

## MINUTE BOOK

PAGE NO. \_\_\_\_\_

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**BOMBAY CYCLE & MOTOR AGENCY LIMITED**

**Minutes of Proceedings for declaration of Results of the Postal Ballot announced on March 30, 2015 at 05:00 pm at the Registered Office of the Company at 534, Sardar Vallabhbai Patel Road, Opera House, Mumbai - 400 007.**

PRESENT:

Mr. Chirag C. Doshi	Chairman
Ms. Vinita A. Kapoor	Company Secretary & Compliance Officer
Mr. Mahendra Kharwa	Chief Financial Officer
Members	5

Mr. Chirag C. Doshi, Chairman informed that pursuant to Section 110 of the Companies Act, 2013, the Postal Ballot Notice dated February 20, 2015, for passing the Ordinary and Special Resolutions by Postal Ballot was approved by the Board of Directors at its meeting held on February 16, 2015. He further informed that the Board in the same meeting appointed M/s. Ragini Chokshi & Company, Company Secretaries, as Scrutinizer to receive and scrutinize the postal ballot forms from the members for conducting the postal ballot process in fair and transparent manner. The Postal Ballot forms along with self addressed pre-paid postage envelopes were sent to the Members on February 25, 2015 for exercising votes. The Company had engaged the services of Central Depository Services (India) Limited to provide e-voting facility to the Members of the Company as per Clause 35B of the Listing Agreement. The Shareholders were requested to return the Postal Ballot Forms duly completed or vote under the e-voting facility offered by the Company, so as to reach the Scrutinizer on or before March 27, 2015, Friday.

After due scrutiny of all the Postal Ballot Forms received and votes received electronically up to 06:00 pm on March 27, 2015, Friday (being last date fixed for return of the Postal Ballot Forms), Mrs. Ragini Chokshi, the Scrutinizer submitted her report on Monday, March 30, 2015.

Summary of the Report was as under:

**Item No. 1 of the Postal Ballot Notice:**

**Ordinary Resolution to appoint Mr. Ashok Kukreja (DIN: 00463526), as an Independent Director of the Company.**

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes- In favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoters & Promoter Group	1,44,929	127445	87.94	127445	0	100	0

Verified by G.S.A.

**CERTIFIED TRUE COPY**

CHAIRMAN'S INITIALS

For Bombay Cycle &amp; Motor Agency Ltd.

V A Kapoor

Vinita A. Kapoor

Company Secretary &amp; Compliance Officer

HELD AT _____		ON _____		TIME _____			
Public – Institutional holders	5042	0	0	0	0	0	0
Public-Others	50,029	722	1.44	722	0	100	0
Total	2,00,000	128167	64.08	128167	0	100	0

**Item No. 2 of the Postal Ballot Notice:**

**Ordinary Resolution to appoint Mrs. Rupal Vora (DIN: 07096253), as an Independent Director of the Company.**

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes- In favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoters & Promoter Group	1,44,929	127445	87.94	127445	0	100	0
Public – Institutional holders	5042	0	0	0	0	0	0
Public-Others	50,029	722	1.44	721	1	99.86	0.14
Total	2,00,000	128167	64.08	128166	1	100	0

**Item No. 3 of the Postal Ballot Notice:**

**Ordinary Resolution to appoint Mr. Chirag C. Doshi as Managing Director.**

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes- In favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoters & Promoter Group	1,44,929	127445	87.94	127445	0	100	0
Public – Institutional holders	5042	0	0	0	0	0	0

Verified by *R* G.S.A.

**CERTIFIED TRUE COPY**

CHAIRMAN'S INITIALS

For **Bombay Cycle & Motor Agency Ltd.**

*V A Kapoor*  
Vinita A. Kapoor

Company Secretary & Compliance Officer

## MINUTE BOOK

PAGE NO. \_\_\_\_\_

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

Public-Others	50,029	722	1.44	721	1	99.86	0.14
Total	2,00,000	128167	64.08	128166	1	100	0

**Item No. 4 of the Postal Ballot Notice:**

**Special Resolution to amend Articles of Association (AoA) of the Company as per the provision of the Companies Act, 2013.**

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes- In favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoters & Promoter Group	1,44,929	127445	87.94	127445	0	100	0
Public - Institutional holders	5042	0	0	0	0	0	0
Public-Others	50,029	722	1.44	720	2	99.72	0.28
Total	2,00,000	128167	64.08	128165	2	100	0

Mr. Chirag C. Doshi, Chairman after perusing the Scrutinizer's Report announced the Postal Ballot Result on March 30, 2015 at the Registered Office of the Company that all the Ordinary and Special Resolutions No. 1 to 4 of the Postal Ballot Notice and as mentioned here under were duly approved by the Shareholders with requisite majority.

The Ordinary Resolutions duly approved by the Members are as under:

**RESOLUTION NO. 1**

**"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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ashok Kukreja (DIN: 00463526), who has been appointed as an Additional Director of the Company at the Board Meeting held on February 13, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and Independent Director under Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office with effect from February 13,

Verified by \_\_\_\_\_

**CERTIFIED TRUE COPY**

CHAIRMAN'S INITIALS

For Bombay Cycle &amp; Motor Agency Ltd.

✓ **A Kapoor**  
Vinit A. Kapoor

Company Secretary &amp; Compliance Officer

## MINUTE BOOK

PAGE NO. \_\_\_\_\_

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

2015 till the conclusion of the 100<sup>th</sup> Annual General Meeting to be held in the year 2019, not liable to retire by rotation."

**RESOLUTION NO.2**

"**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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Rupal Vora (DIN: 07096253), who has been appointed as an Additional Director of the Company at the Board Meeting held on February 13, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and Independent Director under Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office with effect from February 13, 2015 till the conclusion of the 100<sup>th</sup> Annual General Meeting to be held in the year 2019, not liable to retire by rotation."

**RESOLUTION NO.3**

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or amendment(s) thereto), read with Schedule V to the said Act and subject to the Articles of Association of the Company consent of the Shareholders be and is hereby accorded to appoint Mr. Chirag C. Doshi as Managing Director of the Company with effect from February 16, 2015 for a term of 5 years on the terms and conditions as mentioned in the Explanatory Statement.

**RESOLVED FURTHER THAT** Mr. Chirag C. Doshi, will not be entitled to draw any remuneration from the Company as the Managing Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do, perform all such acts, deeds, matters and things, as they may deem necessary, proper, expedient in their sole and absolute discretion and take all such necessary steps as may be required in order to give effect to this resolution."

The Special Resolution duly approved by the Members is as under:

**RESOLUTION NO. 4**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and the same are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

Verified by G.S.A.

**CERTIFIED TRUE COPY**

CHAIRMAN'S INITIALS

For Bombay Cycle &amp; Motor Agency Ltd.

V. Kapoor

Vinita A. Kapoor

Company Secretary &amp; Compliance Officer

MINUTE BOOK

PAGE NO. \_\_\_\_\_

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

**RESOLVED FURTHER THAT** Mr. Chirag C. Doshi, Director of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The Chairman then directed the Company Secretary of the Company to intimate the Stock Exchange about the said results and record the above Ordinary and Special Resolutions duly passed by the members in the minute book of General Meeting of members.

Vote of Thanks

Place : Mumbai  
Prepared on: April 28, 2015

*Chirag C. Doshi*  
CHAIRMAN 28/4/2015

verified by *VAK* **CERTIFIED TRUE COPY** CHAIRMAN'S INITIALS

For Bombay Cycle & Motor Agency Ltd.

*VAKapoor*  
Vinita A. Kapoor  
Company Secretary & Compliance Officer