



The Bombay Burmah Trading Corporation, Limited

Regd. Office : 9, Wallace Street, Fort, Mumbai 400 001. Tel.: 2207 9351-54 Fax : 2207 1612

POSTAL BALLOT NOTICE

Dear Member(s),

Sub: Notice pursuant to section 192 A(2) of the Companies Act, 1956

With a view to making the Corporation's Equity Shares more affordable for the small retail investors and to improve liquidity of these shares in the markets, it has been decided to sub-divide the equity shares of the Corporation from the existing face value of one share of Rs 10 each to 5 shares of Rs. 2 each.

Pursuant to the provisions of sections 16, 31, 94 and other applicable provisions of the Companies Act, 1956 (the Act), such sub-division of the shares and the consequent amendments to the Memorandum and Articles of Association of the Corporation would require the consent of the members of the Corporation.

Accordingly, the Corporation is seeking your consent to the sub-division of the shares and the consequential amendments to the Memorandum and Articles of Association through the process of Postal Ballot under section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

The draft resolutions alongwith the respective Explanatory Statement under section 173 of the Act together with the Postal Ballot Form are attached herewith.

You are requested to read the instructions printed on the Postal Ballot Form carefully and return the Form duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 22nd October, 2012.

Mr. Tushar Sridharani, Practising Company Secretary, has been appointed as Scrutinizer for conducting the Postal Ballot. The Scrutinizer shall submit his report to the Chairman after completion of scrutiny and the results of the Postal Ballot will be announced by the Chairman or, in his absence, by any other director authorized by the Chairman on 25th October, 2012 at the Registered Office of the Corporation at 9, Wallace Street, Fort, Mumbai 400001.

DRAFT RESOLUTIONS PROPOSED TO BE PASSED BY THE MEMBERS BY POSTAL BALLOT:

1. Subdivision of shares:

To consider and, if thought fit, to approve with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 94 and other applicable provisions, if any, of the Companies Act, 1956, ("the Act") including any statutory modifications or re-enactment thereof and the relevant provisions of the Articles of Association of the Corporation, and subject to such approval(s), permission(s), sanction(s), confirmation(s), as may be required under any law for the time being in force, each Equity Share of the Corporation having a face value of Rs. 10/- (Rupees Ten) fully paid-up, be sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2/- (Rupees Two) each fully paid-up.

"RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date to be fixed up subsequently by the Board or a duly constituted Committee thereof, and the Corporation may, without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) in lieu of such existing Share Certificate(s), subject to the provisions of the Companies (Issue of Share Certificate) Rules, 1960 and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Corporation held by them before the sub-division.

"RESOLVED FURTHER THAT the Board of Directors of the Corporation (which expression shall also include a Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Corporation and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

2. Alteration in the Memorandum of Association of the Corporation:

To consider and, if thought fit, to approve with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 16 and other applicable provisions of the Companies Act, 1956, the existing Clause 5 of the Memorandum of Association of the Corporation be altered by substituting in its place and stead the following Clause:

"5. The Authorized Share Capital of the Corporation is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 7,50,00,000 (Seven Crores Fifty lakhs) Equity Shares of Rs. 2/- (Rupees Two) each with power to increase or reduce the capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Corporation and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Corporation."

"RESOLVED FURTHER THAT the Board of Directors of the Corporation (which expression shall also include a Committee thereof) be and is hereby authorized to generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

3. Alteration in the Articles of Association of the Corporation:

To consider and, if thought fit, to approve with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 31 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause 3 of the Articles of Association of the Corporation be altered by substituting in its place and stead the following Clause:

"3. The Authorized Share Capital of the Corporation is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 7,50,00,000 (Seven Crores Fifty lakhs) Equity Shares of Rs. 2/- (Rupees Two) each."

"RESOLVED FURTHER THAT the Board of Directors of the Corporation (which expression shall also include a Committee thereof) be and is hereby authorized to generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

By Order of the Board

Mumbai; 8th August, 2012
Regd Office :
9, Wallace Street, Fort, Mumbai 400001

N H DATANWALA
Vice President Corporate & Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 is annexed hereto.
2. The Corporation has appointed Mr. Tushar Shridharani, Practising Company Secretary as Scrutinizer for the purpose of the Postal Ballot process.
3. A Member desiring to exercise vote by Postal Ballot is requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed Form in the attached self addressed Business Reply Envelope so as to reach the Scrutinizer NOT LATER THAN THE CLOSE OF WORKING HOURS ON Monday, the 22nd October, 2012.
4. However, envelopes containing Postal Ballot Forms if sent by courier or by Registered Post at the expense of the Member will also be accepted. The envelope containing the Postal Ballot Form should reach the Scrutinizer as mentioned above on or before Monday, the 22nd October, 2012.
5. The result of the Postal Ballot will be announced by the Chairman, or in his absence, by any other Director authorized by the Chairman, on 25th October, 2012 at 4:00 p.m. at the Registered Office of the Corporation and the resolutions will be taken as passed effectively on the date of such announcement, if the result of the Postal Ballot shall indicate that the requisite majority of the shareholders have assented to the respective Resolutions.
6. Subsequently, the result of the Postal Ballot will be published in at least one English and one Vernacular language newspaper circulating in Mumbai.
7. Members are hereby informed that as the Corporation does not fall under the BSE- 500 list, it is not mandatory to provide for e-voting process, and hence, voting in physical form only is being followed.

