

**NOTICE**  
**BANG OVERSEAS LIMITED**  
CIN: L51900MH1992PLC067013

Regd. off: Masjid Manor, 2nd Floor, 16, Homi Modi Street, Fort, Mumbai – 400 023.

**NOTICE** is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the Members of **Bang Overseas Ltd.** will be held on Friday, September 29, 2017 at 09.30 A.M. at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai- 400 002 to transact the following business.

**ORDINARY BUSINESS:**

1. To consider and adopt the Standalone and Consolidated Audited financial statements of the Company for the financial year ended March 31, 2017 and the Reports of Board of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Brijgopal Bang (holding DIN 00112203), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. 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 Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board, M/s. Bhattar & Co., (Firm registration No. 131092W) be and are hereby appointed as Statutory Auditors of the Company [in place of M/s. Rajendra K. Gupta & Associates, Chartered Accountants (Firm registration No. 108373W), the retiring Auditors] for a term of five years commencing from the conclusion of the 25th Annual General Meeting of the Company till the conclusion of the 30th Annual General Meeting (subject to ratification by the Members at every Annual General Meeting) on such remuneration, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** Mr. Brijgopal Bang, Chairman & Managing Director of the Company and/or Ms. Trupti Limbasiya, Company Secretary be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

**SPECIAL BUSINESS:**

**4. Re-Appointment of Mr. Brijgopal Bang as Managing Director of the Company;**

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 recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act,

2013 and the applicable provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Brijgopal Bang, as Managing Director of the Company, liable to retire by rotation, for a period of 3 years effective from 1st December, 2016 to 30th November, 2019 on the terms & conditions including the payment of remuneration, as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms & conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Brijgopal Bang.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Brijgopal Bang, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to schedule V to the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of re-appointment including salary, commission, perquisites, allowances etc. payable to Mr. Brijgopal Bang within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Brijgopal Bang without any further reference to the Company in General Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**5. Approval for Revision in Remuneration of Mr. Brijgopal Bang as Managing Director;**

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 recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and the applicable provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Brijgopal Bang, Chairman & Managing Director of the Company as detailed in the explanatory statement attached hereto the notice convening this meeting.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof), approval of the

members of the Company be and is hereby accorded for the payment of a performance bonus of Rs. 30.71 Lakhs P.a. to Mr. Brijgopal Bang, Chairman & Managing Director of the company for the Financial Year 2016-17.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Brijgopal Bang, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to schedule V to the Companies Act, 2013 the Board of Directors be and are hereby authorised to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Brijgopal Bang within such prescribed limit or ceiling and as agreed by and between the

Company and Mr. Brijgopal Bang without any further reference to the Company in General Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**By Order of the Board of Directors**

**Sd/-  
Trupti Limbasiya  
Company Secretary**

**Place:** Mumbai  
**Date:** August 12, 2017

#### NOTES:

1. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item No. 4 & 5 is annexed hereto.
2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 4 of the Notice is also annexed.
3. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.**  
**The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**
4. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 22. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
5. Brief details of the Directors appointed/re-appointed including Age, qualifications, experience, terms and conditions for appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable, date of first appointment on the board, shareholding in the company, Relationship with the other directors, manager and other key Managerial Personnel of the Company, the number of meetings of the board attended during the year and other directorships, Membership/Chairmanship of other Board, are forming part of this notice.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2017 to September 29, 2017 (both days inclusive).
7. Those shareholders who have not dematerialised their shares are advised to dematerialise their shareholding, to avoid inconvenience in future.
8. Members holding shares in dematerialised form are required to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
9. Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company, at least seven days before the date of the meeting in order to enable the Company to compile the information and provide replies at the meeting, if the Chairman permits such information to be furnished.
10. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
11. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
12. Members may also note that the Annual Report for FY 2016-17 will also be available on the Company's website [www.banggroup.com](http://www.banggroup.com) for their download.
13. Members are requested to:
  - a. Intimate changes, if any, in their registered addresses to the Company or the Registrar at an early date.
  - b. Quote folio numbers/DP ID & Client ID in all their correspondence.

- c. Bring their copy of the Annual Report to the Annual General Meeting.
  - d. Bring the Attendance slip sent herewith, duly filled in, for attending the meeting (Mandatory).
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.
  15. Non-Resident Indian Members are requested to inform Karvy, immediately of:
    - (a) Change in their residential status on return to India for permanent settlement.
    - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
  16. A Body Corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013.
  17. Members can address their queries to the Company at [cs@banggroup.com](mailto:cs@banggroup.com)
  18. 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.
  19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
  20. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
  21. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

## **22. Voting through electronic means:**

Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 22, 2017, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice.

