

NOTICE

NOTICE is hereby given that the One Hundred and Forty Ninth Annual General Meeting of the Members of the Corporation will be held on Wednesday, the 13th day of August, 2014 at 4:00 pm at Y B Chavan Auditorium, Gen. Jagannath Bhosle Marg, Mumbai 400 021, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Jeh Wadia (DIN: 00088831) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Messrs B S R & Co. LLP, Chartered Accountants (Registration No. 101248W), be and are hereby appointed the Statutory Auditors of the Corporation, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the sixth consecutive AGM of the Corporation (subject to ratification of the appointment by the members at every AGM held after this AGM) at a remuneration as shall be fixed by the Board of Directors in consultation with the Auditors.”

5. To appoint Branch Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 143 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Messrs. Deloitte Haskins & Sells, Chennai, Chartered Accountants (Registration No. 008072S), be and are hereby appointed as the Branch Auditors for auditing the accounts of the branches of the Corporation in South India, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the fourth consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM), at a remuneration as shall be fixed by the Board of Directors in consultation with the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to appoint for the current financial year, in consultation with the Corporation’s Auditors namely Messrs B S R & Co. LLP, in respect of the audit of the accounts of the Corporation’s branch offices outside India, a person who is either qualified for appointment as auditor of the Corporation under Section 141 of the Companies Act, 2013 or an accountant duly qualified to act as an auditor of the accounts of such branch offices in accordance with the laws of the concerned countries; and to fix the remuneration and other terms and conditions of their appointment as Branch Auditors.”

SPECIAL BUSINESS:

6. 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014

The Bombay Burmah Trading Corporation, Limited

(including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. GLS & Associates, Cost & Management Accountants, Coimbatore, (ICWA Registration No. M 4482) appointed as Cost Auditors by the Board of Directors on the recommendation of the Audit Committee, for the financial year ending 31st March, 2015 be paid remuneration of ₹ 2,00,000/- (Rupees Two lakhs only) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses.

"RESOLVED FURTHER THAT the Board of Directors of the Corporation be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

7. 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 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement(s), (including any statutory modification (s) or re-enactment thereof, for the time being in force) Mr. A. K. Hirjee (DIN: 00044765), a Non-Executive Director of the Corporation who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Corporation has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Corporation, for a term of five consecutive years with effect from 13th August, 2014 upto 12th August, 2019."

8. 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 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. M. L Apte (DIN: 00003656), a Non-Executive Director of the Corporation who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Corporation has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Corporation, for a term of five consecutive years with effect from 13th August, 2014 upto 12th August, 2019."

9. 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 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. D. E. Udawadia (DIN: 00009755), a Non-Executive Director of the Corporation who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Corporation has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Corporation, for a term of five consecutive years with effect from 13th August, 2014 upto 12th August, 2019."

10. 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 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies

(Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. P. K. Cassels (DIN: 00629078), a Non-Executive Director of the Corporation who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Corporation has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Corporation, for a term of five consecutive years with effect from 13th August, 2014 upto 12th August, 2019.”

11. 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 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. B. N. B. Tao (DIN: 00629007), a Non-Executive Director of the Corporation who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Corporation has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Corporation, for a term of five consecutive years with effect from 13th August, 2014 upto 12th August, 2019.”

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that in supersession of the Resolution passed at the Annual General Meeting of the Corporation held on 31st July, 2007, and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Corporation be and is hereby accorded to the Board of Directors (‘the Board’) to borrow from time to time, apart from temporary loans obtained from the Corporation’s bankers in the ordinary course of business, such sum or sums of money as they may deem necessary for the purpose of the business of the Corporation, not exceeding at any time the sum of ₹ 600 crores over and above the aggregate of the paid-up capital of the Corporation and its free reserves, that is to say, reserves not set apart for any specific purpose on such terms and conditions as the Board may deem fit notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Corporation, apart from temporary loans obtained from the Corporation’s bankers in the ordinary course of business will exceed the aggregate of the paid up capital of the Corporation and its free reserves that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting of the Corporation held on 28th July, 2009, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time consent of the Corporation be and is hereby accorded to the Board of Directors (‘the Board’) for creating such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Corporation on all or any movable and immovable properties of the Corporation wherever situated, both present and future, on such terms, at such time, in such form and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Corporation in certain events, to

