

# ENBEE TRADE & FINANCE LIMITED

(CIN: L50100MH1985PLC036945)

*Regd. Office : Imambada Road, Nagpur – 440018 (Maharashtra)*

*Website : [www.enbeetrade.com](http://www.enbeetrade.com) E.Mail : [cs@bajajngp.com](mailto:cs@bajajngp.com)*

*Phone : 0712 – 2720071 – 80 ; Fax No. 0712 – 2728050*

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## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **Twenty Ninth Annual General Meeting** of the members of **M/s. ENBEE TRADE AND FINANCE LIMITED** will be held on **Monday, the 29<sup>th</sup> September, 2014 at 11.00 A.M.** at the Registered Office at Imambada Road, Nagpur– 440 018 to transact the following business:

### **Ordinary Business :-**

- 1) To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2014 and the Balance Sheet as at that date and Reports of the Auditors and Directors thereon.
- 2) To appoint a Director in place of Shri Subhashchandra Amrut Chaudhari [DIN: 00490356], who retires by rotation and being eligible offers himself for re-appointment.
- 3) To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, and other applicable provisions if any, including any statutory modifications or re-enactments thereof M/s B. Chhawchharia & Co. (Firm Regn. No. 305123E), Chartered Accountants, Nagpur the retiring statutory Auditors, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office till the conclusion of the next Annual General Meeting at a remuneration as decided by the Board of Directors of the Company.”

**Registered Office:**  
**Imambada Road,**  
**Nagpur-440 018**

**By order of the Board,**

**S.A. CHAUDHARI**  
**DIRECTOR**  
**[DIN: 00490356]**

**Place: Nagpur**  
**Dated: 11<sup>th</sup> August, 2014**

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### **NOTES :**

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. Proxies in order to be effective must be lodged at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from **20.09.2014 to 29.09.2014 (both days inclusive)**.

3. Members are requested to bring their copies of the Annual Report to the Meeting. They are also requested to avoid being accompanied by non-members and children.

4. Members are requested to notify immediately any change in their addresses quoting their Folio/Client ID No. to the Company's Registrars & Share Transfer Agents – **M/s Adroit Corporate Services (P) Ltd.** 1<sup>st</sup> Floor, 19/20 Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Mumbai – 400 059 (Maharashtra) Tel : (022) 2859 0942/4442/4428/4060, E.mail: [adroits@vsnl.net](mailto:adroits@vsnl.net)

5. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those shareholders who have registered their email ids with their respective Depository Participants or with the Registrar & Transfer Agent of the Company.

#### **6. Voting through Electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited.

The e-voting period commences on 23<sup>rd</sup> September, 2014 (9.00 AM) and ends on 24<sup>th</sup> September, 2014 (5.00 PM). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date of 30<sup>th</sup> August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after end of voting period. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**The instructions for members for voting electronically are as under :**

**In case of members receiving e-mail :**

- (i)** Open your web browser and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (ii)** Click on "Shareholders" tab.
- (iii)** Now enter your **User ID** (For CDSL : 16 digits beneficiary ID, For NSDL :8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio No. Registered with the Company) and Image Verification as displayed and then Click on "**Login**".
- (iv)** 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.
- (v)** If you are a first time user follow the steps given below :

(a) Now, fill up the following details in the appropriate boxes :

	<b>For Members Holding Shares in Demat Form</b>	<b>For Members Holding Shares in Physical Form</b>
<b>PAN *</b>	Enter your 10 Digit alpha – numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
<b>DOB #</b>	Enter the Date of Birth as recorded in your demat account or in the Company Records for the said Demat Account or Folio in DD/MM/YYYY format.	
<b>Dividend Bank Details#</b>	Enter the Dividend Bank Details as recorded in your Demat Account or in the Company records for the said demat account or folio	

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter **the number of shares held by you as on the cut off date** in the **Dividend Bank details field**.

(b) After entering these details appropriately, click on “SUBMIT” tab.

(c) Members holding shares in physical form will then reach directly to the EVSN voting screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change 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.

(d) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (vi) Click on **“Electronic Voting Sequence Number (EVSN) - 140820034** alongwith **“ENBEE TRADE & FINANCE LIMITED”**. This will take you to the voting page.
- (vii) 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.
- (viii) If you wish to view the entire Resolutions, click on the **“Resolutions File Link”**.
- (ix) 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.
- (x) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification Code & click on Forgot Password & enter the details as prompted by the system.

- (xii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- a. Please follow all steps from sr. no. (i) to sr. no. (xii) above to cast vote.
- b. The voting period begins on 23<sup>rd</sup> September, 2014 (9.00 AM) and ends on 24<sup>th</sup> September, 2014 (5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 30.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c. 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](mailto:helpdesk.evoting@cdslindia.com).