The remote e-voting period will commence at 9.00 a.m. on Tuesday, September 26, 2017 and will end at 5.00 p.m. on Thursday, September 28, 2017. The facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through polling

paper.

The Company has appointed M/s. Kothari H. & Associates, Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

### **Procedure for remote e-voting:**

- I. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
  - a) In case of Members receiving an e-mail from Karvy:
    - i. Launch an internet browser and open <https://evoting.karvy.com>
    - ii. Enter the login credentials (i.e. User ID and password) which is sent in a separate sheet along with this notice. The Event No.+Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
    - iii. After entering the above details Click on - Login.
    - iv. Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
    - v. On successful login, the system will prompt you to select the E-Voting Event.
    - vi. Select the EVENT of Bang Overseas Limited and click on - Submit.
    - vii. Now you are ready for e-voting as 'Cast Vote' page opens.
    - viii. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
    - ix. Upon confirmation, the message 'Vote cast successfully' will be displayed.
    - x. Once you have voted on the resolution, you will not be allowed to modify your vote.
    - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [hiteshkotharics@yahoo.co.in](mailto:hiteshkotharics@yahoo.co.in). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents

should be in the naming format "Corporate Name\_EVENTNO."

- b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip;
- i. User ID and initial password- These will be sent separately along with this notice.
  - ii. Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the "downloads" section of Karvy's e-voting website <https://evoting.karvy.com>
- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- IV. The voting rights shall be as per the number of equity share held by the Member(s) as on Friday, September 22, 2017. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Tuesday(day) September 26, 2017 and will end at 5.00 p.m. on Thursday(day), September 28, 2017. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
- VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- VII. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- VIII. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may obtain the user ID approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399
- Example for NSDL : MYEPWD <SPACE> IN12345612345678  
Example for CDSL : MYEPWD <SPACE> 1402345612345678  
Example for Physical: MYEPWD <SPACE> XXX1234567
- b) If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Member may call Karvy's toll free number 1-800-3454-001
- d) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)
- IX. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the cast votes at the meeting through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizers' Report of

the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

- X. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 29, 2017.
- XI. The results shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.banggroup.com](http://www.banggroup.com) within three days of conclusion of 25th AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- XII. Route map giving directions to the venue of the meeting is annexed to the Notice.

**By Order of the Board of Directors**

**Sd/-  
Trupti Limbasiya  
Company Secretary**

**Registered Office:**  
Bang Overseas Limited  
(CIN : L51900MH1992PLC067013)  
Masjid Manor, 2nd Floor,  
16 Homi Modi Street,  
Fort, Mumbai- 400 023



### Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 & 5 of the accompanying Notice:

#### Item No. 4 & 5

Mr. Brijgopal Bang was appointed as Managing Director of the Company at the Annual General Meeting of the shareholders of the Company held on September 30, 2011, for a period of five years w.e.f. 1st December, 2011 to 30th November, 2016.

The Board of Directors of the Company in its meeting held on August 12, 2016 on recommendation of Nomination & Remuneration Committee, re-appointed Mr. Brijgopal Bang as Managing Director for a period of 3 years with effect from 1st December, 2016 on the terms and conditions approved by the Nomination & Remuneration Committee as given herein below, subject to approval of the shareholders at this Annual General Meeting.

The Board of Directors at its Meetings held on February 13, 2017 and May 30, 2017, on the recommendation of the Nomination and Remuneration Committee, has approved the revision in remuneration payable to Mr. Brijgopal bang, as Managing Director of the Company from Rs. 1,20,000 to Rs. 1,80,000 per annum and from Rs. 1,80,000 upto Rs. 45,00,000 per annum respectively on the terms and conditions as stated hereinbelow and also approved the performance bonus of Rs. 30.71 Lakhs p.a. to Mr. Brijgopal Bang, Chairman & Managing Director of the company on the basis of the efforts and contribution put in by Mr. Brijgopal Bang for the Financial Year 2016-17 in their meeting held on May 30, 2017, subject to the approval of the Members in the ensuing AGM.

#### Term of Appointment: 3 years

#### Effective Date of Appointment: 1st December, 2016

**Remuneration** - Rs. 1,80,000 per annum till 30th May, 2017 and w.e.f. 1st June, 2017 - Upto a Maximum of Rs. 45,00,000 per annum, which includes the variable pay, with the authority to Board to fix the salary within the said maximum amount from time to time.

Mr. Brijgopal bang is also entitled for perquisites as mentioned herein below:

- Special Allowance: As may be decided by the Board from time to

time which shall not include Provident Fund, Gratuity, Superannuation Fund etc.