The Bombay Burmah Trading Corporation, Limited

or in favour of banks, financial institutions, Insurance Companies, Investment Institutions, other investing agencies, bodies corporate, debenture trustees or any other secured lenders ('the lenders') to secure repayment of any loans and/or any other financial assistance and/or guarantee facilities already obtained or any other indebtedness incurred by the Corporation upto an amount not exceeding ₹ 600 crores over the aggregate of the paid-up capital and free reserves of the Corporation apart from temporary loans obtained from the Corporation's bankers in the ordinary course of business.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise and execute documents, instruments and writings for creating aforesaid mortgage/charge and to do all such acts, deeds, matters and things as may be considered necessary for giving effect to the aforesaid Resolution and to resolve any question, difficulty or doubt which may arise in relation thereto, in the best interest of the Corporation."

By Order of the Board,

N. H. DATANWALA
Vice President Corporate &
Company Secretary

Registered Office:

9, Wallace Street, Fort,
Mumbai 400 001

Date: 27th May, 2014

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE CORPORATION. However, a person may act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Corporation. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Corporation carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.

The instrument of proxy in order to be effective, should be deposited at the Registered offices of the Corporation, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to the Special Business at the meeting, is annexed hereto as Annexure I.
3. Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are hereto annexed as Annexure II.
4. The Register of Members and the Share Transfer Books of the Corporation will be closed from Saturday, 2nd August, 2014 to Wednesday, 13th August, 2014 (both days inclusive).
5. Dividend, if declared at the Annual General Meeting, shall be paid to the members on or after Wednesday, 20th August, 2014 to those members whose names appear on the Register of Members of the Corporation after giving effect to all valid share transfers lodged with the

Corporation's Registrar & Share Transfer Agents, M/s. Sharepro Services (India) Pvt. Ltd. on or before 1st August, 2014 in respect of shares held in physical form. In respect of shares held in electronic form, the dividend will be paid on or after Wednesday, 20th August, 2014 to the beneficial owners of shares as at the closing hours of 1st August, 2014 as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.

6. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their demat accounts, and to the Corporation's Registrar & Share Transfer Agents, M/s. Sharepro Services (India) Pvt. Ltd. (Sharepro), at 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai 400 072, or at 912 Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai 400 021, in respect of their physical shareholdings quoting their folio numbers.
7. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/NECS) facility should mandatorily be used by Companies for distribution of dividend to its members. In order to avail the facility of ECS/NECS, members holding shares in physical form are requested to provide bank account details to the Corporation or its Registrar and Share Transfer Agents.

Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Corporation for payment of dividend. The Corporation or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

8. Pursuant to the provisions of Sections 205A and 205C and other applicable provisions of the Companies Act, 1956, dividends for the financial year ended 31st March, 2007 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the respective dates of transfer to the unpaid dividend account of the Corporation are due for transfer to the Investor Education & Protection Fund (IEPF) on the dates given in the table below:

Financial Year	Date of Declaration of Dividend	Last date for claiming unpaid dividend	Due date for transfer to IEPF
2006-2007	31.07.2007	30.07.2014	5.09.2014
2007-2008	30.07.2008	29.07.2015	4.09.2015
2008-2009	28.07.2009	27.07.2016	2.09.2016
2009-2010	10.08.2010	9.08.2017	15.09.2017
2010-2011	5.08.2011	4.08.2018	10.09.2018
2011-2012	8.08.2012	7.08.2019	13.09.2019
2012-2013	7.08.2013	6.08.2020	12.09.2020

Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim to the Registrars at either of the aforesaid addresses immediately quoting their folio number/DP ID & Client ID.