**7. Voting through Physical Ballot Form:**

In terms of Clause 35B of the Listing Agreement, the members who do not have access to e-voting are requested to fill in the Physical Ballot Form enclosed with the Notice and submit the same in a sealed envelope to the Scrutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before 24<sup>th</sup> September, 2014 (5.00 PM). The Scrutinizer's decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.

M/s B. Chhawchharia & Co. Chartered Accountants (Sanjay Agarwal, Partner) Firm Registration No. 305123E, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.

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) witness 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.

Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, voting by show of hands will not be allowed in the meeting.

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## ATTENDANCE SLIP

I ..... Folio No..... record my presence at the Twenty Ninth Annual General Meeting held on Monday, the 29<sup>th</sup> September, 2014 at 11.00 A.M. at Imambada Road, Nagpur - 440018.

Signature (s) of the Shareholder

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PROXY FORM

## FORM NO. MGT – 11

*[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the Member (s)	:	
Registered Address	:	
E-mail Id	:	
Folio/ DP ID- Client ID No.	:	

I/We being the member(s) of ..... shares of the above named Company, hereby appoint

1. Name : ..... Address .....  
.....E-mail Id ..... Signature .....  
or Failing him

2. Name : ..... Address .....  
.....E-mail Id ..... Signature .....

or Failing him

3. Name : ..... Address .....  
.....E-mail Id ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting / Extraordinary General Meeting of the Company, to be held on the ..... day of ..... at ..... (place) and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	For	Against
<b>ORDINARY BUSINESS - ORDINARY RESOLUTION :</b>			
1.	To receive, consider and adopt the Profit and Loss Account for the year ended 31 <sup>st</sup> March, 2014 and the Balance Sheet as at that date and Reports of the Auditors and Directors thereon.		
2.	To appoint a Director in place of Shri Subhashchandra Amrut Chaudhari [DIN: 00490356], who retires by rotation and being eligible offers himself for re-appointment.		
3.	Re-appointment of M/s B. Chhawchharia & Co, Chartered Accountants as Statutory Auditors of the Company.		

Affix 1 Re.  
Revenue  
Stamp

Signed this ..... Day of .....2014

Signature of Shareholder .....

Signature of Proxy holder (s).....

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 29<sup>th</sup> Annual General Meeting.
3. It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

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## PHYSICAL BALLOT FORM FOR VOTING ON AGM RESOLUTIONS :

1. Name(s) & Registered Address of the sole/first named Member :
2. Name(s) of the Joint Holder(s) , if any :
3. Registered Folio No./DP ID No & Client ID No. :
4. Number of Share(s) held :

5. I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 29<sup>th</sup> September, 2014, by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

Resolution No.	Resolutions	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To receive, consider and adopt the Profit and Loss Account for the year ended 31 <sup>st</sup> March, 2014 and the Balance Sheet as at that date and Reports of the Auditors and Directors thereon.		
2.	To appoint a Director in place of Shri Subhashchandra Amrut Chaudhari [DIN: 00490356], who retires by rotation and being eligible offers himself for re-appointment.		
3.	Re-appointment of M/s B.Chhawchharia & Co, Chartered Accountants as Statutory Auditors of the Company.		

Place :

Date :

\_\_\_\_\_  
Signature of the Member or Authorised Representative

### Notes :

- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- (ii) Last date for receipt of Physical Ballot Form : 24<sup>th</sup> September, 2014 (5.00 PM) .
- (iii) Please read the instructions printed overleaf carefully before exercising your vote.

## **INSTRUCTIONS**

### **General Instructions**

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent in physical form. If a shareholder has opted for Physical Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through Physical Ballot Form and e-voting, then vote cast through e-voting mode shall be considered and vote cast through Physical Ballot Form shall be ignored.
2. The notice of Annual General Meeting is dispatched/ e-mailed to the members whose names appear on the Register of Members as on 30<sup>th</sup> August, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through Physical Ballot form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as state below.

### **Instructions for voting physically on Ballot Form**

1. A member desiring to exercise vote by Physical Ballot should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, M/s B.Chhawchharia & Co. Chartered Accountants, by post at their own cost to reach the Scrutinizer at the Address 602, Govind Estates, Plot No. 172, Shivaji Nagar, Nagpur – 440010 (Maharashtra) on or before 24<sup>th</sup> September, 2014 at 5.00 P.M. All forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trust, societies, etc.) the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(s) duly attested.
4. The consent must be accorded by recording the assent in the column “FOR” or dissent in the column “AGAINST” by placing a tick mark (√) in the appropriate column in the Form. The Assent/ Dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Ballot Form for every Folio/ Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Ballot Form, if so required and the same duly completed should reach to Scrutinizer not later than the date specified under instruction No. 1 above.
8. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot Form except their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers' decision on the validity of the Ballot Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticket Ballot Form will be rejected.