



# THE BOMBAY COMMODITY ASSOCIATION LIMITED

Regd. and Admin Office :

Jenabai Building, 1st Floor, 109, Yusuf Meharali Road, Mumbai - 400 003.

Tel.: 2344 9072, 2342 1510, 6637 3805 • 2342 4361 (Direct)

E-mail: bce1926@gmail.com, URL : www.bce.net.in

(CIN : U99999MH1938PLC002843)

**Addendum to the Notice of the Ninety Third Annual General Meeting (AGM) of The Bombay Commodity Association Limited (Formerly known as the Bombay Commodity Exchange Ltd.) to be held on Tuesday, 29<sup>th</sup> September, 2020 at 04.00 p.m. at the Registered office of the Company at Jenabai Building, 1<sup>st</sup> Floor, 109 Yusuf Meherali Road, Masjid Bunder, Mumbai 400003.**

Notice is hereby given that, the following items of business are added as Special Business in the aforesaid Notice as item no. 8, 9, 10 and 11:

**8. To pass with or without modification(s), the following resolution as a Special Resolution:**

**Increase in the number of Directors from 13 (Thirteen) to 16 (Sixteen):**

"RESOLVED THAT pursuant to the provisions of Section 149(1) of the Companies Act, 2013("The Act") and the rules framed thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force) and subject to the Articles of Association of the Company, consent of the members be and is hereby accorded to increase the number of directors of the Company from 13 (Thirteen) to 16 (Sixteen), which will result in exceeding the maximum limit on the number of directors i.e. 15 (Fifteen) as prescribed under the Act.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to sign and submit necessary form with the Registrar of Companies (ROC), as may be required and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

**9. To pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**Appointment of Mr. Tarun Jayantilal Jain (DIN: 08043547) as a Director of the Company:**

"RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), Mr. Tarun Jayantilal Jain(DIN: 08043547) in respect of whom the Company has received a notice in writing on 08<sup>th</sup> September, 2020 from Mr. Mahesh Ratanshi Gada (LF No.: 122), Member of the Company; along with requisite deposit of Rs. 100,000/- (One Lakh rupees only) which was received on 14<sup>th</sup> September, 2020, proposing his candidature to the office of the Director, be and is hereby appointed as a Non - Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution including deciding terms and conditions of the appointment of Mr. Tarun Jayantilal Jain (DIN: 08043547) as a Director of the Company."

**Formerly Known as :**

The Bombay Commodity Exchange Ltd.  
The Bombay oilseeds Exchange Ltd.

The Bombay Oilseeds & Oils Exchange Ltd.  
Seed Traders' Association Ltd.

**Vashi : The Commodity Exchange, Plot No. 2, 3 & 4, Sector - 19, Vashi, Navi Mumbai - 400 705.**



## THE BOMBAY COMMODITY ASSOCIATION LIMITED

(Continuation Sheet)

10. To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**Appointment of Mr. Shankarlal Virji Thakkar (DIN: 03189185) as a Director of the Company:**

"RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shankarlal Virji Thakkar (DIN: 03189185) in respect of whom the Company has received a notice in writing on 08<sup>th</sup> September, 2020 from Mr. Anandji Ratanshi Gada, Proprietor, M/s. Ratanshi Vershi & Co. (LF No.: 124), Member of the Company; along with requisite deposit of Rs. 100,000/- (One Lakh rupees only) which was received on 14<sup>th</sup> September, 2020, proposing his candidature to the office of the Director, be and is hereby appointed as a Non – Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution including deciding terms and conditions of the appointment of Mr. Shankarlal Virji Thakkar (DIN: 03189185) as a Director of the Company."