10. Members holding shares in physical form may avail themselves of the facility of nomination in terms of section 72 of the Companies Act, 2013 by nominating a person to whom their securities shall vest in the event of their death. The prescribed form may be obtained from the Corporation's Registered Office at 9, Wallace Street, Fort, Mumbai 400 001 or from the Registrars.

The Bombay Burmah Trading Corporation, Limited

11. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents through electronic mode.

In the spirit of the above circulars and as part of the Corporation's Green Initiative, the Corporation may propose to send documents like Notice convening General Meetings, Financial Statements, Directors' Report, etc. to the e-mail address provided by the members. We therefore appeal to the members to be a part of the said 'Green Initiative' and request the members to provide/update their email addresses giving their Registered Folio Number and/or DP ID/Client ID to the dedicated email address at bombayburmah@shareproservices.com or login at Sharepro's website <http://www.shareproservices.com> and register their request. Members are also informed that the full text of all Notices, Reports etc. sent by email to them will also be made available on our website (www.bbtcl.com).

12. SEBI has also mandated the submission of Permanent Account Number (PAN) by members. Therefore, members holding shares in physical form are requested to submit their PAN to the Corporation or Sharepro and members holding shares in electronic form may submit their PAN to their respective Depository Participants.
13. Members intending to require information about the Financial Statements, to be explained at the Meeting are requested to inform the Corporation at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
14. Members/Proxies attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
15. Members are requested to bring their copy of the Annual Report to the meeting.

16. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Corporation is pleased to provide the facility to exercise members' right to vote at the 149th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

In case of members receiving email:

The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Company "The Bombay Burmah Trading Corporation Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Corporation (6 digit AlphaNumeric).
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form 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 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) <input type="checkbox"/> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the demat account/folio number in the PAN field. <input type="checkbox"/> In case the folio 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 folio number R12345 then enter RA00R12345 in the PAN field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Corporation's records for the said demat account or folio. <input type="checkbox"/> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or the Corporation, please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (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 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 Company "The Bombay Burmah Trading Corporation Ltd." 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.

The Bombay Burmah Trading Corporation, Limited

(xvii) If Demat account holder has forgotten the same 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 Institutional Shareholders & Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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 they have to create 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 should be, mailed to 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:

Please follow all steps from sl no. (i) to sl no. (xvi) above to cast vote.

17. The e-voting period commences on 7th August, 2014 (9:00 am) and ends on 9th August, 2014 (6:00 pm). During this period shareholders of the Corporation holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
18. 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.
19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Corporation as on the cut-off date ie. 11th July, 2014.
20. Mr. Tushar Sridharani, Practising Company Secretary, (Membership No. FCS 2690) has been appointed as the Scrutinizer to scrutinize the evoting process in a fair and transparent manner.
21. 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 Corporation and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Corporation.
22. The Results declared alongwith the Scrutinizer's Report shall be placed on the Corporation's website www.bbtcl.com and on the website of CDSL within two(2) days of declaration of results at or after the AGM and communicated to the Stock Exchanges.
23. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

By Order of the Board,

N. H. DATANWALA
Vice President Corporate &
Company Secretary

Registered Office:

9, Wallace Street, Fort,
Mumbai 400 001

Date: 27th May, 2014

ANNEXURE I TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

The Board of Directors on the recommendation of the Audit Committee have approved the appointment M/s. GLS & Associates, Cost & Management Accountants, Mumbai, (ICWA Registration No. 4482) as Cost Auditors at a remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit for the financial year 2014-15. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered office of the Corporation during 11.00 A.M. to 1.00 P.M. on all working days and shall also be available at the meeting.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for approval of the remuneration payable to Cost Auditors for the financial year ending 31st March, 2015.

None of the Directors and Key Managerial personnel of the Corporation or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommends the resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item Nos. 7 to 11

Mr. A. K. Hirjee, Mr. M. L. Apte, Mr. D. E. Udawadia, Mr. P. K. Cassels and Mr. B. N. B. Tao (herein after collectively referred to as "Independent Directors of the Corporation") are Independent Directors of the Corporation.

