500</b>	<b>0.35</b>			<b>21500</b>	<b>0.35</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	21500 Shares-tendered on 17 <sup>th</sup> October, 2016 under SPA to the Acquirers of open offer made under Regulation 3(1) and 4 of SEBI(SAST) Regulation, 2011		17-10-2016			
	<b>At the End of the Year</b>			<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>6.</b>	<b>M/s Sagar Bhagat Securities Pvt Ltd</b>						
	<b>At the beginning of the year</b>	<b>37597</b>	<b>0.62</b>			<b>37597</b>	<b>0.62</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	37597 Shares-tendered under SPA to the Acquirers of open offer made under Regulation 3(1) and 4 of SEBI(SAST) Regulation, 2011		14-10-2016			
	<b>At the End of the Year</b>			<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>7.</b>	<b>M/s Samrat Video Vision Pvt Ltd</b>						
	<b>At the beginning of the year</b>	<b>65907</b>	<b>1.08</b>			<b>65907</b>	<b>1.08</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	65907 Shares-tendered under SPA to the Acquirers of open offer made under Regulation 3(1) and 4 of SEBI(SAST) Regulation, 2011		17-10-2016			
	<b>At the End of the Year</b>			<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>

<b>8.</b>	<b>M/s Maya Enterprises Ltd</b>						
	<b>At the beginning of the year</b>	<b>1250</b>	<b>0.02</b>			<b>1250</b>	<b>0.02</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	1250 shares sold in the open market on 10 <sup>th</sup> June, 2016		10-06-2016	(1250)	0	0
	<b>At the End of the Year</b>			<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>

\* Resigned with effect from 22<sup>nd</sup> August, 2017.

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No	Name	Shareholding at the beginning of the year		Transaction During the Year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	Date of Transaction	No. of Shares	No. of shares	% of total of the Company
<b>1.</b>	<b>Manju Bhardwaj</b>	<b>0</b>	<b>0.0000</b>			<b>0</b>	<b>0.0000</b>
	Transfer			14 Oct 2016	37597	37597	0.6205
	Transfer			21 Oct 2016	35637	73234	1.2087
	Transfer			25 Nov 2016	17700	90934	1.5008
	Transfer			31 Dec 2016	100	91034	1.5024
	<b>At the end of the year</b>					<b>91034</b>	<b>1.5024</b>
<b>2.</b>	<b>Kuldip Bhardwaj</b>	<b>0</b>	<b>0.0000</b>			<b>0</b>	<b>0.0000</b>
	Transfer			21 Oct 2016	91034	91034	1.5024
	<b>At the end of the year</b>					<b>91034</b>	<b>1.5024</b>
<b>3.</b>	<b>Monika Vats</b>	<b>25269</b>	<b>0.4170</b>			<b>25269</b>	<b>0.4170</b>
	Transfer			Z	6794	32063	0.5292
	Transfer			06 May 2016	550	32613	0.5383
	Transfer			13 May 2016	1098	33711	0.5564
	Transfer			20 May 2016	340	34051	0.5620
	Transfer			27 May 2016	21325	55376	0.9139
	Transfer			03 Jun 2016	1370	56746	0.9365
	Transfer			10 Jun 2016	4200	60946	1.0059
	Transfer			17 Jun 2016	11793	72739	1.2005
	Transfer			24 Jun 2016	11608	84347	1.3921
	Transfer			30 Jun 2016	2879	87226	1.4396
	<b>At the end of the year</b>					<b>87226</b>	<b>1.4396</b>
<b>4.</b>	<b>Arwa Umesh</b>	<b>0</b>	<b>0.0000</b>			<b>0</b>	<b>0.0000</b>
	Transfer			03 Feb 2017	17630	17630	0.2910
	Transfer			17 Feb 2017	48	17678	0.2918
	Transfer			24 Feb 2017	18194	35872	0.5920
	Transfer			03 Mar 2017	1828	37700	0.6222
	Transfer			10 Mar 2017	4560	42260	0.6975
	Transfer			17 Mar 2017	7731	49991	0.8251
	Transfer			24 Mar 2017	1239	51230	0.8455
	Transfer			31 Mar 2017	910	52140	0.8605
	<b>At the end of the year</b>					<b>52140</b>	<b>0.8605</b>
<b>5.</b>	<b>Life Insurance Corporation of India</b>	<b>49123</b>	<b>0.8107</b>			<b>49123</b>	<b>0.8107</b>
	<b>At the end of the year</b>					<b>49123</b>	<b>0.8107</b>

<b>6.</b>	<b>Emily Bosco Menezes</b>	<b>0</b>	<b>0.0000</b>			<b>0</b>	<b>0.0000</b>
	Transfer			14 Oct 2016	804	804	0.0133
	Transfer			21 Oct 2016	7671	8475	0.1399
	Transfer			28 Oct 2016	3830	12305	0.2031
	Transfer			11 Nov 2016	34216	46521	0.7678
	<b>At the end of the year</b>					<b>46521</b>	<b>0.7678</b>
<b>7.</b>	<b>Navratnamal Badola HUF .</b>	<b>41526</b>	<b>0.6854</b>			<b>41526</b>	<b>0.6854</b>
	Transfer			30 Jun 2016	204	41730	0.6887
	<b>At the end of the year</b>					<b>41730</b>	<b>0.6887</b>
<b>8.</b>	<b>BEC Impex International Pvt Ltd</b>	<b>30000</b>	<b>0.4951</b>			<b>30000</b>	<b>0.4951</b>
	<b>At the end of the year</b>					<b>30000</b>	<b>0.4951</b>
<b>9.</b>	<b>Hitesh Jhaveri</b>	<b>25000</b>	<b>0.4126</b>			<b>25000</b>	<b>0.4126</b>
	<b>At the end of the year</b>					<b>25000</b>	<b>0.4126</b>
<b>10.</b>	<b>Akshay Kapoor</b>	<b>20797</b>	<b>0.3432</b>			<b>20797</b>	<b>0.3432</b>
	Transfer			29 Apr 2016	490	21287	0.3513
	<b>at the end of the year</b>					<b>21287</b>	<b>0.3513</b>

(v) Shareholding of Directors and Key Managerial Personnel:

S. No	Name	Shareholding at the beginning of the year		Increase and Decrease in shareholding	reason	Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company			No. of shares	% of total of the Company
1.	<b>Mr. Lokesh Tayal</b>	0	0	546205	Shares Purchased Under share Purchase Agreement	546205	9.01
				945	Shares Purchase under open offer	547150	9.03
	<b>At the End of the Year</b>					<b>547150</b>	<b>9.03</b>
2.	<b>Mr. Vishal Tayal</b>	0	0.00	491584	Shares Purchased Under share Purchase Agreement	491584	8.11
	<b>At the End of the Year</b>					491584	8.11
3.	<b>Mr. Parmod Kumar Gupta</b>	0	0	600825	Shares Purchased Under share Purchase Agreement	600825	9.92
	<b>At the End of the Year</b>	0	0			600825	9.92
4.	<b>Mr. Chandervir Singh Juneja</b>	0	0.00			0	0
	<b>At the End of the Year</b>					0	0.00
5.	<b>Mr. Harun Rashid Ansari</b>	0	0.00			0	0.00

	<b>At the End of the Year</b>	0	0			0	0.00
6.	<b>Ms. Richa Bhansali</b>	0	0.00			0	0.00
	<b>At the End of the Year</b>					0	0.00
7.	<b>*Mrs. Renu Bhagat</b>	1636878	27.02	1636878	Shares sold under Share Purchase Agreement	0	0.00
	<b>At the End of the Year</b>					0	0.00
8.	<b>Mr. Kapil Kumar Jain</b>	0	0.00			0	0.00
	<b>At the End of the Year</b>	0	0.00			0	0.00
9.	<b>Ms. Ashita Jain</b>	0	0.00			0	0.00
	<b>At the End of the Year</b>					0	0.00

\* Resigned with effect from 22<sup>nd</sup> August, 2017.

#### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	<b>Secured loans Excluding Deposits</b>	<b>Unsecured loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
Indebtedness at the beginning of the financial year (i) Principal Amount		9,85,60,031	-	9,85,60,031
( ii) Interest due but not paid	None	2,24,383	-	2,24,383
(iii) Interest accrued but not due	None	None	None	None
<b>Total (i+ii+iii)</b>		<b>9,87,84,414</b>	<b>None</b>	<b>9,87,84,414</b>
Change in Indebtedness during the financial year				

• Addition	None	1,18,57,721	None	1,18,57,721
• Reduction	None	None	None	None
<b>Net Change</b>	<b>None</b>	<b>1,18,57,721</b>	<b>None</b>	<b>1,18,57,721</b>
Indebtedness at the end of the financial year				
(i) Principal Amount	None	11,04,17,752	None	11,04,17,752
(ii) Interest due but not paid	None	4,97,206	None	4,97,206
(iii) Interest accrued but not due	None	None	None	None
<b>Total (I + ii+ iii)</b>	<b>None</b>	<b>11,09,14,958</b>	<b>None</b>	<b>11,09,14,958</b>

#### I. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

##### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
1.	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Mr. Kapil Kumar Jain  2,75,000			2,75,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	NA	NA	NA	
2.	Stock Option	NA	NA	NA	
3.	Sweat Equity	NA	NA	NA	
4	Commission as % of profit others,.. Specify...	NA	NA	NA	
5.	Others, please specify (Sitting Fees)	0	0	0	0
	<b>Total (A) Ceiling as per the Act</b>	<b>42,00,000</b>	<b>—</b>	<b>—</b>	<b>42,00,000</b>

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
3. Independent Directors	Mr. Harun Rashid Ansari	Mr. Chandervir Singh Juneja	Mr. Arul Harris (upto 9 <sup>th</sup> Jan, 2017)	Ms. Richa Bhansali			
	· Fee for attending board / committee meetings	18,000	3,000	10,500	1,000		32,500
	· Commission	-	-	-	-		
	· Others, please specify	-	-	-	-		
<b>Total (1)</b>		<b>18,000</b>	<b>3,000</b>	<b>10,500</b>	<b>1,000</b>		<b>32,500</b>
4. Other Non-Executive Directors	Mr. Lokesh Tayal	Mr. Vishal Tayal	Mr. Parmod Kumar Gupta	Mr. Veenu Pasricha (upto 9 <sup>th</sup> Jan, 2017)	*Mrs. Renu Bhagat		
	· Fee for attending board / committee meetings	2,000	3,500	2,000	11,000	8,000	26,500
	· Commission	-	-	-	-	-	
	· Others, please specify	-	-	-	-		
<b>Total (2)</b>		<b>2,000</b>	<b>3,500</b>	<b>2,000</b>	<b>11,000</b>	<b>8,000</b>	<b>26,500</b>
<b>Total (B)=(1+2)</b>		<b>20,000</b>	<b>6,500</b>	<b>12,500</b>	<b>12,000</b>	<b>8,000</b>	<b>59,000</b>
<b>Total Managerial Remuneration</b>		<b>20,000</b>	<b>6,500</b>	<b>12,500</b>	<b>12,000</b>	<b>8,000</b>	<b>59,000</b>
<b>Overall Ceiling as per the Act</b>							

\*Resigned w.e.f. from 22nd August, 2017.

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

S. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	NA	2,20,000	NA	NA

	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NA	NA	NA	NA
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax, 1961	NA	NA	NA	NA
2	Stock Option	NA	NA	NA	NA
3.	Sweat Equity	NA	NA	NA	NA
4.	Commission -as % of profit -others specify	NA	NA	NA	NA
5.	Others, please specify....	NA	NA	NA	NA
	Total	NA	2,20,000	NA	NA

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding Fees imposed	Authority (RD/NCLT/CO URT)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>B. DIRECTORS</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

**ANNEXURE-E****SECRETARIAL AUDIT REPORT****SECRETARIAL AUDIT REPORT For The Financial Year Ended 31<sup>st</sup> March, 2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

**BCC Fuba India Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BCC Fuba India Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that -

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- e) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, Its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- (I) The Companies Act 2013 (the Act) and the rules made there under;
- (II) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (III) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (IV) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (V) The following Regulations and Guidelines prescribed under the Securities and Exchange Board India Act 1992 (SEBI Act)-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance of (i) Secretarial Standards issued by the Institute of Company Secretaries of India, and (ii) clauses of Listing Agreement entered onto by the Company with BSE till and applicable clauses of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, to the extent applicable, as mentioned above.

