

notice

NOTICE is hereby given that the Seventh Annual General Meeting of the Members of BCB FINANCE LIMITED will be held on Saturday, 29th September, 2012 at 9:00 A.M. at the Registered Office of the Company at 1204, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors & Auditors' thereon.
2. To declare a Dividend on Equity Shares of the Company for the Financial Year ended on 31st March, 2012.
3. To appoint a Director in place of Mr. Haresh Sanghvi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Uttam Bagri, who retires by rotation and being eligible offers himself for re-appointment.
5. To re-appoint M/s. Mohanlal Jain & Co., Chartered Accountants, having firm registration no. 106532W, as 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 of the Company and to authorize the Board to fix their remuneration.

Place: Mumbai

By Order of the Board of Directors

Date: 14th August, 2012

Sd/-
Uttam Bagri
Managing Director

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
2. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 25th September, 2012 to Saturday 29th September, 2012 (both days inclusive).
5. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent - **Purva Shareregistry (India) Private Limited** The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
6. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect to special business annexed hereto.
7. Equity shares of the Company are under compulsory Demat trading by all Investors. Those shareholders who have not dematerialized their equity shares are advised to dematerialize their shareholding, to avoid inconvenience in future.
8. Re-appointment of Directors: At the ensuing Annual General Meeting Mr. Haresh Sanghvi and Mr. Uttam Bagri, liable for retire by rotation, and being eligible, offer themselves for re-appointment. The details pertaining to these directors required to be provided pursuant to Clause 52 of the listing agreement are furnished in the statement on Corporate Governance published elsewhere in this Annual report.
9. Members intending to seek explanation / clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
10. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.

Place: Mumbai

By Order of the Board of Directors

Date: 14th August, 2012

Sd/-
Uttam Bagri
Managing Director

Registered Office:

1204, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.