11. To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**Appointment of Mr. Deepak Talakshi Chheda (DIN: 01938457) as a Director of the Company:**

"RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), Mr. Deepak Talakshi Chheda (DIN: 01938457) in respect of whom the Company has received a notice in writing on 15<sup>th</sup> September, 2020 from Mr. Navinchandra Karamshi Chheda, Partner of M/s. Bhawanji Karamshi & Co. (LF No.: 32), Member of the Company; along with requisite deposit of Rs. 100,000/- (One Lakh rupees only) which was received on 15<sup>th</sup> September, 2020, proposing his candidature to the office of the Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution including deciding terms and conditions of the appointment of Mr. Deepak Talakshi Chheda (DIN: 01938457) as a Director of the Company."

By order of the Board of Directors

Mahendra D. Chheda  
Director  
DIN: 00389852

Place: Mumbai  
Date: 21<sup>st</sup> September, 2020

**Registered office:**  
Jenabai Building, 1<sup>st</sup> Floor, 109, Yusuf Meherali Road, Masjid Bunder, Mumbai-400003.



## THE BOMBAY COMMODITY ASSOCIATION LIMITED

(Continuation Sheet)

### NOTES:

1. This Addendum to the notice of the Annual General Meeting (AGM) shall be considered as forming part of the AGM Notice sent earlier on 8<sup>th</sup> September, 2020.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed to this addendum to AGM notice.
3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circulars, permitted the holding of the General Meetings through video conferencing and other audio visual means (VC/OAVM), without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act'), the Annual General Meeting (AGM) of the Company is being held on Tuesday, 29<sup>th</sup> September, 2020 at 4.00 p.m. through video conferencing facility.
4. The Company has enabled the Members to participate at the Ninety Third AGM through the VC facility provided by [www.ComplyRelax.com](http://www.ComplyRelax.com). The instructions for participation by Members are given in the subsequent paragraphs.
5. Members who are entitled to participate in the AGM can attend the AGM or view the live webcast of AGM by logging on to the website of Complyrelax at <https://www.complyrelax.com/login.php>. Unique User ID Password will be shared with the shareholders and eligible persons through email. After logging in to the portal weblink for attending the AGM will be displayed.
6. Shareholders are encouraged to download the CISCO WEBEX application and join the Meeting through Mobile Devices/ Laptops/ IPads for better experience. Further, Shareholders will be required to use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Shareholders during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Shareholders from the date of circulation of this Notice up to the date of AGM, i.e 29<sup>th</sup>



## THE BOMBAY COMMODITY ASSOCIATION LIMITED

(Continuation Sheet)

September, 2020. Shareholders seeking to inspect such documents can send an email to [bce1926@gmail.com](mailto:bce1926@gmail.com).

9. The facility for joining the AGM through VC/OAVM will be opened 15 minutes before the meeting and will remain open up to 15 minutes after the scheduled start time of the AGM, i.e. from 3.45 p.m. to 4.15 p.m.
10. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. In accordance with the MCA's General Circulars dated 08<sup>th</sup> April, 13<sup>th</sup> April and 05<sup>th</sup> May, 2020; where AGM shall be held only through video conferencing and other audio visual means and physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. **Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice/Addendum.**
11. The Members attending the AGM through VC facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. In line with the MCA Circulars, the notice of the Ninety Third AGM along with the Annual Report for F.Y. 2019-2020 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company. Members are requested to get their e-mail addresses registered with the Company.
13. Members who need technical assistance before or during the AGM conducted through VC can contact ComplyRelax support team at [info@complyrelax.com](mailto:info@complyrelax.com) or +91 99298 22200.
14. The contact Number of the Secretary of The Bombay Commodity Association Limited (BCAL) Mr. G. N. Bhambore is 96 99 36 85 12. The email address is [bce1926@gmail.com](mailto:bce1926@gmail.com)



**EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 the following statement sets out all material facts relating to the Special Business mentioned under Item no. 8, 9, 10 and 11 in the accompanying addendum to the Notice and should be taken as it is forming part of the Notice.

**ITEM NO.8**

According to Article 44 of the Articles of Association of the Company, the Board of Directors of the Company shall consist of not more than 24 (Twenty-four) directors.