(VI) The Company is in the business of manufacture single-sided, double-sided and multilayer (up to 8 layers) PCBs for a vast variety of applications. Being PCB electronic industry following other Laws specifically applicable to the Company as under:

1. The Air (Prevention and Control of Pollution) Act, 1981.
2. The Environment (Protection) Act, 1986
3. The Employees Provident Funds and Miscellaneous Provisions Act, 1952
4. Employees State Insurance Act, 1948
5. Equal Remuneration Act, 1976
6. The Factories Act, 1948
7. The Industrial Employment (Standing Orders) Act, 1961
8. Maternity Benefit Act, 1961
9. Legal Metrology Act, 2009
10. The Minimum Wages Act, 1948
11. The Payment of Wages Act, 1936
12. The Negotiable Instruments Act, 1881
13. The Water (Prevention and Control of Pollution) Act 1974

We have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. We believe that the Audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to us, we believe that the compliance management system of the Company is adequate to ensure compliance of laws specifically applicable to the Company.

We further report that the Board of Directors of the Company was duly constituted with proper balance of Executive Directors Non-Executive Directors and Independent Directors.

Adequate notices were given to all directors of the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the company has not bought back its equity shares and there were no instances/events in pursuance of the above laws, rules, regulations, guidelines having a major bearing on the Company's affairs.

**Place: Delhi**

**Date: 22<sup>nd</sup> August, 2017**

**For Bir Shankar & Co.**

Sd/-

**Bir Shankar**

**Proprietor**

**C.P. No.7076**

**CORPORATE GOVERNANCE****Company's philosophy on code of corporate governance:**

BCC Fuba strives for excellence in corporate governance practices, which the Company recognizes is fundamental to securing the trust of investors and key stakeholders. BCC Fuba's management, together with our Board of Directors, continually evaluates processes and implements procedures designed to maintain strong governance and operations standards. In doing so, we strive to manage the Company according to the highest principles of responsibility and integrity, compliance with all applicable laws with true letter and spirit and align the interests of management and the Board with those of our Stakeholder's. The Company is in full compliance with the requirements under SEBI (LODR) Regulations, 2015 and the Listing Agreement entered with the BSE Ltd.

Our Corporate governance practices are illustrated as follows:

**1. Board of Directors:**

The Company has a optimum combination of Executive and Non-Executive Directors.

Composition and Category of Directors as of March 31, 2017 is as follows:

The Board of Directors consists of Eight (8) Directors.

Composition and category of Director is as follows

Executive Directors	Mr. Kapil Kumar Jain (DIN- 01737305)
Non- Executive Directors	Mrs. Renu Bhagat (DIN- 00246773)
	Mr. Lokesh Tayal (DIN-01071754)
	Mr. Vishal Tayal (DIN-01043995)
	Mr. Parmod Kumar Gupta (DIN-06408347)
Non-executive and	Mr. Chandervir Singh Juneja (DIN-00050410)
Independent Directors	Ms. Richa Bhansali (DIN-07680199)
	Mr. Harun Rashid Ansari (DIN -01389348)

The Board in consultation with Nomination and Remuneration Committee selects new Directors including Independent Directors. The Committee after considering qualifications, positive attributes, number of directorships and memberships held in various committees make recommendations for the selection of Directors. All independent directors possess the requisite qualifications and are very experienced in their own fields.

As per the current provisions of law, every Independent Director, at the first meeting of the Board where he participates as such director and thereafter at the first board meeting of every financial year, shall give a declaration of his independence as provided under law. *Necessary disclosures have been obtained from all the directors regarding their directorship and have been taken on record by the Board.*

**2 . Board Meetings, Attendance at the Board Meetings and the last Annual General Meeting, Outside Directorships and other Board Committees:**

Non4e of the Directors on the Board is a member of more than 10 committees and chairman of more than 5 committees {as specified in the Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

Director	No. of Board meetings attended during the year	Attendance at previous AGM held on 30.09.2016	No. of other Directorship(s) held	Number of membership/ Chairmanship in Committees	Executive/Nonexecutive / Independent	Number of Shares held
1.Mr.Kapil Kumar Jain	5	Yes	1	0	Executive	0
2. *Mrs. Renu Bhagat	4	Yes	4	0	Non-Executive	0
3. Mr. Lokesh Tayal	1	No	6	2	Non-Executive	547150
4.Mr.Vishal Tayal	1	No	2	1	Non-executive	491584
5.Mr. Parmod Kumar Gupta	1	No	1	2	Non-executive	600825
6.Mr.Chandervir Singh Juneja	1	No	5	3	Non-executive and independent	0

7. Ms. Richa Bhansali	1	No	0	1	Non-executive and independent	0
8. Mr. H. R. Ansari	7	Yes	4	4	Non-Executive and independent	0
9. *Mr. Veenu Pasricha	4	Yes		0	Executive	0
10.* Mr. Arul Nathan Harris	6	Yes		0	Non-Executive and Independent Director	0

\*Mr. Veenu Pasricha, Director and Mr. Arul Nathan Harris, Independent Director of the Company had resigned from the office of Directorship from the Company w.e.f. 10<sup>th</sup> January, 2017. Consequential, their membership in the Committees of the Company has been determined by virtue of their resignation.

Mrs. Renu Bhagat resigned with effect from 22<sup>nd</sup> August, 2017.

#### **Familiarization program for Directors**

All new Non-Executive Independent Directors induced to the Board are being exposed to the familiarization program to understand their role and responsibilities in clear terms and thus to discharge their duties and responsibility in an efficient manner.

Also, the policy of separate meetings of independent directors also helps in achieving the goal of updating them with all recent business-related issues whereby the other executive directors throw light on relevant issues by sharing their views, opinions and expertise on those issues.

The familiarization program can be accessed on the company's website at [www.bccfuba.com](http://www.bccfuba.com) .

#### **Evaluation of Directors**

The Board in consultation with Nomination and Remuneration Committee formulates an evaluation program to analyze the performance of executive/non-executive/independent Directors through peer evaluation method, whereby a Director is evaluated by all other Directors as against some performance indicators. The Board periodically evaluates the performance of Directors for identifying possible areas of improvement.

#### **3. Number of Board meetings held and the date on which held**

Generally, the Board meets once in every quarter to discuss about the quarterly results and other relevant items and also at the time of AGM of the shareholders. Additional Board meetings are convened as per the exigencies/ urgencies of business situations.

Six Board meetings were held during the year ended March 31, 2017, which were held on as follows; April 30, 2016, May 29, 2016, August 13, 2016, November 7, 2016, January 9, 2017 and February 8, 2017.

The Board has unrestricted access to the company related information and the items/ matters which are generally placed before the Board include:

- Quarterly results of the company
- Company's Annual Financial results, Financial Statements, Report of Board and Auditors.
- Minutes of the meeting of Audit Committee and other committees of the Board.
- Appointment, remuneration and resignation of Directors.
- Disclosures of Director's interest and their shareholding.
- Appointment/ removal of KMPs, Internal and Secretarial Auditor
- Declaration of Independent Directors at the time of appointment/ on annual basis
- Significant changes in accounting policies and internal controls
- Statement of significant related party transactions
- Borrowing of monies, giving guarantees or providing security
- Compliance Certificate(s)

The Chairman of the Board While preparing the agenda items and minutes of the Board meeting, all the relevant provisions of the Companies Act, 2013 are being complied. The agenda of the meeting along with the notice are circulated in advance to all the Directors for facilitating meaningful and focused discussion on the agenda items.

**Meeting of Independent Directors**

As per Schedule IV of the Companies Act, 2013 and the Rules made thereunder, Independent Directors are required to meet at least once during the year without the presence of other Executive Directors, for the purpose of reviewing the performance of Chairman, access the flow of information and to review the performance of other non-independent Directors. The meeting of Independent Directors took place on 24.10.2016 to discuss the various strategic issues relevant to the Company. The meeting ensures best corporate governance practices are being carried on and adhered to by the Company, which is in the best interest of the Company and its stakeholders.

**COMMITTEES OF THE BOARD**

Committees of the Board play a crucial role in enforcing the corporate governance policies in the Company. The Board Committees are set up under the approval of the Board of Directors and their terms are being decided by the Board as per the requirements of the Act and Listing Regulations.

**The Board has established the following committees for their effective functioning:**

**4. Audit Committee:**

The broad terms of reference of the Audit Committee are to interact with the internal and Statutory Auditors, overseeing the Company's financial reporting process and review with the management the annual financial statements before submitting to the Board and includes

1. Appointment and fixation of remuneration payable to Auditors.
2. Review Quarterly, half yearly and annual financial results before submission to the Board
3. Review accounting policies followed by the Company
4. The adequacy and effectiveness of internal control system and procedures in the Company.

**COMPOSITION OF THE AUDIT COMMITTEE:**

THE AUDIT COMMITTEE CONSISTS OF THE FOLLOWING MEMBERS:

The Company Secretary of the Company acted as secretary to the Committee.\

With the reshuffling of the Board on consequent of the successful completion of the takeover proceeding audit committee has been reconstituted.

The newly reconstituted Audit Committee Consisting of the following members

Mr. Chandervir Singh Juneja

Mr. Harun Rashid Ansari

Mr. Parmod Kumar Gupta

The Committee's constitution and terms of reference are in consonance with the provisions of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the members of the Committee have relevant working experience in financial matters.

**Function of Audit Committee:**

The Audit Committee of the Company's is entrusted with the primary responsibility to supervise the company's financial reporting process including:

- (1) Oversight of the Company financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;

- (f) Disclosure of any related party transactions;
- (g) Modified opinion(s) in the draft audit report;
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) Approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) Scrutiny of inter-corporate loans and investments;
- (10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) Evaluation of internal financial controls and risk management systems;
- (12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow up there on;
- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) To review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

All recommendations made by the Committee during the year were accepted by the Board.

During the year, the committee has met Four times. Attendances of each member at the committee meeting were as follows:

Sl. No.	Name of the Members	Status	No. of Meeting attended
1.	*Mr. Arul Nathan Harris	Chairman & Independent Director	3
2.	*Mr. Veenu Pasricha	Member & Non Executive Director	3
3.	Mr. Harun Rashid Ansari	Member & Independent Director	4
4.	*Mr. Chandervir Singh Juneja	Chairman & Independent Director	1
5.	*Mr. Parmod Kumar Gupta	Member & Non Executive Director	1

\* Mr. Veenu Pasricha and Mr. Arul Nathan Harris, Director and Independent Director of the Company had resigned from the office of Directorship in the Company w.e.f. 10<sup>th</sup> January, 2017. Consequential, their membership in the Committees of the Company has been determined by virtue of their resignation.

Further, Mr. Chandervir Singh Juneja and Mr. Parmod Kumar Gupta, Non-Executive Director of the Company were inducted as a Chairperson and Member respectively in the Audit committee of the company.

#### **5. Nomination & Remuneration Committee:**

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Remuneration Committee" as the "Nomination and Remuneration Committee." The Committee is governed through Nomination & Remuneration Policy and the web link is [www.bccfuba.com](http://www.bccfuba.com) to access the details of the same, The brief terms of reference

of the Committee inter alia, include the following:

Succession planning of the Board of Directors and Senior Management Employees;

Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;

Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;

Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;

Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

**Composition of the Nomination & Remuneration Committee:**

The Constitution of the new Nomination & Remuneration Committee consisting of the following members was done on 9<sup>th</sup> January, 2017.

Mr. Chandervir Singh Juneja

Mr. Lokesh Tayal

Mr. Harun Rashid Ansari

The attendance details of the meeting of the Committees are as follows:

Sl. No.	Name of the Members	No. of meeting(s) held	No. of Meeting attended
1.	Mr. Arul Nathan Harris	1	1
2.	Mr. Veenu Pasricha	1	1
3.	Mr. Harun Rashid Ansari	1	1
4.	*Mr. Chandervir Singh Juneja		
5.	*Mr. Lokesh Tayal		

\* Mr. Veenu Pasricha and Mr. Arul Nathan Harris, Director and Independent Director of the Company had resigned from the office of Directorship in the Company w.e.f. 10<sup>th</sup> January, 2017. Consequential, their membership in the Committees of the Company had been determined by virtue of their resignation.

