

NOTICE

Notice is hereby given that the 44th Annual General Meeting of the members of Bhiwani Vanaspati Limited will be held on Tuesday, the 29th day of September, 2015 at 11.30 a.m. at Rasoi Court, 20 Sir R N Mukherjee Road, Kolkata – 700 001 to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the audited financial statements of the company for the financial year ended 31st March, 2015 together with the reports of the Directors' and Auditors' thereon.
2. To re-appoint M/s Bharat D. Sarawgee & Co., Chartered Accountants, Kolkata, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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 Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sumit Bhalotia (DIN:01605713), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder signifying his intention to propose the appointment of Mr. Sumit Bhalotia as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 16th October, 2019, who shall not be liable to retire by rotation.”

4. 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 Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Kusum Dadoo (DIN:06967827), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder signifying his intention to propose the appointment of Kusum Dadoo as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 31st March, 2020, who shall not be liable to retire by rotation.”

By Order of the Board

Place : Kolkata
Dated : 14th August, 2015

GOUTAM GHOSAL
DIRECTOR
DIN: 06956982

Registered Office:

'Rasoi Court'

20, Sir R N Mukherjee Road, Kolkata – 700 001

CIN: L15143WB1970PLC124721

Tel: 033 2248 0114; Fax: 033 2248 1200

E-mail : contact@bhiwani.net.in

Website: www.bhiwani.net.in

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive).
4. Members are requested to bring their attendance slips along with copies of the Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and /or be made available at the meeting.
5. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
6. The relevant documents referred to into the Notice and accompanying Statement are available for inspection by the members of the Company at the Registered Office from 10:30

A.M. to 12:30 P.M. on any working day, except Sundays up to the date of the Annual General Meeting.

7. I. In compliance with provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 44th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Securities Limited (CDSL)

II. The facility for voting through ballot or polling paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for Shareholders for voting electronically are as under:

i) The voting period begins on Thursday, 24th September, 2015 (10:00 am) and ends on Monday, 28th September, 2015 (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 (record date) of Wednesday, 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) The shareholders should log on to the e-voting website www.evotingindia.com.

iii) Click on "Shareholders" tab.

iv) Now enter your User ID: Member holding shares in Physical Form should enter Folio Number registered with the Company.

v) Next enter the Image Verification as displayed and Click on Login.

vi) If you are holding shares in demat form of any company and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii) If you are a first time user follow the steps given below:

For Members holding shares in Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. ● Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format)

Details OR Date of Birth (DOB)	as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)
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viii) After entering these details appropriately, click on “SUBMIT” tab.

ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form of any other Company 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.

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

xi) Click on the EVSN for the relevant “BHIWANI VANASPATI LIMITED” on which you choose to vote.

xii) 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.

xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiv) 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.

xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xvii) If a demat account holder has forgotten the login password then enter the user ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

IV. 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 Wednesday, 23rd September, 2015.

V. Those members, who do not have access to e-voting facility, if they so desire, may contact at the Registered Office of the Company at Rasoi Court, 20, Sir R N Mukherjee Road, Kolkata –700001 for assistance in casting the votes. Outstation members may call (033) 22480114 or email to contact@bhiwani.net.in

VI. Mrs. Vidhya Baid, Practicing Company Secretary, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three (3) days of conclusion of the meeting a consolidated scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.

8. The Results shall be declared on or after the 44th Annual General Meeting of the Company by the Chairman or by any other person duly authorized (in writing) in this regard. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bhiwani.net.in and on the website of CDSL immediately after the result is declared by the Chairman and shall also be communicated to the Stock Exchanges.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 3 & 4

Mr. Sumit Bhalotia & Ms. Kusum Dadoo was appointed as Additional Independent Directors by the Board of Directors at the meetings held on 17th October, 2014 and 31st March, 2015, respectively, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

In terms of the provisions of Section 161(1) of the said Act, Mr. Sumit Bhalotia and Ms. Kusum Dadoo would hold office up to the date of the ensuing Annual General Meeting. Mr. Sumit Bhalotia and Ms. Kusum Dadoo are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Directors, if appointed.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013 an Independent Director of a Company can be appointed for a term of 5 (five) consecutive years and shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to appoint Mr. Sumit Bhalotia and Smt. Kusum Dadoo as Independent Directors of the Company for a period upto 16th October, 2019 and 31st March 2020, who shall not be liable to retire by rotation.

Mr. Sumit Bhalotia and Ms. Kusum Dadoo have given their requisite declarations pursuant to Section 149(7) of the Companies Act, 2013, to the effect that they meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from members along with requisite deposits under section 160 of the Companies Act, 2013 proposing their candidature's for the office of Independent Director.

Keeping in view their knowledge and experience, it will be in the interest of the Company that Mr. Sumit Bhalotia and Ms. Kusum Dadoo be appointed as Independent Directors.

The Board recommends the Ordinary Resolution as set out at item Nos. 3 & 4 of the Notice for your approval.

Except, Mr. Sumit Bhalotia and Ms. Kusum Dadoo, no other Directors, Key Managerial Personnel of your Company and relatives of Directors/Key Managerial Personnel are in any way, concerned or interested, financially or otherwise in the said resolutions.

By Order of the Board

Place : Kolkata
Dated : 14th August, 2015

GOUTAM GHOSAL
DIRECTOR
DIN: 06956982

Registered Office:

'Rasoi Court'

20, Sir R N Mukherjee Road, Kolkata – 700 001

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