Pursuant to Section 149(1) of the Act, the composition of the Board of Directors of the Company can only have a maximum of 15 (fifteen) directors who are individuals. However, the Company may appoint more than fifteen directors after passing a Special Resolution in the general meeting of the Members of the Company.

Accordingly, it is proposed to obtain the members' approval to increase the number of directors of the Company from 13 (Thirteen) to 16 (Sixteen), which will result in exceeding the maximum limit on number of directors i.e. 15 (Fifteen) as prescribed under the Act.

The Board recommends passing this resolution as a Special Resolution.

None of the Directors of the Company or their relatives are interested in this Special Resolution.

**ITEM NO.9**

The Board of Directors of the Company had at its meeting held on Wednesday, 02<sup>nd</sup> September, 2020, approved the Notice convening the Ninety Third Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, 29<sup>th</sup> September, 2020 and the same had already been circulated to the members.

Subsequently, on 08<sup>th</sup> September, 2020, the Company has received a notice in writing dated 07<sup>th</sup> September, 2020 from Mr. Mahesh Ratanshi Gada (LF No.: 122), Member of the Company, proposing the candidature of Mr. Tarun Jayantilal Jain (DIN: 08043547) for being appointed as a Director under Section 160 of the Companies Act, 2013 ("the Act"). Further, pursuant to the provisions of Section 160 of the Act, the Company has also received from Mr. Mahesh Ratanshi Gada, a deposit of Rs. 100,000/- (One Lakh Rupees only) through a cheque having number 102016 dated 14<sup>th</sup> September, 2020 drawn on Corporation Bank, Turbhe (Navi Mumbai) Branch which was received on 14<sup>th</sup> September, 2020. The cheque was deposited on 15<sup>th</sup> September, 2020 into the Bank Account of the Company.

Since; Mr. Mahesh Ratanshi Gada has enclosed the notice for candidature and requisite deposit amount under Section 160 of the Act has been paid, the Board has amended the notice convening the Ninety Third Annual General Meeting by way of an addendum and inserted agenda item no. 9 for appointment of Mr. Tarun Jayantilal Jain (DIN: 08043547) as a Director and being liable to retire by rotation. If appointed by the Members, Mr. Tarun Jayantilal Jain (DIN: 08043547) will hold the position as a Non-Executive Director.

Further, the Company has received from Mr. Tarun Jayantilal Jain (DIN: 08043547) a consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

As per the provisions of Section 160(1), the abovementioned deposit shall be refunded to the person who has given this deposit, only if, the person proposed, namely, Mr. Tarun Jayantilal Jain (DIN: 08043547) gets elected as a director or gets more than twenty-five per cent of total valid votes cast on such resolution.

The Members may consider, and if, deemed fit, may pass this Resolution as an Ordinary Resolution.

None of the Directors of the Company or their relatives are interested in the resolution.

#### **ITEM NO.10**

The Board of Directors of the Company had at its meeting held on Wednesday, 02<sup>nd</sup> September, 2020, approved the Notice convening the Ninety Third Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, 29<sup>th</sup> September, 2020 and the same had already been circulated to the members.

Subsequently, on 08<sup>th</sup> September, 2020, the Company has received a notice in writing from Mr. Anandji Ratanshi Gada, Proprietor, M/s. Ratanshi Vershi & Co. (LF No.: 124), Member of the Company, who is also one of the Directors of the Company; proposing the candidature of Mr. Shankarlal Virji Thakkar (DIN: 03189185) for being appointed as a Director under Section 160 of the Companies Act, 2013 ("the Act"). Further, pursuant to the provisions of Section 160 of the Act, the Company has also received from Mr. Anandji Ratanshi Gada, a deposit of Rs. 100,000/- (One Lakh Rupees only) through a cheque having number 104322 dated 12<sup>th</sup> September, 2020 drawn on Abhyudaya Co-op Bank Ltd. , Lokmanya Nagar Branch (Thane) which was received on 14<sup>th</sup> September, 2020 . The cheque was deposited on 15<sup>th</sup> September, 2020 into the Bank Account of the Company.