Moreover, Mr. Chandervir Singh Juneja, Independent Director and Mr. Lokesh Tayal, Non-Executive Director of the Company were inducted as a Chairperson and Member respectively in the Nomination and Remuneration Committee of the company.

**Remuneration paid to non-executive directors:**

No remuneration is paid to Non-executive Directors except sitting fees for attending the meeting of Board of Directors and committee thereof.

**6. Stakeholders Relationship committee:**

**Composition of the Stakeholders Relationship Committee:**

The Constitution of the new Nomination & Remuneration Committee consisting of the following members was done on 9<sup>th</sup> January, 2017.

- Mr. Lokesh Tayal
- Mr. Harun Rashid Ansari
- Mr. Chandervir Singh Juneja

The Committee's composition and terms of reference are in consonance with the requirements of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The committee overviews the case of transfer/transmission of shares, issue of duplicate share certificates, review the performance of the Registrar & Transfer Agents.

The Committee expressed satisfaction on Company's performance for redressing the investor's complaints received during the year. All complaints received from shareholders during the year have been readdressed. No shareholders complaints were pending as on 31.03.2017.

The attendance details of the meeting of the Committees are as follows:

<b>Sl. No.</b>	<b>Name of the Members</b>	<b>No. of meeting(s) held</b>	<b>No. of Meeting attended</b>
1.	Mrs. Renu Bhagat	3	3
2.	*Mr. Veenu Pasricha	3	3
3.	Mr. Harun Rashid Ansari	4	4
4.	Mr. Lokesh Tayal	1	1
5.	Mr. Chandervir Singh Juneja	1	1

\* Mr. Veenu Pasricha, Director of the Company had resigned from the office of Directorship in the Company w.e.f. 10th January, 2017. Consequential, his membership in the Committees of the Company has been determined by virtue of their resignation.

Moreover, Mr. Lokesh Tayal, Non-Executive Director and Mr. Chandervir Singh Juneja, Independent Director of the Company were inducted as a Chairperson and Member respectively in the Nomination and Remuneration Committee of the company.

#### Details of Shareholders Complains

	Particulars	No. of Complaint received	No. of complaint resolved
1	On receipt of shares lodged for transfer	Nil	Nil
2	Other (non receipt of Annual Report etc.)	Nil	Nil

#### Share Transfer/ Transmission Committee:

The Share Transfer / Transmission Committee is formed as per the requirement of relevant rules exclusively to look into share transfer and related applications received from shareholders, with a view to accelerate the transfer procedures.

#### Whistle Blower Policy/ Vigil mechanism

The Company has established a well-defined vigil mechanism for addressing the grievances/unethical behavior by the employees and also to report prima facie violations of applicable laws. The aggrieved employee has direct access to the Chairman of the Audit Committee.

#### 7. Code of Conduct for the Board members & Senior Management Team:

In compliance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of the Companies Act, 2013, the board has framed Code of Conduct for all Board Members and senior management Team. All Board members and senior management have affirmed compliance with the Code as on March 31, 2017 and declaration to that effect, signed by the Managing Director is attached with this report.

The Code of Conduct is also available on the Company's website [www.bccfuba.com](http://www.bccfuba.com).

#### 8. General Body Meetings:

The details of the last three Annual General meeting:

Year	Location	Date	Day	Time	Special Resolution Passed	Special resolution passed by Postal Ballot
2013-14	4 Km, Swarghat Road, Nalagarh, Distt. Solan (H.P)	27.09.2014	Friday	10:15 A.M.	Appointment of Auditors, To increase in borrowing powers of the Company	None
2014-15	4 Km, Swarghat Road, Nalagarh, Distt. Solan (H.P)	30.09.2015	Wednesday	09:30 A.M	Ratification of Appointment of Auditor	None
2015-16	4 Km, Swarghat Road, Nalagarh, Distt. Solan (H.P)	30.09.2016	Friday	09:30 A.M	Ratification of Appointment Auditor	None

*No resolution was required to be put through postal ballot. None of the business at the ensuing Annual General Meeting is proposed to be passed by postal ballot.*

#### 9. Disclosures

*The related party transactions have been disclosed in Notes of Account forming part of the Statement of Accounts for the financial year ended 31<sup>st</sup> March, 2017 and since the necessary disclosures were made in respect of the said transactions*

to the respective Boards of Directors, no transaction is considered to be in potential conflict with the interests of the company at large.

The Non-Executive Directors had no pecuniary relationships or transactions vis-à-vis the company during the year except receipt of sitting fee for attending the meetings of the Board/Committee.

There has not been any non-compliance, penalties or strictures imposed on the company by the Stock Exchange (s), Securities and Exchange Board of India or any other statutory authority, on any matter relating to the capital markets, during the last three years.

The Company has duly complied with all the mandatory Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **10. Communication to the shareholders**

The Company follows the practice of disseminating timely information on financial performance and other relevant information to the stakeholders and to all Stock Exchanges where the shares of the Company are listed. The quarterly/annual financial results of the Company were published in the following newspapers: The financial Express and Naya India and also displayed on the Company's website.

The Company also maintains its official website [www.bccfuba.com](http://www.bccfuba.com) wherein it maintains a separate and dedicated section called "Investor Relations" wherein it provides all the requisite information pertaining to shareholders.

Annual Reports in the downloadable format are also being provided for in the website and also regularly sent to the shareholders by e-mail, whose e-mail address are available with the Registrar & Transfer Agent and also sent by Registered post/ Speed Post/ Courier to those who have not provided their respective e- mail address or have requested the physical copy.

Moreover, the quarterly, Half-yearly and Annual Results and other BSE Filings are also available on the BSE website, [www.bseindia.com](http://www.bseindia.com) in an electronic website, which can be accessed by providing the Scrip Code-517246 and can be downloaded.

The Company keeps regular track of the complaints of the investors through a user-friendly web based redressal forum- SCORES and resolve complaints in the form of Action Taken Reports (ATRs) which can also be viewed by the complainant shareholder as well as the concerned Stock Exchange.

The quarterly financial results during the financial year 2015-16 were published as follows:

Quarter	Date of publication	Name of Newspapers
Quarter ended 30.06.2016	August 15, 2016	<i>The Financial Express</i> <i>Naya India</i>
Quarter ended 30.09.2016	November 8, 2016	<i>The Financial Express</i> <i>Naya India</i>
Quarter ended 31.12.2016	February 10, 2017	<i>The Financial Express</i> <i>Naya India</i>
Quarter ended 31.03.2017	May 23, 2017	<i>The Financial Express</i> <i>Naya India</i>

Official news releases and notices etc. are sent to the BSE Limited via BSE Listing Centre Portal where shares of the company are listed.

#### **11. General shareholders information:**

##### **(a) Company Registration Details**

The Company is registered in the State of Himachal Pradesh with Corporate Identity No. (CIN) L51395HP1985PLC012209

##### **(b) Annual General Meeting:**

Date and time: 27<sup>th</sup> September 2017 at 09:30 A.M.

4 k.m. Swarghat Road, Nalagarh, Dist. Solan, H.P. – 174101

**c) Financial Calendar (tentative and subject to change)**

*Annual General Meeting : 27.09.2017, 9:30 A.M*

*Results for the quarter ending 30.06.2017 : On or before 14 September, 2017*

*Results for the quarter ending 30.09.2017 : On or before 14 December, 2017*

*Results for the quarter ending 31.12.2017 : On or before 14 February, 2018*

*Results for the quarter ending 31.03.2018 : On or before 30 May, 2018*

**(d) Book Closure Date**

*: 22.09.2017 to 27.09.2017*

**e) Listing of Equity Shares**

*: Mumbai (BSE)*

*Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001*

*The Company has paid the Annual Listing fees for the Financial Year 2017-18.*

**(f) Stock Market Data**

**:Bombay Stock Exchange (BSE)**

BSE Quote : (BCC FUBA)-517246

<b>Month F.Y. – 2016- 2017</b>	<b>High Price</b>	<b>Low Price</b>
Apr 16	4.2	4.2
May 16	4.2	3.99
Jun 16	4.2	4.2
Jul 16	4.2	3.99
Aug 16	4.2	4.2
Sep 16	4.2	4.2
Oct 16	5.46	4.41
Nov 16	7.09	5.73
Dec 16	7.77	7.44
Jan 17	10.1	8.15
Feb 17	10.24	10.24
Mar 17	10.24	10.24

**(g) Status of dematerialization as on 31.03.2017**

<b>Particulars</b>	<b>No. of shares</b>	<b>% of capital</b>
<b>NSDL</b>	<b>2173115</b>	<b>35.86</b>
<b>CDSL</b>	<b>2067092</b>	<b>34.12</b>
<b>Total Dematerialized</b>	<b>4240207</b>	<b>69.98</b>
<b>PHYSICAL</b>	<b>1818843</b>	<b>30.02</b>
<b>TOTAL</b>	<b>6059050</b>	<b>100.00</b>

**(h) Registrar & Share Transfer Agent and: Link Intime India Private Ltd.**

44, Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-I, Near PVR Cinema, New Delhi-110028, Ph-011-41410592-94

**Share Transfer System:**

The Board has delegated authority for approving transfer, transmission etc. of shares to the Stakeholder's Relationship Committee, who will approve the relevant transfers after being reviewed and approved by the Company Secretary, and the same will be forwarded to the Registrar & Share Transfer Agent. The decisions of the committee will be considered in the Board Meeting.

The Company also obtained certificate from a Company Secretary in Practice w.r.t share transfer formalities under Regulation 40(9) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and files the same with the Stock Exchange on half-yearly basis.

**(i) Shareholding pattern as on 31.03.2017**

Sl. No.	Category	No. of shares	Percentage
1	Promoters	532500	8.79
2	Indian Financial Institutions, Banks, Mutual Funds	78423	1.29
3	Foreign Institutional Investors/ NRIs	6900	0.11
4	Others	5441227	89.81
	Total	6059050	100.00

**(j) Distribution on shareholding as on 31.03.2017**

Shares holding of nominal value of Rs.10	No. of Shareholders	% of shareholders	No. of Equity shares	% of shareholding
1 to 500	10792	92.6113	1653239	27.2854
501-1000	473	4.0590	11653	6.3288
1001-2000	190	1.6305	294642	4.8628
2001-3000	67	0.5750	172961	2.8546
3001-4000	23	0.1974	82534	1.3622
4001-5000	34	0.2918	157389	2.5976
5001-10000	39	0.3347	296502	4.8935
100001 & above	35	0.3004	3018315	49.8150
<b>Total</b>	<b>11653</b>	<b>100.000</b>	<b>6059050</b>	<b>100.000</b>

**Plant Location:**

Plant location of the Company plant is situated at 4 k.m., Swarghat Road, Nalagarh, District. Solan, Himachal Pradesh. – 174101, India.

**Address for Correspondence:**

SG-38, Aditya Mall, CBD EAST Karkardooma, Delhi - 110032, India

P: +91-11-65254866, 49287223

**Auditor's Certificate on Corporate Governance**

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Auditor's Certificate certifying the compliance with Listing Regulations forms part of this Report.

**CEO/CFO certification'**

The requisite certificate is provided in this Report in terms of (Listing Obligations and Disclosure Requirements) Regulations, 2015

The above report was adopted by the Board of Directors at their meeting held on 22<sup>nd</sup> August, 2017

**Declaration regarding compliance of code of conduct:**

I, Kapil Kumar Jain, Managing director of BCC Fuba India Limited hereby declare that all Board Members and Senior Management Personnel have affirmed compliance of the code of conduct during the financial year ended 31.03.2017.

Place: New Delhi.