- Provident Fund, Superannuation Fund, Gratuity, Earned Leave: As per the Rules and Regulations of the Company.
- Leave Travel Concession: For Self & Family, subject to maximum of once in a year, in India.
- Reimbursement of Expenses: He shall also be entitled to reimbursement of all actual expenses or charges, including travel, entertainment and other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.

#### Other Terms and Conditions:

The terms and conditions of appointment of Executive Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

- No sitting fees will be paid to the Executive Director for attending meeting of the Board of Directors or any committee thereof.
- Total Remuneration of Mr. Brijgopal Bang in any financial year shall exceed the ceiling as prescribed under the provisions of section 197 read with Schedule V of the Companies Act, 2013.

As required under the provisions of the Act, approval of the Members is being sought for the re-appointment of Mr. Brijgopal Bang as Managing Director of the Company and revision of remuneration payable to him. Accordingly, your Directors recommend the Ordinary Resolution as set out in this Notice for the approval of the Members of the Company.

Further additional information required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Schedule V of the Companies act, 2013 and SS-2 in respect of Mr. Brijgopal Bang is provided in the Annexure to this Notice and also forms part of the Statement.

Except Mr. Brijgopal Bang himself and his relatives to the extent of their shareholdings in the Company, if any, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

### Information as required pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment / revision in remuneration at the Annual General Meeting.

<b>Name of Director:</b>	<b>Mr. Brijgopal Bang</b>
Date of Birth:	26/07/1967
Age:	50
Date of Appointment:	1/12/2016
Permanent Account Number (PAN):	AJSPB2163L
Director Identification Number (DIN):	00112203
No. of Shares held in the Company as on 31st March, 2017:	1521000
Expertise in specific functional area:	Strategic planning and business development
Qualifications:	B.Com & Master of Management Studies (MMS)
Remuneration last drawn:	Rs. 32,00,000/- p. a.
Remuneration sought to be paid:	Upto Rs. 45,00,000/- p. a.

Directorships held in other Indian public limited companies as on 31st March 2017:	1.Thomas Scott (India) Ltd. 2.Vedanta Creations Ltd.
Chairman / Member of the Committee of Board of Directors of the Company as on 31st March, 2017:	Bang Overseas Ltd.: Member of Stakeholders Relationship Committee Chairman of Management & Finance Committee
Chairman / Member of Committees of Board of Directors of other Indian public limited Companies as on 31st March, 2017:	Thomas Scott (India) Ltd.: Member of Stakeholders Relationship Committee
Relationship with other directors, Manager and other KMP:	N.A.
Number of Board meetings attended during the year 2016-17:	5

**Annexure – for Item No. 5 of the Notice**
**(Information / Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder):**

<b>I. General Information</b>				
1)	Nature of Industry :	Manufacturing and Trading of Garments & fabrics.		
2)	Date or expected date of commencement of commercial production :	Commercial operations commenced in the year 1992.		
3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :	N. A.		
4)	Financial performance based on given indicators :	As per audited financial results for the year (Amt in Lakhs)		
		2014-15	2015-16	2016-17
	Paid up Capital	1356.00	1356.00	1356.00
	Reserves & Surplus	4530.21	4647.00	5195.89
	Domestic Revenue from Operations (Net)	10589.09	10267.35	12867.31
	Export Revenue from Operations	2182.97	4085.17	2893.45
	Total Revenue from Operations (Net)	12772.06	14352.52	15760.76
	Other operating revenue	116.48	256.25	147.17
	Other Income	278.41	299.33	331.88
	Total Revenue	13167.00	14908.09	16239.82
	Total Expenses	13729.56	14802.11	15640.72
	Profit before Taxation	(562.61)	106.00	599.10
	Tax Expenses/ (Income) including Deferred Tax	(10.90)	(10.80)	50.21
	Profit after tax	(531.93)	116.78	548.89
5)	Foreign investments or collaborators, if any :	N.A.		
<b>II. Information about the Appointee :</b>				
1)	Name :	Mr. Brijgopal Bang		
2)	Age :	50 years		
3)	Qualification :	B.Com & Master of Management Studies (MMS)		
4)	Experience :	Mr. Brijgopal Bang is Commerce Graduate and also completed Master of Management Studies (MMS) from Bombay University in the year 1992. He is the promoter and Managing Director of the Company. He has been actively involved in the business of the Company since incorporation.		
5)	Other directorship as on date:			
	Name of the Company	Position Held		
	Thomas Scott (India) Limited	Managing Director		
	Vedanta Creations Limited	Chairman & Director		
6)	Effective date of appointment :	1 <sup>st</sup> December, 2016.		

