

## BEST & CROMPTON ENGG. LIMITED

Registered Office: 28-A, Industrial Estate (North), Ambattur, Chennai-600 098.  
CIN : L29221TN1956PLC000204

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Hundred and First Annual General Meeting of the Members of the Company will be held on Thursday, March 19, 2015 at 10.00 A.M. at Sri Thyaga Brahma Gana Sabha, Vani Mahal, (Obul Reddy Hall), 103, G.N. Chetty Road, T. Nagar, Chennai – 600 017 to transact the following business:-

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss Account for the year ended March 31, 2013, the Report of the Auditors thereon and the Report of the Directors.
2. To appoint a Director in place of Mr. M. Sinivasan (DIN No.05330943), who retires by rotation and being eligible offers himself for re-appointment
3. To appoint auditors for the Financial Year 2013-14. It is proposed to appoint the reconstituted firm of the retiring auditors, viz CNGSN and Associates LLP, Chartered Accountants, Chennai, as Statutory Auditors, from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

#### SPECIAL BUSINESS

##### Ordinary Resolution

4. To appoint Mr. S.V.Venkatesan (DIN No.00004010) as an Independent Director :  
To consider and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution :-  
“Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, Mr.S.V.Venkatesan (DIN No.00004010), who retires by rotation at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term upto 31st, March, 2019.”
5. To appoint Mr. K. Prakash (DIN No.01206592) as an Independent Director :  
To consider and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:-  
“RESOLVED THAT Mr.K.Prakash (DIN No. 01206592). who holds office upto this Annual General Meeting, being eligible offers himself for appointment, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for a term of five consecutive years upto 31st March 2019.”
6. To appoint Mr. Ravindranath Gupta (DIN No. 06591309) as an Independent Director :  
To consider and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:-  
“RESOLVED THAT Mr. Ravindranath Gupta (DIN No. 06591309), who holds office upto this Annual General Meeting, being eligible offers himself for appointment, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for a term of five consecutive years upto 31st March 2019.”

##### Special Resolution

7. To consider and if thought fit to pass with or without modification, the following Resolution as Special Resolution :-

“RESOLVED that approval be and is hereby accorded for the Company to voluntarily delist the equity shares of the Company on Madras Stock Exchange, consequent to Madras Stock Exchange opting for voluntary de-recognition and exit of such Exchange.

RESOLVED FURTHER THAT the Board of Directors of the Company be authorized to take such steps for delisting of the equity shares of the Company on Madras Stock Exchange”.

for Best & Crompton Engg. Limited  
By Order of the Board

Chennai  
December 15, 2014

V.P. THIRUMOORTHY  
Company Secretary

#### Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING.**
2. The relevant Explanatory Statement and reasons for the proposed Special Business under Item Nos. 4 to 7 above, pursuant to Section 102 of the Companies Act, 2013 and details, as required in the Listing Agreement with the Stock Exchanges, in respect of Directors seeking re-appointment / appointment at this Annual General Meeting, setting out material facts, are appended herein below.
3. The Members, who hold Shares in dematerialized form, are requested to bring their Client ID and DP ID numbers for easy identification at the Meetings.
4. The Company's Shares are listed with the Madras Stock Exchange Limited, Chennai and Bombay Stock Exchange Limited, Mumbai. The Company has paid the Listing Fee for the year 2013 – 2014 to the Stock Exchanges.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from March 12, 2015 to March 19, 2015. (both days inclusive)
6. The Ministry of Corporate Affairs (MCA) has taken “Green Initiative in the Corporate Governance” by allowing paperless compliances by companies vide its Circular Nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively, stating that service of documents, viz. Notices, Annual Reports, etc. to its Members, can be sent through electronic mode. The Members holding Equity Shares of the Company in physical form are requested to provide their e-mail addresses to the Company.
7. Members holding Equity Shares of the Company in dematerialized mode are requested to register their e-mail addresses and / or changes therein from time to time with their Depository Participants (DPs).