Sd/-

Date: 22nd August, 2017

(Kapil Kumar Jain)  
Managing Director

**AUDITORS CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

To the Members of

**BCC Fuba India Limited**

We have examined the implementation of conditions of Corporate Governance by BCC Fuba India LIMITED (the company) during the year ended 31.03.2017, as has been provided in pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate is the responsibility of the Management. Our examination was limited to review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

On the basis of our review and according to the information and explanations provided to us, the conditions of corporate Governance as stipulated in the abovementioned Listing Agreement/ Regulations with the stock Exchange have been complied with in all material respect by the Company.

**For Jawahar Kalra & Co.  
Chartered Accountants**

**Place: New Delhi**

**Date: 22<sup>nd</sup> August, 2017**

**Sd/-**

**(Jawarhar Kalra)**

**Proprietor**

**ICAI Reg. No.004008N**

**CEO CERTIFICATION:**

Managing Director and Manager Finance & Accounts have certified to the Board that:

1. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2017 and that to the best of our knowledge and belief:
  - (a) These statements do not contain any materially untrue statement or omit to state a material fact or contain statements that might be misleading with respect to the period covered by this report.
  - (b) These statements together present in all material respects a true and fair view of the Company's affairs, the financial condition and cash flows of the Company and are in compliance with existing accounting standards and/or applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining disclosure controls and procedures for internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and that there have been no significant changes in internal controls. We have disclosed to the Company's auditors and the audit committee of the Company's Board that there are no deficiencies in the internal control and there have been no material weaknesses in internal controls including any corrective action with regard to deficiencies.
4. We hereby declare that all the members of the Board of Directors have confirmed compliance with the Code of Conduct as adopted by the Company.
5. We affirm that we have not denied access to the audit Committee by any personnel for reporting under Vigil Mechanism and have provided sufficient protection under it.

**Place: New Delhi**

**Date: 22<sup>nd</sup> August, 2017**

**For and on behalf of the Board**

**BCC Fuba India Limited**

**Sd/-**

**(Kapil Kumar Jain)**

**Managing Director**

**Sd/-**

**(N.K Jain)**

**Vice President(F&A)**

**MANAGEMENT DISCUSSION AND ANALYSIS****Financial Performance:**

During the year under consideration there have been several challenges both on the domestic and international fronts. Sovereign debt crisis in the European countries , exit of the UK from the European union and weak recovery hopes for other developed economies derailed the global economic environment.

In the midst of the recessionary trend your company during the year under review has recorded revenue of Rs. 902.92 Lacs thereby showing an increase by 18.58% over the gross revenue of Rs. 761.46 Lacs of the previous year ended 31<sup>st</sup> March 2016

The financial year 2016-17 has been quite a successful year for the company as far as revenues are concerned. But the production remains below the benchmark of BEP level therefore company could not meet out the fixed cost and suffered loss of Rs.11.17 Lacs.

Leveraging on its strong reputation of Brand "FUBA" for producing high quality products, the company continued to receive orders from existing customers despite challenging market situations.

Proposed preferential issue will provide financial strength and working capital gap will be minimized and thus financial leverage will boost the economy of the company.

**Industrial Structure and Development:**

A printed circuit board is used to mechanically support and electrically connect electronic components using conductive pathways, or traces, etched from copper sheets laminated onto a non-conductive substrate. Alternative names are printed wiring board (PWB) and etched wiring board. A PCB populated with electronic components is a printed circuit assembly (PCA), also known as a printed circuit board assembly (PCBA). PCBs are rugged, inexpensive, and can be highly reliable. They require much more layout effort and higher initial cost than either wire-wrapped or point-to-point constructed circuits, but are much cheaper and faster for high- volume production. Much of the electronics industry's PCB design, assembly and quality control needs are set by standards that are published by the IPC organization.

With the increasing electronic content of the average vehicle and the exacting future requirements substrates, are a key component to facilitate increase automotive vehicle functionality. And this feature predicts the better prospective of the PCB industry.

**Opportunities, threats, Risk and Concerns:**

Although, the prospects and future of many developing economies including India are brighter today, there are several challenges before the world that needs to be addressed. There is increased competition for natural resources and increasingly volatile and uncertain economic environment. To maintain a sustainable growth and there is need of today to push forward critical governance reforms which have been pending for long.

PCB industry is a cyclical industry, is closely related with the global economy. If the economy is the second bottom, demand declined again, it will have a major impact of our assumptions and will have a major impact on the performance of the company.

PCB corporate profits are very sensitive to product prices, the price rise cycle, corporate profits will be substantially increased. From the global PCB industry supply and demand in the next two years, demand will rapidly increase, while the supply is very limited expansion of the situation that may arise in the next two years, PCB industry, tight balance between supply and demand may occur. Demand of the PCB is expected to rise in the future with the rise of the economy of the country.

**Outlook:**

One of the objectives identified by New NDA Government for the same is focus on domestic demand driven growth recovery. Market research showed that although India repeatedly referred to "30%" increase over the past 10-15 year period, the circuit board production base in India is very small and more than 160 vendors will create an annual output of only about \$180 million. Even the local Indian number one, the second circuit board manufacturer's annual revenue totaled only 45 million U.S. dollars. If they only rely on India itself to achieve the balance between supply and demand of circuit board, it will take several years to complete.

We have to invest considerably in reviving the plant and its operations including refurbishing the machinery, replacing obsolete equipment, infusing working capital, and adding new customers to its' existing ones.

We will definitely continue to strengthen the PCB edge, timely expansion, the PCB business to do fine and stronger.

**Internal Control Systems and their adequacy:**

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions authorized, recorded and reported correctly. The internal control is supplemented by extensive program of internal audits, review by management and documented policies, guidelines and procedures.

**Industrial Relations and human resources development:**

The industrial relations have been cordial and satisfactory. We recognize the importance of Human resources and give full respect for its development and are committed to the development of our human resource. Efforts continue to make the organisation a great place to work.

**Cautionary Statement:**

Facts and figure in the Management's Discussion and Analysis describe the company's projection and estimates may be "forward looking predictions" and it may differ from the results.

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF BCC FUBA INDIA LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of **BCC FUBA INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its loss and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies(Auditor's Report) Order ,2016(" the order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Act we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law, have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as at 31st March, 2017, and then taken on

record by the Board of Directors, none of the directors is disqualified as at 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B"
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.7 to 2.9 to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
  - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in specified bank notes during the period from 8<sup>th</sup> November 2016 to 30<sup>th</sup> December 2016 and these are in accordance with the books of accounts maintained by the company. Refer note i) to the financial statement.

For Jawahar Kalra & Co.  
Chartered Accountants

FRN:004008N

Sd/-

Jawahar Kalra

Proprietor

Membership No.083130

Place: New Delhi

Date: 22/05/2017

**ANNEXURE A TO THE INDEPENDENT AUDITORS REPORT OF EVEN DATE ON FINANCIAL STATEMENTS OF BCC FUBA INDIA LTD.**

Referred to in paragraph 1 under the heading "Report on other Legal and Regulatory Requirements" of our report of even date.

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) As explained to us the fixed assets were physically verified during the year by the management in accordance with a program of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to information and explanations given to us, no material discrepancies were noticed on such verification.  
(c) The title deeds of immovable properties are held in the names of Company.
2. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. We are informed that the discrepancies identified on physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of accounts.
3. As informed to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Consequently, the requirements of clauses (iii)(a) and (b) of paragraph 3 of the order are not applicable for the current year.
4. As informed to us, the company has not given any loans, made investments, given guarantees and security to any person or party covered under section 185 and 186 of the Companies Act,2013.
5. The Company has not accepted any deposit from the public within the meaning of section 23 or any other provisions of the Act and the rules framed under to the extent notified.
6. Pursuant to the rules made by the Central government of India, the Company is not required to maintain Cost records as specified under section 148(1) of the Companies Act,2013 in respect of the products of the company.
7. (a) According to the information and explanations given to us and records of the company examined by us, undisputed statutory dues including provident fund, employees state insurance, Income Tax, sales tax, Service Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have generally been regularly deposited with the appropriate authorities and there were no undisputed amounts payable in respect of the aforesaid dues as at 31<sup>st</sup> March, 2017 for a period of more than 6 months from the date they become payable.  
(b) According to the information and explanations given to us and records of the company, there are no dues outstanding in respect of income tax, , service tax, sales tax, duty of customs, duty of excise and Value added tax on account of any dispute.
8. According to information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to any financial institutions, banks, Government or dues to debenture holders.
9. The Company has not raised money by way of initial public offer or further public offer(including debt instruments) but has taken a loan from a financial institution and the same has been utilized for the purpose for which it was taken.
10. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
11. According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
12. The Company is not Nidhi Company, Accordingly, the clause 3 (xii) of the Companies (Auditor's Report) Order 2016 is not applicable.
13. According to the information and explanations given to us, all transactions with related parties are in compliance with Section 177 and 188 of the Companies Act,2013 and details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us, the company has not entered into any non cash transactions with directors or persons connected with them during the year.
16. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act,1934.

For Jawahar Kalra & Co.

Chartered Accountants

FRN:004008N

Sd/-

Jawahar Kalra

Proprietor

Membership No.083130

Place: New Delhi

Date: 22/05/2017

**ANNEXURE B TO THE INDEPENDENT AUDITORS REPORT OF EVEN DATE ON FINANCIAL STATEMENTS OF BCC FUBA INDIA LTD.****Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act,2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **BCC FUBA INDIA LTD** ('the company) as at 31<sup>st</sup> March,2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act,2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act,2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit Internal Financial Controls and both issued by The Institute of Chartered Accountants of India. Those Standards and Guidance notes require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects. Our Audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of the internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting.**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that the transactions are recorded as necessary to permit the preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisitions, use or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal financial Controls Over Financial reporting.**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management, override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of internal financial controls over financial reporting to future periods are subject to the risk that internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of the compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the company has, in all material respects, and adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as 31<sup>st</sup> March,2017, based on internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Reporting issued by the Institute of Chartered accountants of India.

For Jawahar Kalra & Co.  
Chartered Accountants

FRN:004008N

Sd/-

Jawahar Kalra  
Proprietor

Membership No.083130

Place: New Delhi

Date: 22/05/2017

**BALANCE SHEET AS AT MARCH 31, 2017**

Particulars	Note	March 31, 2017	March 31, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2.1	60,590,500	60,590,500
(b) Reserves and Surplus	2.2	(107,911,303)	(101,646,513)
		(47,320,803)	(41,056,013)
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	2.3	110,417,752	98,560,031
(b) Long Term Provisions	2.4	3,395,532	2,963,308
		113,813,284	101,523,339
<b>(3) Current Liabilities</b>			
(a) Trade Payables	2.5	13,015,986	7,897,944
(b) Other Current Liabilities	2.6	3,120,490	2,211,380
(c) Short-Term Provisions	2.7	3,290,796	2,900,201
		19,427,272	13,009,525
		<b>85,919,753</b>	<b>73,476,851</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	2.8	18,664,294	8,831,067
(b) Non-current Investment	2.9	18,664,294	8,831,067
(c) Long Term Loans and Advances	2.10	100,000	100,000
(d) Other non current assets	2.11	1,273,511	1,244,802
		-	5,123,445
		20,037,805	15,299,314
<b>(2) Current Assets</b>			
(a) Inventories	2.12	36,092,023	30,731,013
(b) Trade receivables	2.13	24,568,005	24,813,324
(c) Cash and Bank Balances	2.14	179,559	154,894
(d) Short-term loans and advances	2.15	4,981,301	2,249,816
(e) Other current assets	2.16	61,060	228,491
		65,881,948	58,177,537
Significant Accounting Policies and Notes on Accounts	1 & 2	<b>85,919,753</b>	<b>73,476,851</b>
		-	-

