

BMB MUSIC AND MAGNETICS LIMITED

Regd. Office: G-20 IInd Floor, Nandpuri Extension, Swej Farm,

New Sanganer Road, Sodala, Jaipur, Rajasthan-302019

CIN No: L18101RJ1991PLC014466 Phone No: 8875779779

Email ID: kcbokdia.kcb@gmail.com

Web Site: wwmbmusicmagneticsltd.com

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of BMB MUSIC AND MAGNETICS LIMITED will be held on Wednesday, 25th day of November, 2020 at 04:00 P.M. at the registered office of the company situated at G-20 IInd Floor, Nandpuri Extension, Swej Farm, New Sanganer Road, Sodala, Jaipur, Rajasthan-302019 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Azagan Thamizmane Vadaseri Alagappa (DIN: 01712306) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

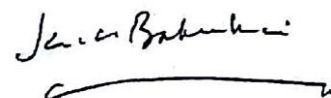
SPECIAL BUSINESS:

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

“**RESOLVED** that pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted for re-appointment of Shri Kastoor Chand Bokadia (DIN: 01828803) for holding of office of Executive Chairman & Managing Director who has attained the age of 70 (Seventy) years, on the existing terms and conditions as mentioned previously approved by the members through an ordinary resolution passed at the Annual General Meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors 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.”

By Order of the Board of Directors



Kastoor Chand Bokadia
[Managing Director]
DIN- 01828803

Place: Jaipur

Dated: 22nd October, 2020

NOTES:

1. Explanatory statement pursuant to sec 102 (1) of the Companies Act. 2013 is attached herewith.
2. 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/herself and the proxy need not be a member of the company. Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the registered office of the company not less than forty-eight hours before the commencement of the aforesaid meeting.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. Members/proxies are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Details under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, form an integral part of the notice. The directors have furnished the requisite declarations for their appointment/ re-appointment.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 18-11-2020 to 25-11-2020 (both inclusive).
8. Members who are holding shares in the demat form are requested to bring their Depository ID and Client ID Numbers to facilitate easier identification for attendance at the Meeting.
9. The Securities Exchange Board of India (SEBI) mandates the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining Demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
10. Equity Shares of the Company are available for dematerialization with National Securities Depository Ltd and Central Depository Services (India) Ltd.
11. The Members who have not registered their email address are requested to register the same with the Registrar and Share Transfer Agent/Depositories as the same has been mandated under the Companies Act, 2013
12. Members are requested to send their Demat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Transfer Agent, M/s Adroit Corporate Services Pvt. Ltd.
13. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
14. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/ 79 dated May 12, 2020, Notice of the 29th AGM along with the Annual Report for Financial Year 2019-20 is being sent only through electronic mode

to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited and Central Depository Services (India) Limited ('the Depositories'). A copy of this Notice along with the Annual Report for Financial Year 2019-20 is uploaded on the Company's website wwbmbmusicmagneticsltd.com, websites of the BSE Limited at www.bseindia.com and on the website of Central Depository Services Limited (CDSL) at www.evotingindia.com

15. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at AGM.

16. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.

17. Voting through electronic means:

a) In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure requirements) regulations, 2015, read with Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended, facility is provided to the shareholders for e-Voting through Central Depository Services (India) Ltd., (CDSL) to enable them to cast their vote electronically on the resolutions mentioned in the Notice of 29th AGM. Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

b) The Company has fixed 18th November, 2020 as cut-off date to record the entitlement of the shareholders to cast their votes electronically at the 29th AGM.

c) Instructions for e-voting:

- (i) The voting period begins at 09.00 a.m. on 22nd November, 2020 and ends at 5.00 pm on 24th November, 2020. 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 18th November, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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 Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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) <ul style="list-style-type: none"> • 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 sequence number in the PAN field.

	<ul style="list-style-type: none"> 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 Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <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 (v).

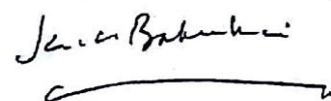
- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **BMB Music & Magnetics Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **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.

(xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

18. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut- off date of 18th November, 2020.
19. The shareholders shall have one vote per equity share held by them as on cut- off date of 18th November, 2020. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
20. Mr. Tara Chand Sharma, Practicing Company Secretary, (Membership No. FCS5749), has been appointed as the Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner.
21. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.bmbmusicandmagneticsltd.com the results shall simultaneously be communicated to the Stock Exchanges.

By Order of the Board of Directors



Kastoor Chand Bokadia
Managing Director
DIN -01828803

Place: Jaipur

Dated: 22nd October, 2020

ANNEXURE TO THE NOTICE

Explanatory statement pursuant to the Section 102 of the Companies Act, 2013

Item No. 2

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the AGM of the Company. Information pursuant to Regulation of SEBI (LODR) Regulations, 2015 with the stock exchanges and Secretarial Standard (SS2) in respect of the Director who is proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on 25th November, 2020:

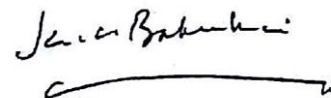
Details of the Directors retiring by rotation at the date of ensuing Annual General Meeting and being eligible offers himself for re-appointment:

Name of Director	Mr. Azagan Thamizmane Vadaseri Alagappa
Aged (About)	69 Years
Nationality	Indian
Date of appointment as director	03/12/2007
Designation	Director
Qualification	PH'D
Experience/ Expertise	Produced many hit films
List of directorships held in other Companies	Nil

Item No. 3

Shri Kastoor Chand Bokadia (DIN: 01828803), Chairman & Managing Director has attained the age of 70 years. In view of the introduction of the Companies Act, 2013 (new Act) with effect from 1st April 2014 and also for an abundant precaution, the Company seeks consent of the members by way of special resolution for re-appointment of their holding of existing office after the age of 70 years under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The Board therefore recommends the special resolutions for your approval. Except Shri Kastoor Chand Bokadia (the appointee), Smt. Sohankwar Kastoorchand Bokadia, (being relative of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 3.

By Order of the Board of Directors



**Kastoor Chand Bokadia
Managing Director
DIN - 01828803**

Place: Jaipur

Dated: 22nd October, 2020

BMB MUSIC AND MAGNETICS LIMITED

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CIN No: L18101RJ1991PLC014466 Phone No: 8875779779

Email ID: kcbokdia.kcb@gmail.com

Web Site: wwbmbmusicmagneticsltd.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

29th Annual General Meeting on 25th November, 2020

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 29th Annual General Meeting of **BMB Music and Magnetics Limited**, at G-20 IInd Floor, Nandpuri Extension, Swej Farm, New Sanganer Road, Sodala, Jaipur, Rajasthan-302019, on Saturday, the 25th day of November, 2020 at 04:00 P.M.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

ROUTE MAP TO THE VENUE OF THE AGM

LANDMARK: SWEJ FARM