8. The Members are requested to notify immediately any change in their addresses to the Registrar and Transfer Agent at the following Address:-
- M/s. Integrated Enterprises (India) Limited,  
II Floor, Kences Towers,  
No.1, Ramakrishna Street,  
T. Nagar, Chennai – 600 017.  
Phone: 28140801  
e-mail : srirams@integratedindia.in
9. The Members are requested to quote Register Folio Numbers or DP ID / Client ID Numbers in all their correspondence.
10. The Members holding shares of the Company in identical order of the names in more than one folio are requested to send the details of all such folios together with the Share Certificates for consolidating the folios into one. The Share Certificates will be returned to the Members, after making necessary endorsements thereon.
11. Section 72 of the Companies Act, 2013 provides the facility of nomination to shareholders. The prescribed format, in this regard, can be obtained from the Company.
12. The Members attending the Annual General Meeting are requested to bring with them the following:-
- (i) Copy of the Annual Report.
  - (ii) The attendance slips of a person actually attending the Meeting either as a Member or as a duly registered proxy.
- The Members desiring any information are requested to write to the Company at an early date to enable the Management to keep the information ready.
13. E-Voting
- SEBI had mandated under its Circular dated 17/04/2014 that all Listed Companies should provide e-voting facility to the shareholders for participating in General Meetings;
- Accordingly, the Company is required to implement e-voting system at General Meetings and as such have engaged the services of National Securities Depository Limited (NSDL) for enabling and setting up of the e-voting platform and have authorised the Registrar & Transfer Agent, M/s. Integrated Enterprises (India) Limited, as User, to operate the e-voting system, on behalf of the Company, and have appointed Mr.V. Mahesh of V. Mahesh & Associates, Practising Company Secretaries, as Scrutinizers, to oversee the e-poll results.
- I. The instructions for Shareholders for e-voting are as under:
    - A. In case a Member receives an e-mail from National Securities Depository Limited [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)] :
      - (i) Open e-mail and open PDF file viz., “B & C Engg. Ltd. e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
      - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
      - (iii) Click on Shareholder – Login
      - (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login
      - (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      - (vi) Home page of e-voting opens; Click on e-Voting; Active Voting Cycles.
      - (vii) Select “EVEN” of Best & Crompton Engg. Ltd.
      - (viii) Now you are ready for e-voting as Cast Vote page opens.
      - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
      - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
      - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
      - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer, through e-mail to [chennaiho@vmacs.co.in](mailto:chennaiho@vmacs.co.in) or [srirams@integratedindia.in](mailto:srirams@integratedindia.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
    - B. In case a Member receives physical copy of the Notice of AGM [for Members whose e-mail IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
      - (i) Initial password is provided at the bottom of the Attendance Slip for the AGM.
      - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
  - II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - V. The e-voting period commences on Thursday, March 12, 2015 (9:00 am) and ends on Saturday, March 14, 2015 (6:00 pm). 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 February 10, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - VI. The voting rights of shareholders shall be in proportion to their shares of the Paid-up equity share capital of the Company, as on the cut-off date (record date) of February 10, 2015.
  - VII. Mr.V. Mahesh of V. Mahesh & Associates, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

Besides E voting, provision is also being made to enable other shareholders, who did not exercise voting through E voting process and who attend the Annual General Meeting, will have the opportunity to vote through ballot process.

The scrutinizer, Mr. V. Mahesh of V. Mahesh & Associates, would also be the scrutinizer, for physical voting and they would issue a combined report covering E voting and physical ballot and their report will be placed on the website within the stipulated period.

IX. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's Website: [www.bestcrompton.com](http://www.bestcrompton.com) and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of

the Company and communicated to the BSE Limited.

X. The Notice of AGM and Financial Statements are sent by Registered Post / Speed Post.

for Best & Crompton Engg. Limited  
By Order of the Board

Chennai  
December 15, 2014

V. P. Thirumoorthy  
Company Secretary

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## **Explanatory Statement Pursuant to Section 102 of Companies Act, 2013**

### **For Item No.4**

Mr. S. V.Venkatesan retires by rotation at this Annual General Meeting. A member has proposed to appoint him as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years upto 31<sup>st</sup> March, 2019. The requisite deposit from the aforesaid member has been received.

His continuation in the Board will greatly benefit the Company.

### **For Item No.5**

Mr. K.Prakash holds office upto this Annual General Meeting. It is proposed to appoint him as an independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years upto 31<sup>st</sup> March, 2019.

A member has proposed his name as Director and the requisite deposit from the said member has been received.

His continuation in the Board will greatly benefit the Company.

### **For Item No. 6**

Mr. Ravindranath Gupta holds office upto this Annual General Meeting. It is proposed to appoint him as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years upto 31<sup>st</sup> March, 2019.

A member has proposed his name as Director and the requisite deposit from the said member has been received.