As per our report attached

**Jawahar Kalra & Co.**  
Chartered Accountants  
FRN. 004008N

For and on behalf of the Board of Directors

Sd/-  
**Jawahar Kalra**  
(Proprietor)  
Membership No. 083130

Sd/-  
**Lokesh Tayal**  
Director  
DIN -01071754

Sd/-  
**Kapil Kumar Jain**  
Managing Director  
DIN-01737305

Place : New Delhi  
Date : 22/05/2017

Sd/-  
**Parmod Kumar Gupta**  
Director  
DIN- 06408347

Sd/-  
**Vishal Tayal**  
Director  
DIN- 01043995

**PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2017**

Sr. No	Particulars	Note	March 31, 2017	March 31, 2016
I	<b>Revenue From Operations</b>			
	Revenue from operations	2.18	90,292,413	76,146,487
II	Other Income	2.19	1,678,115	331,648
III	<b>Total Revenue</b>	(I+II)	<b>91,970,528</b>	<b>76,478,135</b>
IV	<b>Expenses</b>			
	Cost of materials consumed	2.20	62,974,612	53,015,663
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	2.21	(2,731,601)	(144,697)
	Employee Benefit Expense	2.22	11,549,381	10,885,405
	Finance Costs	2.23	552,453	249,315
	Depreciation and Amortization Expense	2.24	1,332,895	1,044,257
	Other Expenses	2.25	19,410,316	18,824,519
V	<b>Total Expenses</b>	(IV)	<b>93,088,056</b>	<b>83,874,462</b>
VI	<b>Profit Before Prior Period Items</b>	(III-V)	<b>(1,117,528)</b>	<b>(7,396,326)</b>
VII	Prior Period (Income) Expenses		23,818	16,600
VIII	<b>Profit Before Exceptional And Extraordinary Items And Tax</b>	(VI-VII)	<b>(1,141,346)</b>	<b>(7,412,926)</b>
IX	Exceptional Items			-
X	<b>Profit Before Extraordinary Items And Tax</b>	(VIII-IX)	<b>(1,141,346)</b>	<b>(7,412,926)</b>
XI	Extraordinary Items		-	-
XII	<b>Profit Before Tax (VII - VIII)</b>	(X-XI)	<b>(1,141,346)</b>	<b>(7,412,926)</b>
XIII	<b>Tax Expense:</b>			
	Current tax		-	-
	Deferred Tax		-	-
XIV	<b>Profit(Loss) From The Period From Continuing Operations</b>	(XII-XIII)	<b>(1,141,346)</b>	<b>(7,412,926)</b>
XV	Profit/(Loss) from discontinuing operations		-	-
XVI	Tax expense of discontinuing operations		-	-
XVII	<b>Profit/(Loss) from Discontinuing operations</b>	(XV-XVI)	-	-
XVIII	<b>Profit/(Loss) for the period (XI + XIV)</b>	(XIV-XVII)	<b>(1,141,346)</b>	<b>(7,412,926)</b>
XIX	<b>Earning per equity share:</b>	2.26		
	(1) Basic		(0.19)	(1.22)
	(2) Diluted		(0.19)	(1.22)
	Number of Shares used in computing Earning per share		6,059,050	6,059,050
	Significant Accounting Policies and Notes on Accounts	1 & 2		

As per our report attached

Jawahar Kalra & Co.  
Chartered Accountants  
FRN. 004008N

Sd/-  
Jawahar Kalra  
(Proprietor)  
Membership No. 083130

Place : New Delhi  
Date : 22/05/2017

For and on behalf of the Board of Directors

Sd/-  
Lokesh Tayal  
Director  
DIN -01071754

Sd/-  
Parmod Kumar Gupta  
Director  
DIN- 06408347

Sd/-  
Kapil Kumar Jain  
Managing Director  
DIN-01737305

Sd/-  
Vishal Tayal  
Director  
DIN- 01043995

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017**

Particulars	Note	March 31 2017	March 31 2016
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit before extraordinary items and tax		(1,141,346)	(7,412,926)
<b>Adjustments for:</b>			
Depreciation		1,332,895	1,044,257
Interest Expenses		552,453	249,315
Income on sale of assets			(2,015)
Operating Profit/(Loss) before working capital changes		744,002	(6,121,369)
<i>Changes in working capital:</i>			
<i>Adjustments for (increase) / decrease in operating assets:</i>			
(Increase)/Decrease in Trade and other Receivables		245,319	(2,189,034)
(Increase)/Decrease in Inventories		(5,361,010)	906,704
(Increase)/Decrease in other current asset		(2,564,054)	
(Increase)/Decrease in other non current asset		(28,709)	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>			
Increase/(Decrease) in Current Liabilities		6,417,747	(3,753,137)
Increase/(Decrease) in Provisions		432,224	361,921
Operating Profit/(Loss) after working capital changes		(114,481)	(10,794,915)
Cash Flow from Extra ordinary items			
Tax Paid- Charge as per Profit and Loss account			
<b>Net Cash from Operating Activities</b>	(A)	(114,481)	(10,794,915)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets		(11,166,122)	(1,911,839)
Sale of Fixed Assets			190,000
<b>Net Cash from/(used in) Investing Activities</b>	(B)	(11,166,122)	(1,721,839)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
<b>reissue of Forfeited shares</b>			9,000
Increase/(Decrease) in Working Capital Loans		11,857,721	12,414,453
Increase/(Decrease) in un-secured loans		11,857,721	12,423,453
Interest Paid		552,453	249,315
<b>Net Cash from/(used in) Financing Activities</b>	(C)	11,305,268	12,174,138
<b>Net increase/(decrease) in cash and cash equivalent</b>	(A+B+C)	24,665	(342,616)
Cash and Cash equivalents as at the beginning of the year		154,894	497,510
<b>Cash and cash equivalent as at the end of the year</b>		179,559	154,894

Jawahar Kalra & Co.  
Chartered Accountants  
FRN. 004008N

Sd/-  
Jawahar Kalra  
(Proprietor)  
Membership No. 083130

Place : New Delhi  
Date : 22/05/2017

**For and on behalf of the Board of Directors**

Sd/-  
Lokesh Tayal  
Director  
DIN -01071754

Sd/-  
Parmod Kumar Gupta  
Director  
DIN- 06408347

Sd/-  
Kapil Kumar Jain  
Managing Director  
DIN-01737305

Sd/-  
Vishal Tayal  
Director  
DIN- 01043995

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS****COMPANY OVERVIEW**

**BCC FUBA INDIA LIMITED**, in collaboration with **Fuba Hans Kolbe of Germany**, entered the Indian market in 1990 as a manufacturers of Single Sided, Double Sided and Multilayered (up to 8 layers) **PRINTED CIRCUIT BOARDS (PCBs)**. In course of time BCC FUBA has obtained ISO 9001 (2000) certification, approval by the Under Writers Laboratory (U.L) of U.S.A, domestic approval by CACT and C-Dot etc. Consequently BCC FUBA can meet DIN, US MIL standards and IPC specifications.

**1. SIGNIFICANT ACCOUNTING POLICIES****1.1 Basis of preparation of financial statements**

- a) The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as specified in the companies (Accounts) Rules 2014, the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.
- b) The Management evaluates all recently issued or revised accounting standards on an on-going basis.

**1.2 Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include estimates of carrying value of work in progress, provision of doubtful debts and useful life of fixed assets. Actual results could differ from estimates.

**1.3 Fixed Assets and Depreciation**

- (a) Fixed Assets are stated at cost, less accumulated depreciation less impairment, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use.
- (b) Depreciation is provided on straight line method on pro rata basis on the rates prescribed under schedule II of the Companies Act, 2013.

**1.4 Treatment of foreign currency transactions:**

- (a) Foreign Exchange transactions denominated in foreign currency are recorded at the rate of the date, on which such transactions are initially recognized.
- (b) Current Assets & Current Liabilities receivable/payable in Foreign Currency and outstanding in the books of account as at the close of the year are reflected on the basis of the Foreign Exchange rates prevailing as on that date.
- (c) Gains and losses on Foreign Exchange transactions relating to the Foreign Exchange rate difference account to be charged to the Profit and Loss Account as far as possible.

**1.5 Sales**

Net Sales are exclusive of Excise duty net of sales returns.

**1.6 Purchases**

Imported raw material is accounted for at the date of receipt of such goods in the factory and is booked at the rate mentioned in the Bill of Entry. Provisions for the all-outstanding bills as on 31<sup>st</sup> March are accounted for at the rate prevailing on that date.

**1.7 Inventory valuation**

- (a) Stocks of raw materials are valued according to Weighted Average Cost method as prescribed for the valuation of inventory at purchase cost or net realisable value whichever is low. The quantity and valuation of stocks of Raw Material is taken as physically verified, valued and certified by the management at the end of the year.
- (b) Finished goods are valued at lower of cost or net realizable value. Cost for the purpose is determined on the basis of absorption costing method. The quantity and valuation of finished goods is taken as physically verified, valued and certified by the management as at the end of the year.
- (c) The stock of Work in progress is valued at the estimated cost to the Company. The quantity and valuation of Inventory of work-in-progress is taken as physically verified, valued and certified by the management as at the end of the year.

**1.8 Treatment of excise duty**

The Excise Duty is accounted for as and when the same is paid on dispatch of goods from the factory/bonded premises and provision made for goods lying in the factory at the year end and included in the value of such stocks.

**1.9 Revenue Recognition**

- a) The income is recognized on the accrual basis.

**1.10 Retirement Benefits**

- a) **Provident Fund:** - Employees receive benefits from a Provident Fund, which is a defined Contribution plan. Both the Employee and the Company make monthly contributions to the regional Provident Fund equal to a specified percentage of the covered employee's salary. The Company has no further obligations under the plan beyond its monthly contributions.
- b) **Gratuity:** - In accordance with the payment of Gratuity Act, 1972, the Company provides for gratuity a non funded defined benefit retirement plan covering all employees. The plan, subject to the provisions of the Act, provides a lump sum payment to vested employees at retirement or termination of employment of an amount based on the respective employees salary and the years of employment with the Company. The Company estimates its liability on adhoc basis in the interim financial reports and on an actuarial valuation basis as at the end of the year carried out by an independent actuary, and is charged to Profit and Loss Account in accordance with AS- 15(revised).
- c) **Leave encashment** :- cost is a defined benefit, and is accrued on adhoc basis in the interim financial reports and on an actuarial valuation basis as at end of the year carried out by an independent actuary, and is charged to Profit and Loss Account in accordance with AS- 15(revised).

**1.11 Taxes on Income**

In the view of accumulated losses and erosion in the value of net worth Deferred Tax Assets has not been provided in the books of accounts keeping in view of the prudence concept as per Accounting Standards 22 issued by the Institute of Chartered Accountants of India.

**1.12 Contingent liabilities**

All liabilities have been provided for in the accounts except liabilities of contingent nature, which have been disclosed at their estimated value in the notes on accounts.

**1.13 Earning per share**

Basic Earnings per share are calculated by dividing the net profit or loss before extraordinary income for the period attributable to equity shareholder by (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share net profit or loss before extraordinary income for the period attributable to equity shareholder and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**1.14 Provisions**

A provision is recognized when a present obligation was a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet and adjusted to reflect the current best management estimates.