The Securities and Exchange Board of India (SEBI) has proposed amendment to Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. A. K. Hirjee, Mr. M. L. Apte, Mr. D. E. Udawadia, Mr. P. K. Cassels and Mr. B. N. B. Tao as Independent Directors under Section 149 of the Companies Act, 2013 ("the Act") and Clause 49 of the Listing Agreement (including any statutory modification(s) or reenactment thereof) to hold office for a term 5 (five) consecutive years from 13th August, 2014 upto 12th August, 2019.

The Independent Directors of the Corporation are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

In the opinion of the Board, Mr. A. K. Hirjee, Mr. M. L. Apte, Mr. D. E. Udawadia, Mr. P. K. Cassels and Mr. B. N. B. Tao fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement.

The Corporation has received notices in writing from member(s) alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of these Directors for the office of Independent Directors of the Corporation. The Corporation has also received declarations from the said Directors that they meet with the criteria of independence as prescribed both under section 149(6) of the Act and Clause 49 of the Listing Agreement.

The Board considers that each of the aforesaid Directors, by virtue of their respective experience and expertise, are in a position to render valuable service to the Corporation as they have done in the past. The Board accordingly recommends that their appointment as Independent Directors be approved by the members at the ensuing Annual General Meeting.

Brief resume of the aforesaid Directors, nature of their expertise in functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board

The Bombay Burmah Trading Corporation, Limited

Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in Annexure II to the Notice. Copy of the draft letters for respective appointments of Mr. A. K. Hirjee, Mr. M. L. Apte, Mr. D. E. Udwadia, Mr. P. K. Cassels and Mr. B. N. B. Tao as Independent Directors setting out the terms and conditions are available for inspection by members during normal business hours on working days at the Registered Office of the Corporation.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Independent Directors of the Corporation are interested in the resolutions set out respectively at Item Nos. 7 to 11 of the Notice with regard to their respective appointments. The relatives of these Independent Directors may be deemed to be interested in the resolutions set out respectively at Item Nos. 7 to 11 of the Notice, to the extent of their shareholding interest, if any, in the Corporation.

Save and except as above, none of the other Directors/Key Managerial Personnel of the Corporation/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board recommends the Ordinary Resolutions set out at Item Nos. 7 to 11 of the Notice for approval by the shareholders.

Item Nos. 12 & 13

The Members of the Corporation, at the Annual General Meeting held on 31st July, 2007, had accorded by way of an Ordinary Resolution, their approval to the Board of Directors of the Corporation for borrowing monies from time to time, upto an aggregate amount (apart from temporary loans obtained from the Corporation's bankers in the ordinary course of business) of ₹ 400 crores over and above the aggregate of its paid up share capital and free reserves.

In order to provide for additional funds that may be required for expansion and/or diversification activities, it is proposed to increase the limit to Rs. 600 crores over and above the aggregate of the paid up Share Capital and free reserves.

However, after the applicability of the provisions of Section 180(1)(c) of the Companies Act, 2013, a company can borrow monies exceeding the aggregate of its paid up capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) only with the approval of Members by way of a Special Resolution as set out at Item No. 12 of the Notice. The borrowings of the Corporation may, if necessary, be secured by way of charge/mortgage/pledge/hypothecation on the Corporation's assets comprising of the movable and/or immovable, tangible/ intangible properties of the Corporation, present or future, in favour of the lender(s)/agent(s)/trustee(s) from time to time, in such form, manner and ranking as mentioned in the Resolution at Item No. 13. The documents relating to charge and/or mortgage and/or pledge and/or hypothecation in favour of the lender(s)/agent(s)/trustees may contain the provisions to take over substantial assets of the Corporation in certain events with a power to take over the management of the business and concern of the Corporation, which may be regarded as disposal of the Corporation's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

As per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the company, only with the consent of the Company by a Special Resolution.