His continuation in the Board will greatly benefit the Company.

The Profile relating to the persons proposed to be appointed / re-appointed as Directors has been given in the Annexure to the Notice. Keeping in view the experience and expertise of these persons, their appointment / re-appointment as Directors of the Company are commended. Notices have been received from the Members under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. M. Sinivasan for re-appointment and Mr.S.V.Venkatesan, Mr. K. Prakash and Mr.Ravindranath Gupta, for appointment as an Independent Directors of the Company in terms of Section 160 of the Companies Act, 2013.

Each of the Directors may be deemed to be interested in the Resolution relating to his appointment. The Board of Directors accordingly commends the Resolutions set out at Item Nos.2, 4, 5 and 6 of the accompanying Notice for your approval.

### **For Item No.7**

- (i) Madras Stock Exchange has informed the Company thro' it's Letter dated 12/06/2014 that a Special Resolution was passed on 26/05/2014 by the Members of Madras Stock Exchange opting for voluntary de-recognition and exit of the said Exchange and an Application was consequently made by it to SEBI for such exit on 26/05/2014.
- (ii) Madras Stock Exchange has also informed the Company that since its shares are already listed with the Bombay Stock Exchange, the Company may opt to get its securities delisted from the Madras Stock Exchange in terms of SEBI (Delisting of Equity Shares) Regulations-2009 and that the Exchange shall send all the required application and documents in this regard to the Company if the Company intimates so. In view of this, the Company has decided to voluntarily delist the equity shares from Madras Stock Exchange. Therefore, your approval is sought for such action and hence the resolution. Efforts are being made to continue the listing of the Company's shares with the Bombay Stock Exchange.

### **Inspection of Documents / Resolutions**

The Memorandum and Articles of Association of the Company and copies of Documents referred to in the items hereinabove will be available for inspection by the Members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on all working days of the Company till the day before the date of the Annual General Meeting and will also be available for inspection at the Meeting.

for Best & Crompton Engg. Limited  
By Order of the Board

Chennai  
December 15, 2014

V. P. Thirumoorthy  
Company Secretary

**Profile of Directors seeking Appointment / Re-appointment at the Annual General Meeting**

Sl. No.	Particulars	Mr. M. Sinivasan	Mr. S.V. Venkatesan	Mr.K.Prakash	Mr.Ravindranath Gupta
1.	Date of Appointment	27.07.2012	31.01.2007	21.04.2013	09.10.2014
2.	Qualifications and Expertise	Entrepreneur	B.Com CAIIB Finance and Banking	F.C.A Accounting, Banking & Project Finance and Corporate Laws.	B.E. Electronics & Communication
3.	Experience in functional area	Mr. M. Sinivasan is an Entrepreneur with varied business interests in diverse fields like Engineering, Textiles and Infrastructure related projects. He has a vast experience of over five decades in managing both manufacturing and service oriented industries abroad.	Mr. S.V. Venkatesan is a gold medalist in Commerce from Madras University. His career with State Bank of India, the largest commercial Bank in India, spanned for 24 years; he held important responsibilities in India and abroad. and had a wide international exposure. He was associated with the committee appointed by the Bank to aid in the formulation of Corporate credit policies. In 1986, Mr. Venkatesan joined the Essar Group as the Financial Controller and is now on the Board of the Group companies. He spearheads the financial function for the entire Group and has been largely responsible for the resource mobilization through Capital Markets and Institutions to fund the large capital intensive projects of the Group. He was also responsible for drafting and implementing the financial policies for FOREX Management.	He is a Chartered Accountant from Institute of Chartered Accountants of India with 30 years of experience in various companies in India and abroad. His experience spreads over core industries including Banking, Information Technology, Textiles & Garments. He has worked with Union Bank of India, Kothari Group, Thakral Kogar Group, Singapore, Mascon Global Limited and Fabindia.	Varied Experience in Engineering and Allied Industries.
4.	Directorships held in other Public Companies	—	1. India Securities Limited 2. Lanco Holdings Limited 3. Essar Power M.P. Limited	—	1. Best & Crompton Apparels Limited 2. B & C Machinery Limited 3. Crombest Precast Buildings Limited 4. Crombes Holdings Limited
5.	Memberships/ Chairmanships of Committees of other public Companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	—	Committee Member in 1 Company Committee Chairman in 1 Company	—	
6.	No. of Shares held in the Company	—	20,000	—	