*Notes forming part of Financial Statements*

**Note : 2.1 Share Capital**

Sr. No	Particulars	March 31, 2017	March 31, 2016
	<b>Authorised Capital</b> 6,500,000 (65,00,000) Equity Shares of Rs. 10 each.	65,000,000	65,000,000
		65,000,000	65,000,000
	<b>Issued and Subscribed Share Capital</b> 6,059,050 (6,059,050) Equity Shares of Rs. 10 each, Fully paid up	60,590,500	60,590,500
		60,590,500	60,590,500
	<b>Paidup Share Capital</b> 6,059,050 (6,059,050) Equity Shares of Rs. 10 each, Fully paid up	60,590,500	60,590,500
	<b>Total</b>	<b>60,590,500</b>	<b>60,590,500</b>

**2.1.1** The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2017 and March 31, 2016 is set out below

Sr. No	Particulars	<b>March 31, 2017</b>		<b>March 31, 2016</b>	
		<u>Number of Shares</u>	<u>Amount</u>	<u>Number of Shares</u>	<u>Amount</u>
1	Balances at the beginning of the year	6,059,050	60,590,500	6,057,250	60,572,500
2	Add : Forfeited Shares issued during the year			1,800	18,000
	<b>Balance as at the end of the year</b>	<b>6,059,050</b>	<b>60,590,500</b>	<b>6,059,050</b>	<b>60,590,500</b>

**2.1.2** The detail of shareholders holding 5 percent or more shares in the company are as under :-

Sr. No	Name of Shareholder	<b>March 31, 2017</b>		<b>March 31, 2016</b>	
		<u>Number of Shares</u>	<u>Amount</u>	<u>Number of Shares</u>	<u>Amount</u>
1	Lokesh Tayal (9.03%)	547,150	5,471,500		
2	Vishal Tayal (8.11%)	491,584	4,915,840		
3	Parmod Kumar Gupta (9.92%)	600,825	6,008,250		
4	Hans Kolbe & Company (8.79 %)	532,500	5,325,000	532,500	5,325,000
5	Renu Bhagat (27.02%)			1,636,878	16,368,780
	<b>Total</b>	<b>2,172,059</b>	<b>21,720,590</b>	<b>2,169,378</b>	<b>21,693,780</b>

**Note : 2.2 Reserve & Surplus**

Sr. No	Particulars	March 31, 2017	March 31, 2016
	<b>Surplus in Profit &amp; Loss Account</b> Balance at the beginning of the year Add: Profit / (Loss) for the period Add: Miscellaneous expenditure tfd.	(101,646,513) (1,141,346) (5,123,444)	(94,233,587) (7,412,926)
	<b>Total</b>	<b>(107,911,303)</b>	<b>(101,646,513)</b>

**Note : 2.3 Long Term Borrowings**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	<b>Loans and Advances from related parties</b>		
	Unsecured Loans	98,917,752	98,560,031
2	<b>Loans and Advances from others</b>		
	Unsecured Loans	11,500,000	
	<b>Total</b>	<b>110,417,752</b>	<b>98,560,031</b>

**Note : 2.4 Long Term Provisions**

Sr. No	Particulars	March 31, 2017	March 31, 2016
	Provision for employee benefits		
	(i) Gratuity	3,018,401	2,662,954
	(ii) Leave Encashment	377,131	300,354
	<b>Total</b>	<b>3,395,532</b>	<b>2,963,308</b>

**Note : 2.5 Trade Payables**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Trade Payables for Raw Material	11,762,259	6,848,425
2	Trade Payables for services	1,253,727	1,049,519
	<b>Total</b>	<b>13,015,986</b>	<b>7,897,944</b>

**Note : 2.6 Other Current Liabilities**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Statutory Dues	454,312	426,197
2	Others - Expenses Payable	2,666,178	1,785,183
	<b>Total</b>	<b>3,120,490</b>	<b>2,211,380</b>

**Note : 2.7 Short Term Provisions**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	<b>Provision For Employees Benefits</b>		
	Gratuity (Refer Note No.2.1)	430,316	310,655
	Leave Encashment (Refer Note No.2.2)	58,881	31733
	Bonus	985,188	665,829
2	<b>Others</b>		
	For Excise duty on Closing Inventory	1,051,398	1,085,682
	Electricity Expenses	763,630	800,898
	Telephone Expenses	1,383	5,404
	<b>Total</b>	<b>3,290,796</b>	<b>2,900,201</b>

**Notes forming part of Financial Statements**

**Note : 2.8 Tangible Assets**

Sr. No	Particulars	Gross Block			Depreciation during the year	Adjustment during the year	Value at the end	As on March 31, 2017	Net Block
		Value at the beginning	Addition during the year	Deduction during the year					
<b>Tangible Assets</b>									
(a)	Land -Free Hold Buildings	651,061	-	-	651,061	-	-	651,061	651,061
(b)	-Factory Building(including Staff Housing)	8,648,928	3,746,878	12,395,806	6,820,427	341,397	-	5,233,982	1,828,501
	Work in progress building	1,867,424	1,867,424	-	-	-	-	-	1,867,424
(c)	Plant and Machinery -Plant and Machinery	131,004,552	9,034,419	140,038,971	126,711,156	908,785	127,619,941	12,419,031	4,293,396
	-Computer	375,336	70,525	445,861	287,376	61,757	349,333	96,528	87,760
(d)	Furniture & Fixtures	1,016,823	44,985	-	1,061,808	1,001,422	6,823	1,008,245	53,563
(e)	Vehicle	849,006	136,738	-	849,006	-	1	849,005	1
(f)	Office Equipments	1,431,740	-	1,588,473	1,344,216	14,134	1,358,350	210,128	87,524
<b>TOTAL</b>		<b>145,844,870</b>	<b>13,033,545</b>	<b>1,867,424</b>	<b>157,010,991</b>	<b>137,013,803</b>	<b>1,332,886</b>	<b>1</b>	<b>138,346,698</b>
<b>figures for the previous year</b>		<b>147,649,829</b>	<b>1,911,839</b>	<b>3,716,798</b>	<b>145,844,870</b>	<b>139,498,359</b>	<b>1,044,257</b>	<b>3,528,813</b>	<b>137,013,803</b>
									<b>8,831,067</b>
<b>8,831,067</b>									

2.8.1 Fixed assets installed and put to use have been certified by the management and relied upon by the auditors, being a technical matter

**Note :2.9 Non-Current Investment**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	<u>Other Investments -Unquoted</u> Investment in Equity instrument of Shivalik Solid Waste Management Ltd. (Other Entities) 10,000 Equity shares of Rs.10 each (At cost)	100,000	100,000
	<b>Total</b>	<b>100,000</b>	<b>100,000</b>

**Note :2.10 Long Term Loans and Advances**

Sr. No	Particulars	March 31, 2017	March 31, 2016
	<u>Unsecured, Considered good</u> Security Deposit	1,273,511	1,244,802
	<b>Total</b>	<b>1,273,511</b>	<b>1,244,802</b>

**Note :2.11 Other Non-Current Assets**

Sr. No	Particulars	March 31, 2017	March 31, 2016
	<u>Unamortised Expenditure</u> - Preliminary Expenses - Foreign Training and Technician Expenses - Technical Know How Fees - Public Issue Expenses - Right Issue Expenses		69,905 98,399 2,541,788 1,755,026 658,327
	<b>Total</b>	-	<b>5,123,445</b>

**Note : 2.12 Inventories**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	As certified and valued by the management on which auditors have relied		
2	Raw Material	11,304,363	9,771,137
3	Work-in-progress	12,536,407	8,685,365
4	Finished Goods	10,025,085	10,058,754
	Others- Stores and Spares	2,226,168	2,215,757
	<b>Total</b>	<b>36,092,023</b>	<b>30,731,013</b>

**2.12.1 Details of Finished Goods**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Printed Circuit Board	10,025,085	10,058,754
	<b>Total</b>	<b>10,025,085</b>	<b>10,058,754</b>

**2.12.2 Details of Work-in-Progress**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Printed Circuit Board	12,536,407	8,685,365
	<b>Total</b>	<b>12,536,407</b>	<b>8,685,365</b>

Note : 2.13 Trade Receivables

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	<b>Unsecured, considered good</b> Outstanding for a period exceeding than six months from the date they were due for payment	5,781,864	6,160,003
2	Other Trade receivables	18,786,141	18,653,321
	<b>Total</b>	<b>24,568,005</b>	<b>24,813,324</b>

2.13.1 The Due date of payment is the date of issue of invoice.

Note : 2.14 Cash & Bank Balances

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	<b>Cash &amp; Cash Equivalent</b> Balance with Banks	140,936	114,130
2	Cash-in-hand	38,623	40,764
	<b>Total</b>	<b>179,559</b>	<b>154,894</b>

Note : 2.15 Short Terms Loans and Advances

Sr. No	Particulars	March 31, 2017	March 31, 2016
(a)	<b>Unsecured , Considered Good</b> Loans and advances to employees	10,184	7,867
(b)	Prepaid Expenses	165,902	194,545
(c)	<b>Balances with Government Authorities</b> - Cenvat Receivable - Service Tax Recoverable - VAT Recoverable - TDS Recoverable - FBT Receivables - Income Tax Paid (Receivable 1992-93) - Deposit agst power protest	552,484 10,212 103,393 15,540 163,810 248,800	121,975 55,403 6,380 103,528 15,540 163,810 248,800
(d)	<b>Others Advances</b> - Advance to Suppliers - Advance for Services - Advance against C Forms	3,551,572 132,789 26,615	1,243,529 68,700 19,739
	<b>Total</b>	<b>4,981,301</b>	<b>2,249,816</b>

Note : 2.16 Other Current Assets

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Balance in PLA	51,060	195,612
2	DEPB Receivable		32,879
3	Dividend Receivable	10,000	
	<b>Total</b>	<b>61,060</b>	<b>228,491</b>

Note : 2.18 Revenue from Operations

Sr. No	Particulars	March 31, 2017	March 31, 2016
1 2	<b>Sale of Products</b>		
	Finished goods	100,562,161	84,971,910
	Other Operating Revenue	325,251	609,336
	Less : Excise Duty	100,887,412	85,581,246
		10,594,999	9,434,759
	<b>Total</b>	<b>90,292,413</b>	<b>76,146,487</b>

**2.18.1 Detail of Sales - Finished Goods**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Printed Circuits Board	100,562,161	84,971,910
	<b>Total</b>	<b>100,562,161</b>	<b>84,971,910</b>

**2.18.2 Detail of Other Operating Revenue**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Sale of Scrap	325,251	609,336
	<b>Total</b>	<b>325,251</b>	<b>609,336</b>

Note : 2.19 Other Income

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Dividend on shares	10,000	10,000
2	Interest on Security Deposits	95,457	96,701
3	Interest on Income Tax refund	397	359
4	Interest received - customers	385,224	
5	Other Income	642,279	
6	Sundry Balances written off		5,164
7	Profit on sale of assets		2,015
8	Net gain on foreign currency transactions and translation	69,393	50,094
9	Liabilities written back	475,365	167,315
	<b>Total</b>	<b>1,678,115</b>	<b>331,648</b>

Note : 2.20 Cost of Material Consumed

Sr. No	Particulars	March 31, 2017	March 31, 2016
	Opening Stock	8,685,364	9,721,302
	Add : Purchases	65,593,611	51,979,725
	Closing Stock	74,278,975	61,701,027
	<b>Total</b>	<b>11,304,363</b>	<b>8,685,364</b>
	<b>Total</b>	<b>62,974,612</b>	<b>53,015,663</b>

**2.20.1 Material consumed comprises:-**

Sr. No	Particulars	March 31, 2017	March 31, 2016
	<b>Material consumed comprises:-</b>		
1	Copper clade Laminates	29,276,563	24,377,505
2	Other Chemicals and consumables etc	33,698,049	28,638,158
	<b>Total</b>	<b>62,974,612</b>	<b>53,015,663</b>

**Note : 2.21 Change in Inventories**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Opening Inventory of Finished Goods	9,771,137	8,200,261
2	Closing Inventory of Finished Goods	10,025,085	9,771,137
	<b>Sub-total (a)</b>	(253,948)	(1,570,876)
1	Opening Inventory of Work-in-Progress	10,058,754	11,484,933
2	Closing Inventory of Work-in-Progress	12,536,407	10,058,754
	<b>Sub-total (b)</b>	(2,477,653)	1,426,179
	<b>Total [a+b]</b>	(2,731,601)	(144,697)

**Note : 2.22 Employment Benefit Expenses**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Salaries and bonus	10,230,199	9,724,030
2	Contribution to provident and other funds	744,066	712,996
3	Staff welfare	575,116	448,379
	<b>Total</b>	<b>11,549,381</b>	<b>10,885,405</b>

**Note : 2.23 Finance Costs**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Interest Expenses on - Borrowings	552,453	249,315
	<b>Total</b>	<b>552,453</b>	<b>249,315</b>

**Note : 2.24 Depreciation & Amortised Cost**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Depreciation	1,332,895	1,044,257
	<b>Total</b>	<b>1,332,895</b>	<b>1,044,257</b>

**Note : 2.25 Other Expenses**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Consumption of stores and spare parts	1,114,624	1,270,039
2	Consumption of packing materials	270,897	220,896
3	Increase / (decrease) of excise duty on inventory	(34,284)	174,542
4	Power and fuel	8,794,289	8,900,407
5	Repairs and maintenance - Buildings	1,313,481	1,569,630
6	Repairs and maintenance - Machinery	1,518,871	1,376,819
7	Repairs and maintenance - Others	194,324	188,321
8	Bad Debts & Debit balances w/off	636,081	256,620
9	Insurance	43,463	42,908
10	Rates and taxes	9,550	4,640
11	Communication Expenses	218,162	192,024
12	Travelling and conveyance	119,974	92,621
13	Printing and stationery	188,699	192,921
14	Freight and forwarding	372,565	251,347