The Resolution under Item No. 13 is therefore proposed to be passed to seek consent of shareholders for creation of charge/mortgage/pledge/hypothecation to secure borrowings subject to the limits approved under Section 180 (1) (a) of the Companies Act, 2013 apart from temporary loans obtained from the Corporation's Bankers in the ordinary course of business.

The Board of Directors recommends passing of the Special Resolutions at Item Nos. 12 and 13 of the Notice.

None of the Directors and the Key Managerial Personnel of the Corporation, including their relatives, is in any way, concerned or interested, financially or otherwise, in the said resolutions.

ANNEXURE II TO THE NOTICE

Brief resume of Directors proposed to be appointed as Directors Independent Directors

1. Mr. Jeh Wadia (Item No. 3)

Mr. Jeh Wadia, aged 40 years has been a director on the Board from July, 2001 and was the Deputy Managing Director of the Corporation between October 2002 and March 2011.

Mr. Jeh Wadia, is a well qualified professional with more than 21 years of extensive experience in business management. His vision is to create value through innovation, sustainable execution plan and maintenance strategies.

He is a Director in Wadia Techno-Engineering Services Ltd and Britannia Industries Ltd. besides being the Managing Director of Bombay Dyeing & Manufacturing Co. Ltd. and Go Airlines (India) Ltd. He is also a member of the Stakeholders' Relationship Committee of Britannia Industries Ltd.

Mr. Jeh Wadia holds 3,500 equity shares of the Corporation and is a relative of Mr. Nusli Wadia and Mr. Ness Wadia, being promoters of the Corporation.

2. Mr. A. K. Hirjee (Item No. 7)

Mr. A. K. Hirjee 75, is a Non-Executive Independent Director of the Corporation. He joined the Board of Directors of the Corporation in October, 1998. Mr. Hirjee is B.A. (Hons.), LL.B. (Hons.), Barrister-at-Law, SLOAN Fellow of London Business School. He has 49 years of experience in different areas of Business Management and his expertise extends to finance, banking, legal, commercial, industrial and general administration. He has been actively associated with leading Charitable Institutions. He was the Managing Director of the Corporation from 1st October, 1988 till 30th September, 1998 and is currently the Vice-Chairman of the Corporation.

Mr. Hirjee holds 1,750 shares of the Corporation.

Other Directorships: Atlas Copco (India) Limited (Chairman), HDFC Trustee Co. Ltd. (Chairman), The Bombay Dyeing & Manufacturing Company Limited (Vice Chairman), Britannia Industries Limited and others.

Committee Membership: Audit Committee of the Boards of The Bombay Burmah Trading Corporation Limited, Atlas Copco (India) Limited (Chairman), HDFC Trustee Company Limited (Chairman) and Britannia Industries Limited; Stakeholders' Relationship Committee of The Bombay Burmah Trading Corporation Limited (Chairman), Atlas Copco (India) Limited, Britannia Industries Limited and The Bombay Dyeing & Manufacturing Company Limited and Nomination & Remuneration Committee of The Bombay Burmah Trading Corporation Limited, The Bombay Dyeing & Manufacturing Company Limited and Atlas Copco (India) Limited (Chairman).

3. Mr. M. L. Apte (Item No. 8)

Mr. M. L. Apte, 82, is a Bachelor of Arts from Mumbai University. Mr. Apte is a well known industrialist and well connected with textile and sugar industry.

Mr. Apte is a former Sheriff of Bombay and an Ex-President of the Cricket Club of India. He is a Trustee of the Victoria Memorial School for the Blind and of the Mahalaxmi Temple Charities. He was also President of Indian Sugar Mills Association and Bombay Chambers of Commerce and Industry. He has been a Director of the Corporation for the past 24 years and has extensive experience and expertise in financial and general management.

Mr. Apte does not hold any shares of the Corporation.

The Bombay Burmah Trading Corporation, Limited

Other Directorships: Bajaj Hindustan Ltd., Kulkarni Power Tools Ltd., Standard Industries Ltd., Raja Bahadur International Ltd., Grasim Industries Ltd., and Zodiac Clothing Co. Ltd.