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956

Item no. 1 :

The Equity Shares of the Corporation are listed and are actively traded on the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange Limited (NSE). In order to improve the liquidity of the Corporation's Equity Shares in the Stock Markets with and to make them more affordable for the small retail investors, the Board of Directors, at their meeting held on 8th August, 2012, considered it desirable to sub-divide each Equity Share having a face value of Rs. 10/- (Rupees Ten) into 5 (Five) Equity Shares of the face value of Rs. 2/- (Rupees Two) each, subject to the approval of the members and the concerned authorities.

The Record Date for the aforesaid sub-division of Equity Shares will be fixed by the Board or a duly constituted Committee thereof after approval of the members is obtained. Approval of the members is being sought in terms of sections 94 and 192A of the Companies Act, 1956 read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

The Board is of the opinion that the sub-division of shares is in the best interests of the Corporation and hence recommends the passing of this resolution.

The directors of the Corporation may be deemed to be concerned or interested in the said resolution to the extent of shares, if any, held by them.

Item no. 2:

The subdivision of Equity Shares as mentioned in Item no. 1 herein above would require alteration of Clause 5 of the Memorandum of Association of the Corporation.

The existing Authorised Share Capital of the Corporation is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each which would now stand altered to Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 7,50,00,000 (Seven Crores Fifty lakhs) Equity Shares of Rs. 2/- (Rupees Two) each.

Approval of the members is being sought in terms of sections 16 and 192A of the Companies Act, 1956 read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

None of the directors is concerned or interested in the said resolution.

Item no. 3 :

The subdivision of shares as mentioned in item no. 1 hereinabove would also require an alteration of Clause 3 of the Articles of Association of the Corporation.

The existing Authorised Share Capital of the Corporation is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each which would now stand altered to Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 7,50,00,000 (Seven Crores Fifty lakhs) Equity Shares of Rs. 2/- (Rupees Two) each.

Approval of the members is being sought in terms of sections 31 and 192A of the Companies Act, 1956 read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

A copy of the above-referred Memorandum and Articles of Association alongwith the proposed changes is available for inspection by the members at the Registered Office of the Corporation between 11:00 am and 1:00 pm on all working days except Saturdays, Sundays and public holidays upto 22nd October, 2012.

None of the directors is concerned or interested in the said resolution.

By Order of the Board

Mumbai; 8th August, 2012
Regd Office :
9, Wallace Street, Fort, Mumbai 400001

N H DATANWALA
Vice President Corporate & Company Secretary



The Bombay Burmah Trading Corporation, Limited

Regd. Office : 9, Wallace Street, Fort, Mumbai 400 001. Tel.: 2207 9351-54 Fax : 2207 1612

POSTAL BALLOT FORM

Sr. No. : _____

1. Name(s) of Member(s) :
(including joint holders,
if any)

2. Registered address of :
the Sole/ First named
Member

3. Registered Folio No./ :
DPID No./Client ID No. *
(* Applicable to members
holding shares in
Dematerialised form)

4. No. of Shares held :

5. I/We hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business stated in the Notice of the Corporation by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below :

Item No.	Description of Resolution	No. of Shares	I/We assent to the resolution (for)	I/We dissent to the resolution (against)
1.	Ordinary Resolution under Section 94 and other applicable provisions, if any, of the Companies Act, 1956 for sub-division of shares (1 share of Rs. 10/- each to be sub-divided into 5 shares of Rs.2/- each)			
2.	Ordinary Resolution under Section 16 and other applicable provisions, if any, of the Companies Act, 1956 for alteration of the existing clause 5 of the Memorandum of Association of the Corporation.			
3.	Special Resolution under section 31 and other applicable provisions, if any, of the Companies Act, 1956 for alteration of Clause 3 of the Articles of Association of the Corporation.			

Place :

Date :

Signature of Member/Authorised Signatory

Note: For instructions see overleaf

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Corporation. However, envelopes containing postal ballots, if deposited in person or sent by Courier / Registered Post at the expenses of the Registered Shareholder will also be accepted.
2. This Form should be completed and signed by the Member. Unsigned postal ballot form will be rejected. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Corporation) by the first named Member and in his absence, by the next named Member.
3. In case shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority giving requisite authority to the person voting on the postal ballot form.
4. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Corporation.
5. Duly completed Postal Ballot Form should reach the Corporation not later than the close of working hours i.e. 5:00 pm on 22nd October, 2012. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.
6. Postal Ballot Form received by fax will be rejected as if reply from member is not received unless the original Postal Ballot Form is received within the prescribed period.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member(s) as on 14th September, 2012.
8. Voting Rights in a Postal Ballot cannot be exercised by a Proxy.
9. Incomplete, unsigned or incorrectly filled Forms will be subject to rejection by the Scrutinizer.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.
12. The date of declaration of results of the Postal Ballot (i.e. 25th October, 2012) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Signature of Member/Authorised Signatory

Place :

Date :

Note: For instructions see overleaf