15 Business promotion	-	7,270
16 Legal and professional	1,024,649	706,754
17 Payments to auditors (Refer Note (i) below)	45,000	40,075
18 Security Charges	744,480	719,564
19 Pollution Control Expenses	135,796	171,365
20 Publishing Charges	71,883	132,603
21 Vehicle running and maintenance	23,488	23,632
22 Freight & Cartage Inward	621,095	569,610
23 Directors Meeting Exp.	59,000	59,000
24 Miscellaneous expenses	151,152	63,278
24 Bank Charges	115,853	93,539
25 Acturial Loss recognised	430,689	631,031
26 Listing Fees	200,000	200,000
27 Rent	30,000	
28 TDS Demand	16,080	
29 Commission on sales	311,224	
30 Penalty BSE	324,979	
31 Compensation Expenses	244,440	355,483
32 Sales Tax demand		266,880
33 Share Transfer / Demat Expenses	99,812	50,700
<b>Total</b>	<b>19,410,316</b>	<b>18,824,519</b>

**(i) Payment to the auditors comprises**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	As auditors - statutory audit	45,000	40,075
2	For taxation matters	-	-
	<b>Total</b>	<b>45,000</b>	<b>40,075</b>

**(ii) Detail of Prior Period Expenses**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Interest		4,817
2	Medical reimb		7,823
3	Membership fee	8,989	
4	Pollution Control Expenses	13,689	3,960
5	Telephone exp	1,140	
	<b>Total</b>	<b>23,818</b>	<b>16,600</b>

**Note : 2.26 Earning per share**

Sr. No	Particulars	March 31, 2017	March 31, 2016
1	Net profit as per Statement of Profit & Loss	(1,141,346)	(7,412,926)
2	Net profit available to Equity Share holders	(1,141,346)	(7,412,926)
3	No. of Equity shares at year end	6,059,050	6,059,050
	Weighted Average number of Equity shares used as		
4	Denominator for calculating EPS	6,059,050	6,059,050
5	Basic and Diluted Earning per share	-0.19	-1.22
6	Face value per Equity Share	10	10

**2. NOTES TO ACCOUNTS****2.1 Gratuity-**

The Provision of gratuity has been provided on the basis of the actuarial valuer's certificate. The Principal assumptions used in actuarial are as below:-

**2.1 a: Table Showing Changes in Present Value of Obligations:**

Period	From: 4/1/2016 To: 3/31/2017	From: 4/1/2015 To: 3/31/2016
Present value of the obligation at the beginning of the period	29,73,609	26,89,288
Interest cost	2,23,021	2,15,143
Current service cost	2,07,456	1,82,934
Benefits paid (if any)	(2,94,125)	(5,11,366)
Actuarial (gain)/loss	3,38,756	3,97,610
Present value of the obligation at the end of the period	34,48,717	29,73,609

**2. 1 b: Key results (The amount to be recognized in the Balance Sheet):**

Period	As on: 3/31/2017	As on: 3/31/2016
Present value of the obligation at the end of the period	34,48,717	29,73,609
Fair value of plan assets at end of period	0	0
Net liability/(asset) recognized in Balance Sheet and related analysis	34,48,717	29,73,609
Funded Status	(34,48,717)	(29,73,609)
Best estimate for contribution during next Period	280,070	

**2.1 c Expense recognized in the statement of Profit and Loss:**

Period	From: 4/1/2016 To: 3/31/2017	From: 4/1/2015 To: 3/31/2016
Interest cost	2,23,021	2,15,143
Current service cost	2,07,456	1,82,934
Expected return on plan asset	(0)	(0)
Net actuarial (gain)/loss recognized in the period	3,38,756	3,97,610

Expenses to be recognized in the statement of profit and loss accounts	7,69,233	7,95,687
--	----------	----------

**2.1 d Experience adjustment:**

Period	From: 4/1/2016 To: 3/31/2017	From: 4/1/2015 To: 3/31/2016
Experience Adjustment (Gain ) / loss for Plan liabilities	2,08,546	3,97,610
Experience Adjustment Gain / (loss ) for Plan assets	0	0

**2.1 e: Summary of membership data at the date of valuation and statistics based thereon:**

Period	As on: 3/31/2017	As on: 3/31/2016
Number of employees	58	60
Total monthly salary	4,59,351	4,29,868
Average Past Service(Years)	13.9	13.6
Average remaining working lives of employees(Years)	14.9	15.4
Average Age(Years)	43.1	42.6
Weighted average duration (based on discounted cash flows) in years	9	
Average monthly salary	7,920	

**2.1 f : The assumptions employed for the calculations are tabulated:**

Discount rate	7.50 % per annum	8.00 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Expected rate of return	0	0
Withdrawal rate (Per Annum)	2.00% p.a.	2.00% p.a.

**2.1 g : Benefits valued:**

Normal Retirement Age	58 Years	58 Years
Salary	Terminal Basic Salary (Excluding all other Allowances and Perquisites)	Terminal Basic Salary (Excluding all other Allowances and Perquisites)
Vesting Period	5 Years of service	5 Years of service

Benefits on Normal Retirement	15/26 * Salary * Number of completed Years of Service	15/26 * Salary * Number of completed Years of Service
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	Without limit	Without limit

**2.1 h : Current liability:**

Period	As on: 3/31/2017	As on: 3/31/2016
Current Liability (Short Term)*	4,30,316	3,10,655
Non Current Liability (Long Term)	30,18,401	26,62,954
Total Liability	34,48,717	29,73,609

\* Current Liability: It is probable outlay in next 12 months as required by the Companies Act.

**2.2 Leave Encasement :-**

The Provision of leave encashment has been provided on the basis of the actuarial valuer's certificate. The Principal assumptions used in actuarial are as below:-

**2.2 a: Table Showing Changes in Present Value of Obligations:**

Period	From: 4/1/2016 To: 3/31/2017	From: 4/1/2015 To: 3/31/2016
Present value of the obligation at the beginning of the period	3,32,087	2,86,517
Interest cost	24,907	22,921
Current service cost	41,000	33,739
Benefits paid (if any)	(53,915)	(2,44,511)
Actuarial (gain)/loss	91,933	2,33,421
Present value of the obligation at the end of the period	4,36,012	3,32,087

**2.2 b : Key results (The amount to be recognized in the Balance Sheet):**

Period	As on: 3/31/2017	As on: 3/31/2016
Present value of the obligation at the end of the period	4,36,012	3,32,087
Fair value of plan assets at end of period	0	0
Net liability/(asset) recognized in Balance Sheet and related analysis	4,36,012	3,32,087
Funded Status	(4,36,012)	(3,32,087)
Best estimate for contribution during next Period	8152	

**2.2 c: Expense recognized in the statement of Profit and Loss:**

Period	From: 4/1/2016 To: 3/31/2017	From: 4/1/2015 To: 3/31/2016
Interest cost	24,907	22,921
Current service cost	41,000	33,739
Expected return on plan asset	(0)	(0)
Net actuarial (gain)/loss recognized in the period	91,933	2,33,421
Expenses to be recognized in the statement of profit and loss accounts	1,57,840	2,90,081

**2.2 d Experience adjustment:**

Period	From: 4/1/2016 To: 3/31/2017	From: 4/1/2015 To: 3/31/2016
Experience Adjustment (Gain ) / loss for Plan liabilities	75,324	2,33,421
Experience Adjustment Gain / (loss ) for Plan assets	0	0

**2.2 e : Summary of membership data at the date of valuation and statistics based thereon :**

Period	As on: 3/31/2017	As on: 3/31/2016
Number of employees	58	60
Total monthly salary	7,23,028	6,00,474
Average Past Service(Years)	13.9	13.6
Average remaining working lives of employees(Years)	14.9	15.4
Average Age(Years)	43.1	42.6
Total Leave	1,264	
Total CTC for Availment	7,23,028	
Weighted average duration (based on discounted cash flows) in years	9	
Average monthly salary	12,466	

**2.2 f: The assumptions employed for the calculations are tabulated:**

Discount rate	7.50 % per annum	8.00 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Expected rate of return	0	0
Withdrawal rate (Per Annum)	2.00% p.a.	2.00% p.a.

**2.2 g : Benefits valued:**

Normal Retirement Age	58 Years	58 Years
Salary	As per rules of the company	As per rules of the company
Benefits on Normal Retirement	1/30 * Salary * Number of leaves.	1/30 * Salary * Number of leaves.
Benefit on early exit	As above, subject to rules of the company.	As above, subject to rules of the company.
Benefit on death	As above, subject to rules of the company.	As above, subject to rules of the company.

**2.2 h: Current liability:**

Period	As on: 3/31/2017	As on: 3/31/2016
Current Liability (Short Term)*	58,881	31,733
Non Current Liability (Long Term)	3,77,131	3,00,354
Total Liability	4,36,012	3,32,087

\* Current Liability: It is probable outlay in next 12 months as required by the Companies Act.

**2. 3 Related party disclosure-****Related parties**

Sno.	Name of Related person	Relationship
1	Mr. Kapil Kumar Jain	Managing Director
2	Mr. Lokesh Tayal	Director
3	Mr. Parmod Kumar Gupta	Director
4	Mr. Vishal Tayal	Director
5	Ms. Renu Bhagat	Director
6	Mr. Chandervir Singh Juneja	Director
7	Mr. Harun Rashid Ansari	Director
8	Ms. Richa Bhansali	Director
9.	M/s Bhagat Construction Co. Pvt. Ltd.	One of the directors of the reporting company was also the director of Bhagat Construction Co. Pvt..Ltd.
10.	M/s Maya Enterprises Ltd.	<ul style="list-style-type: none"> <li>• One Director</li> <li>• and three relatives of other director in the reporting company are also Director in Maya Enterprises Ltd.</li> </ul>

1	Name of the Related Party	<b>Mr. Lokesh Tayal.</b>
2	Nature of Transaction	Office Rent
3	Nature of Relationship	Mr. Lokesh Tayal is a Director in Reporting Company.
4	Volume of Transaction	Rent Paid Rs. 30000/- (Nil)

1	Name of the Related Party	<b>BHAGAT CONSTRUCTION CO. PVT. LTD.</b>
2	Nature of Transaction	Unsecured Loan
3	Nature of Relationship	Note: There is no relationship at the reporting date but at the time of receiving the loan ,one of the directors of the reporting company was also the director of Bhagat Construction Co. Pvt.Ltd.
4	Volume of Transaction	<b>Debit in this account</b> Current Year Rs. 6,42,279/- (Nil) <b>Credit in this account</b> Current Year Rs. Nil (Nil)
5	Outstanding at the end of the year	Rs. Nil ( Rs.6,42,279 Credit)

1	Name of the Related Party	<b>MAYA ENTERPRISES LTD.</b>
2	Nature of Transaction	Unsecured Loan
3	Nature of Relationship	<ul style="list-style-type: none"> <li>• Mrs. Renu Bhagat, Director in Reporting company is also a Director in Maya Enterprises Ltd.</li> <li>• Mr. Subham Gupta, Mr. Tushar Gupta and Mr. Chaitanya Gupta are Directors In Maya Enterprises Ltd. related to Mr. Parmod Kumar Gupta who is Director in Reporting Company .</li> </ul>
4	Volume of Transaction	<b>Debit in this account</b> Current Year Rs. Nil (Rs 6,40,000/-) <b>Credit in this account</b> Current Year Rs.10,00,000/- (Rs 8,09,00,000)
5	Outstanding at the end of the year	Rs.9,89,17751.88/-CR.(Rs.9,79,17,751.88/-CR)

\* Figures in brackets represent previous year figure

**2.4 Remuneration to Directors –**

Remuneration paid to the Managing Director included in Employees Benefits Expenses are as follows:-