Committee Memberships: Audit Committee of Grasim Industries Ltd., Standard Industries Ltd., Zodiac Clothing Co. Ltd. and The Bombay Burmah Trading Corporation Limited; Stakeholders' Relationship Committee of The Bombay Burmah Trading Corporation Limited and Zodiac Clothing Co. Ltd. and; Nomination & Remuneration Committees of The Bombay Burmah Trading Corporation Limited, Bajaj Hindustan Ltd., Standard Industries Ltd., and the Compensation Committee of Zodiac Clothing Co. Ltd.

4. Mr. D. E. Udwardia (Item No. 9)

Mr. D. E. Udwardia, 74, M.A., LL.B., is a Solicitor and Advocate of the Bombay High Court. He is also a Solicitor of the Supreme Court of England. Mr. Udwardia is a founder partner of M/s Udwardia & Udeshi, Solicitors & Advocates, since July 1997. Prior to this, he was a partner of M/s Crawford Bayley & Co., Solicitors & Advocates, for over 20 years. His firm and he are legal advisors to many Indian companies, multinational companies and foreign banks having a presence in India.

Mr. Udwardia has spent nearly 50 years in active law practice and has a vast experience and expertise in areas like corporate law, mergers and acquisitions, takeovers, corporate restructuring, foreign collaboration, joint ventures and private equity, project and infrastructure finance, telecommunications, international loans and finance related transactions and instruments, real estate and conveyancing.

He does not hold any shares of the Corporation.

Other Directorships: AstraZeneca Pharma India Ltd. (Chairman), ABB India Ltd., IRD Mechanalysis Ltd., ITD Cementation India Ltd., Wyeth Ltd., WABCO India Ltd., J. M. Financial Ltd., J M Financial Products Ltd., Bombay Gymkhana Ltd. and MPS Ltd(Vice Chairman).

Committee Memberships: Audit Committee of ABB Ltd., ITD Cementation India Ltd., Wyeth Ltd., WABCO-TVS (INDIA) Ltd., The Bombay Burmah Trading Corporation, Limited, and MPS Ltd. He is the Chairman of Shareholders' Grievance Committee of ABB Ltd. and member of the Nomination & Remuneration Committee of the Bombay Burmah Trading Corporation, Ltd.

5. Mr. P. K. Cassels (Item No. 10)

Mr. P. K. Cassels, 76, originally a timber merchant from Malaysia, was the Managing Director of The North Borneo Timbers, Berhad, an erstwhile associate company of The Bombay Burmah Trading Corporation, Limited. Mr. Cassels has vast experience and expertise in plantation – related activities and has been a Director of the Corporation for the past 27 years. He is also a director in several overseas subsidiaries of the Corporation.

Mr. Cassels does not hold any shares of the Corporation.

Other Directorships (of companies incorporated in India): Nil.

Committee Membership: Mr. P K Cassels is not a Member of any Committee of the Board.

6. Mr. B. N. B. Tao (Item No. 11)

Mr. B. N. B. Tao, 55, was appointed a Director in 2006. Mr. B. N. B. Tao, who was born in Myanmar, moved with his family to Singapore in 1963 and studied at Winchester College and then Cambridge University from which he matriculated in 1976. He further obtained a BFA in film production from New York University in 1984.

Mr. Tao has been executive manager of Shing Kwan Pte. Ltd., Singapore since November, 1990. The Company is engaged in property development in Singapore, Indonesia, China and Sri Lanka.

Annual Report 2013-2014

Since 1993, Mr. Tao has been the Manager of business development in the U.S., where in addition to real estate development, the Company has diversified into operation of recording studios.

Mr. B. N. B. Tao does not hold any shares of the Corporation.

Other Directorships (of companies incorporated in India): Nil.

Committee Membership: Mr. B. N. B. Tao is not a Member of any Committee of the Board.

By Order of the Board,

N. H. DATANWALA
Vice President Corporate &
Company Secretary

Registered Office:
9, Wallace Street, Fort,
Mumbai 400 001

Date: 27th May, 2014