7)	Term of appointment :	3 years
8)	Past Remuneration :	Rs. 32,00,000/- p. a.
9)	Remuneration sought to be paid :	Upto Rs. 45,00,000/- p.a. (Basic Salary and annual increase therein to be decided by the Board of Directors within the above ceiling)
10)	Special Allowance :	As may be decided by the Board from time to time which shall not include Provident Fund, Gratuity, Superannuation Fund etc.
11)	Provident Fund, Superannuation Fund, Gratuity, Earned Leave:	As per the Rules and Regulations of the Company.
12)	Leave Travel Concession :	For Self & Family, subject to maximum of once in a year, in India.
13)	Reimbursement of Expenses :	He shall also be entitled to reimbursement of all actual expenses or charges, including travel, entertainment and other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.
14)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:	N. A.
<b>III. Other Information :</b>		
1)	Reasons of loss or inadequate profits:	N. A.
2)	Steps taken or proposed to be taken for Improvement:	The Company has initiated certain steps such as better product mix, cost control, borrowing at cheaper rates, and improving efficiency etc. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
3)	Expected increase in productivity and profits in measurable terms:	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.
<b>IV. Disclosures:</b>		
The remuneration package proposed to be given to Mr. Brijgopal Bang is as per the details given in the resolution. The annexure D in Board Report in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. The respective tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meetings with a notice period of one month by either side.		

By Order of the Board of Directors

Sd/-  
**Trupti Limbasiya**  
 Company Secretary

**Registered Office:**  
 Bang Overseas Limited  
 (CIN : L51900MH1992PLC067013)  
 Masjid Manor, 2nd Floor,  
 16 Homi Modi Street,  
 Fort, Mumbai- 400 023

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**ATTENDANCE SLIP****BANG OVERSEAS LIMITED**

CIN: L51900MH1992PLC067013

Regd office: Masjid Manor, II Floor, 16, Homi Modi Street, Fort, Mumbai – 400 023.

Folio No.: \_\_\_\_\_

No. of shares held: \_\_\_\_\_

DPID &amp; Client ID No.: \_\_\_\_\_

I hereby record my presence at the TWENTY FIFTH ANNUAL GENERAL MEETING of the Company, on Friday, September 29, 2017, at 09:30 A.M. at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai 400 002.

Name of the Member / Proxy

Member's/Proxy's Signature

**NOTE: Member/joint member/proxies are requested to bring this slip with them and hand it over at the entrance. Duplicate slips will not be issued at the entrance of the venue.**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**BANG OVERSEAS LIMITED**

CIN: L51900MH1992PLC067013

Regd office: Masjid Manor, II Floor, 16, Homi Modi Street, Fort, Mumbai – 400 023.

Name of the Member(s):	
Registered address:	
Folio No./Client Id:	DP ID:
E-mail Id:	

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint:

1	Name:	Address:
	Email Id:	Signature:
or failing him/her		
2	Name:	Address:
	Email Id:	Signature:
or failing him/her		
3	Name:	Address:
	Email Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Friday, September 29, 2017 at 09.30 a.m. at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai 400 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions		For	Against
<b>Resolution No.</b>	<b>Ordinary Business</b>		
1	To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of Board of Directors & Auditors thereon.		
2	To appoint a Director in place of Mr. Brijgopal Bang (holding DIN 00112203), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
3	To appoint M/s. Bhattar & Co. Chartered Accountants in place of M/s. Rajendra K. Gupta & Associates, Chartered Accountants [(Firm Registration No. 108373W), the retiring Auditors)] for a term of five years commencing from the conclusion of the 25th Annual General Meeting of the Company till the conclusion of the 30th Annual General Meeting.		
	<b>Special Business</b>		
4	Re-appointment of Mr. Brijgopal Bang, as Managing Director for a period of three years with effect from 1 <sup>st</sup> December, 2016 to 30 <sup>th</sup> November, 2019.		
5	Approval of revision in remuneration of Mr. Brijgopal Bang as Managing Director of the Company.		

Signed this.....day of....., 2017

\_\_\_\_\_  
Signature of Shareholder

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of first Proxy holder

\_\_\_\_\_  
Signature of second Proxy holder

\_\_\_\_\_  
Signature of third Proxy holder

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- \*3. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- All alterations made in the Form of Proxy should be initialed.
- The form should be signed across the stamp.
- Members holding shares under more than one folio may use photocopy of this Form for other folios. The Company shall provide additional forms on request.

## Route Map to AGM Venue



**AGM Venue : Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai - 400 002.**