Description	2016-2017	(Amount in Rs) 2015-2016
Basic Salary	2,75,000	4,50,000
Contribution to Provident Funds	NIL	NIL
Medical Reimbursement	NIL	NIL
Lease Rent/House Rent Allowance	NIL	NIL
<b>Total</b>	<b>2,75,000</b>	<b>4,50,000</b>

- 2.5 The Management has decided to write off Miscellaneous Expenditure amounting to Rs.51,23,445 (Previous Year Rs. 51,23,445) Directly to reserve and surplus.
- 2.6 In the opinion of the Management, Current Assets, Loans and Advances are of the value stated, if realized in the ordinary course of business except otherwise stated. The provision for all the known Liabilities is adequate and not in excess of the amount considered reasonably necessary.
- 2.7 In respect of the dispute between the company and VHEL Industries Ltd., (Formerly known as Vikas Hybrids & Electronics Limited) the arbitrator had made an award for Rs. 12,64,930.89 towards the price of the PCBs supplied and Rs.29,55,684.00 as claim towards price of the PCBs manufactured for VHEL Industries Ltd., but not lifted by them, with interest @15% p.a. from 01.04.1993 till payment or the date of decree whichever is earlier in favour of the Company. The company VHEL has filed an application for rehabilitation with Board for Industrial and Financial Reconstruction during 2002 .The management has undertaken a time bound plan to work on recovering this amount. The Management is in the process of negotiation with the party for recovery.
- 2.8 The Company has to recover a sum of Rs. 13,37,399/- from M/s Vijaya Lakshmi Electronics Delhi. The matter is settled before Saket Court, Delhi for Rs. 12,00,000/- During the current year we have received Rs. 2,80,000/- and remaining balance Rs. 920,000/- is recoverable from as on 31.03.2017.
- 2.9 The Company has to recover a sum of Rs. 434,293/- from M/s Kortek Electronics India Ltd., Delhi. The matter is pending before District Court, Saket, Delhi for adjudication. The management is hopeful of recovering this pending amount.
- 2.9 (1) Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	<i>March 31, 2017</i>	<i>March 31, 2016</i>
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	1,271,382	1,084,236
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	NIL	NIL
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	NIL	NIL
(iv) The amount of interest due and payable for the year	NIL	NIL
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	NIL	NIL
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	NIL	NIL
<b>Total</b>	<b>1,271,382</b>	<b>1,084,236</b>

3. **Additional information :**

Additional information are as certified by the Management and relied upon by the Auditors.

a) **Licensed, installed capacity and Actual production:**

Item	Unit	Licensed Capacity	Installed Capacity	Actual Production
PCB	Sq mtr	23400	23400	21123.00
		(23400 )	(23400)	(18030.70)

b) **Raw Materials, Stores & Spares Consumed:**

**Raw Material**

S.No.	Particulars	March 31, 2017		March 31, 2016	
		Qty in Sq mtr	Rs. in Lacs	Qty in Sq mtr	Rs. in Lacs
1	Copper clad Laminates	28482	292.77	22955.60	243.78
2	Other Chemicals and consumables etc		336.98	--	286.38
	Total	28482	629.75	22955.60	530.16

**Stores and Spares**

S.No.	Particulars	March 31, 2017 Rs. in Lacs	March 31, 2016 Rs. in Lacs
1	Stores and spares	11.15	12.70
	Total	11.15	12.70

c) **Percentage of Material (Laminates) Consumed:**

Description	2016-2017		2015-2016		
	Raw Material	Percentage	Rs in Lacs	Percentage	Rs in Lacs
Imported	74.29	217.50	23.44	57.14	
Indigenous	25.71	75.27	76.56	186.64	
Total	100	292.77	100	243.78	

d) **CIF Value of Imports**

Description	2016-2017 (Rs. In Lacs)	2015-2016 (Rs. In Lacs)
Raw Material	300.32	96.82
Stores, spares & chemicals	27.35	20.17
Plant & Machinery imp	44.17	-

- e) Expenditure in Foreign Currency: NIL (NIL)  
 f) Earnings in Foreign Currency : FOB Value of Export

Description	2016-2017 (Amount in Rs.)	2015-2016 (Amount in Rs.)
FOB Value of Export	-	-

g) Sales:

Description	2016-2017		2015-2016	
	Qty (in Sq mtr)	Value (Rs. in lacs)	Qty (in Sq mtr)	Value (Rs. In lacs)
Printed Circuit Board	21214.23	1005.62	17691.68	849.72

h) Stock particulars of finished goods:

Description	Opening Stock		Closing Stock	
	Qty (in Sq mtr)	Value (Rs. in lacs)	Qty (in Sq mtr)	Value (Rs. In lacs)
Square Mtrs.	1795.84	97.71	1704.61	100.25

i) Note on disclosure regarding details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 as provided in the Table below:-

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	1,33,000/-	45,654/-	1,78,654/-
(+) Permitted receipts	-	-	-
(+) Withdrawals	-	2,48,000/-	2,48,000/-
(-) Permitted payments	-	2,25,640/-	2,25,640/-
(-) Amount deposited in Banks	1,33,000/-	-	1,33,000/-

Closing cash in hand as on 30.12.2016 - 68,014/- 68,014/-

Previous year figures have been regrouped & reclassified wherever necessary to make them comparable to the current year classification.

Figures have been rounded off to the nearest rupee.

As per our report attached

**Jawahar Kalra & Co.**

**Chartered Accountants**

**FRN. 004008N**

**Jawahar Kalra & Co.**

**Chartered Accountants**

**FRN. 004008N**

**Sd/-**

**Jawahar Kalra  
(Proprietor)**

**Membership No. 083130**

**Place : New Delhi**

**Date : 22/05/2017**

**For and on behalf of the Board of Directors**

**Sd/-  
Lokesh Tayal  
Director  
DIN -01071754**

**Sd/-  
Parmod Kumar Gupta  
Director  
DIN- 06408347**

**Sd/-  
Kapil Kumar Jain  
Managing Director  
DIN-01737305**

**Sd/-  
Vishal Tayal  
Director  
DIN- 01043995**

THIS PAGE IS INTENTIONALLY LEFT BLANK

# BCC FUBA INDIA LIMITED

Regd Office : 4km., Swarghat Road, Nalagarh-174 101, Distt. Solan, Himachal Pradesh

## ATTENDANCE SLIP

Please fill this Attendance Slip and hand it over at the entrance of the Meeting Hall

DP ID.....  
Client ID.....

Folio No.....  
No. of Shares.....

Name and Address of the Shareholder.....

I hereby record my presence at the 31st Annual General Meeting of the Company held on Wednesday, the 27th September, 2017 at 09.30 A.M. at 4km., Swarghat Road, Nalagarh-174 101, Distt. Solan, Himachal Pradesh

**Signature of Shareholder / Proxy present**

**\*Applicable for investors holding shares in electronic form.**

1. Please handover the attendance slip at the entrance of the meeting venue.
2. This attendance is valid only in case shares are held on the date of meeting
3. As per Section 118(10) of the Companies Act, 2013 read with Secretarial Standards for General Meeting issued by The Institute of Company Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting"

# BCC FUBA INDIA LIMITED

Regd Office : 4km., Swarghat Road, Nalagarh-174 101, Distt. Solan, Himachal Pradesh

## PROXY FORM

{Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014}

Name(s) of the Member(s)	
Registered Address	
Email Id	
Folio No./Client ID*	DP ID*

I/We, being the Member(s) holding.....shares of BCC FUBA India Limited hereby appoint:

1. Name:  
Address:  
E-mail ID: Signature:  or failing him/her
2. Name:  
Address:  
E-mail ID: Signature:  or failing him/her
3. Name:  
Address:  
E-mail ID: Signature:  or failing him/her

as my/ our Proxy to attend and vote for me/ us on my/ our behalf, the 31st Annual General Meeting to be held on Wednesday, the 27th September, 2017 at 09.30 A.M. at 4km., Swarghat Road, Nalagarh-174 101, Distt. Solan, Himachal Pradesh or any adjournment thereof in respect of such resolutions as are indicated below:

S. NO.	RESOLUTION	FOR	AGAINST
<b>A. ORDINARY BUSINESS</b>			
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.	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>
3.	Ratification of Appointment of Statutory Auditor under Section 139 of the Companies Act, 2013.	<input type="checkbox"/>	<input type="checkbox"/>
<b>B. SPECIAL BUSINESS</b>			
4.	Reclassification of Promoters	<input type="checkbox"/>	<input type="checkbox"/>
5.	Appointment of Mr. Lokesh Tayal (DIN 01071754) as Non-Executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
6.	Appointment of Mr. Vishal Tayal (DIN 01043995) as Non-Executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

7.	Appointment of Mr. Parmod Kumar Gupta (Din 06408347) as Non-Executive director of the Company.		
8.	Appointment of Mr. Chandervir Singh Juneja (DIN 00050410) as an Independent Director of the company		
9.	Appointment of Ms. Richa Bhansali (Din 07680199) as an Independent Women Director of the Company.		
10.	Increase in Authorised Share Capital of the Company.		
11.	Adoption of New Memorandum of Association.		
12.	Adoption of new Articles of Association.		
13.	To issue 1,00,00,000 (one crore) equity shares on preferential basis to the new promoters and selected group of persons.		
14.	To increase the borrowing limits of the company upto 50 crore.		
15.	To consider and approve the financial assistance to be availed with an option to convert into Equity Shares of the Company.		

Signed this.....day of.....2017

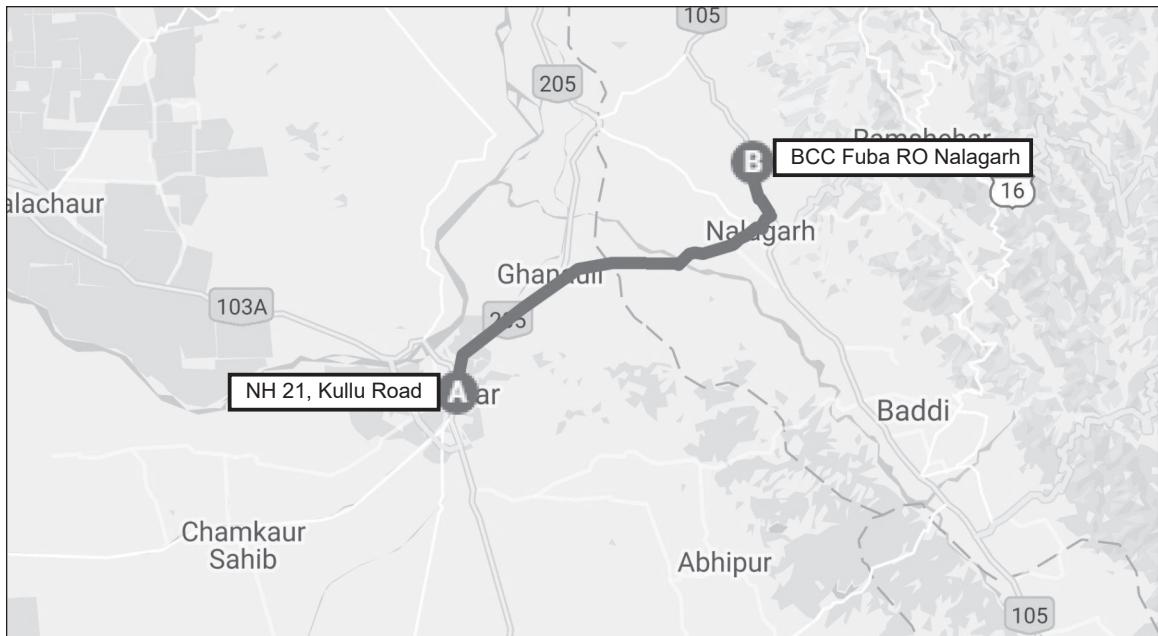
\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of proxy holder

.....  
Affix a  
Re.1/-  
Revenue  
Stamp  
.....



### NH 21 KULLU ROAD TO BCC FUBA RO NALAGARH



If undelivered please return to

**BCC FUBA INDIA LIMITED**

Regd Office : 4 Km., Swarghat Road,  
Nalagarh - 174101, Distt.-Solan (H.P.)