## THE BOMBAY COMMODITY ASSOCIATION LIMITED

(Continuation Sheet)

Since; Mr. Anandji Ratanshi Gada, Proprietor, M/s. Ratanshi Vershi & Co. has enclosed the notice for candidature and requisite deposit amount under Section 160 of the Act has been paid, the Board has amended the notice convening the Ninety Third Annual General Meeting by way of an addendum and inserted agenda item no. 10 for appointment of Mr. Shankarlal Virji Thakkar (DIN: 03189185) as a Director and being liable to retire by rotation. If appointed by the Members, Mr. Shankarlal Virji Thakkar (DIN: 03189185) will hold the position as a Non-Executive Director.

Further, the Company has received from Mr. Shankarlal Virji Thakkar (DIN: 03189185) a consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

As per the provisions of Section 160(1), the abovementioned deposit shall be refunded to the person who has given this deposit, only if, the person proposed, namely, Mr. Shankarlal Virji Thakkar (DIN: 03189185) gets elected as a director or gets more than twenty-five per cent of total valid votes cast on such resolution.

The Members may consider, and if, deemed fit, may pass this Resolution as an Ordinary Resolution.

None of the Directors of the Company or their relatives except Mr. Anandji Ratanshi Gada, Director (DIN: 00656738) is interested in the resolution.

### **ITEM NO.11**

The Board of Directors of the Company had at its meeting held on Wednesday, 02<sup>nd</sup> September, 2020, approved the Notice convening the Ninety Third Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, 29<sup>th</sup> September, 2020 and the same had already been circulated to the members.

Subsequently, on 15<sup>th</sup> September, 2020, the Company has received a notice in writing from Mr. Navinchandra Karamshi Chheda, Partner of M/s. Bhawanji Karamshi & Co. (LF No.: 32), Member of the Company, proposing the candidature of Mr. Deepak Talakshi Chheda (DIN: 01938457) for being appointed as a Director under Section 160 of the Companies Act, 2013 ("the Act"). Further, pursuant to the provisions of Section 160 of the Act, the Company has also received from Mr. Navinchandra Karamshi Chheda, Partner of M/s. Bhawanji Karamshi & Co., a deposit of Rs. 1,00,000/- (One Lakh Rupees only) through NEFT into the Bank Account of the Company on 15<sup>th</sup> September, 2020.

Since; Mr. Navinchandra Karamshi Chheda, Partner of M/s. Bhawanji Karamshi & Co. has enclosed the notice for candidature and requisite deposit amount under Section 160 of the Act has been paid, the



## THE BOMBAY COMMODITY ASSOCIATION LIMITED

(Continuation Sheet)

Board has amended the notice convening the Ninety Third Annual General Meeting by way of an addendum and inserted agenda item no. 11 for appointment of Mr. Deepak Talakshi Chheda (DIN: 01938457) as a Director and being liable to retire by rotation. If appointed by the Members, Mr. Deepak Talakshi Chheda (DIN: 01938457) will hold the position as a Non-Executive Director.

Further, the Company has received from Mr. Deepak Talakshi Chheda (DIN: 01938457) a consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

As per the provisions of Section 160(1), the abovementioned deposit shall be refunded to the person who has given this deposit, only if, the person proposed, namely, Mr. Deepak Talakshi Chheda (DIN: 01938457) gets elected as a director or gets more than twenty-five per cent of total valid votes cast on such resolution.

The Members may consider, and if, deemed fit, may pass this Resolution as an Ordinary Resolution.

None of the Directors of the Company or their relatives are interested in the resolution.

By order of the Board of Directors

Mahendra Chheda  
Director  
DIN: 00389852

Place: Mumbai  
Date: 21<sup>st</sup> September, 2020

**Registered office:**  
Jenabai Building, 1<sup>st</sup> Floor, 109, Yusuf Meherali Road, Masjid Bunder, Mumbai-400003.