



BHANOT CONSTRUCTION AND HOUSING LIMITED

Regd. Office : 310-311, BHANOT CORNER - 1, Pamposh Enclave, Greater Kailash-I, New Delhi – 110048.

Phone +91-11-41635473, 46567341, 26432176; Fax: +91-11-26239346

Email : bhanotgroup@gmail.com; info@bchl.in

Website : www.bhanotgroup.com

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF BHANOT CONSTRUCTION & HOUSING LIMITED WILL BE HELD AT 3.00 PM ON THURSDAY THE 28TH MARCH, 2013, AT HOTEL KRISHNA RESIDENCY, PLOT NO. 2, SECTOR – 12, DWARKA, NEW DELHI – 110078, TO TRANSACT THE FOLLOWING :

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the appropriate authorities, (hereinafter collectively referred to as "the appropriate authorities"), if required and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "the requisite approvals"), and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorised to create, offer, issue and allot, 3,50,000 equity shares of Rs. 10/- each, to be subscribed by the Promoters, under a preferential issue through an offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such a manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that the price of the Equity Shares so issued shall not be less than Rs.48/- (including a premium of Rs. 38/-) per Equity Share of Rs.10/- each being the price with respect to the Relevant Date i.e. 26.02.2013, in accordance with the Guidelines for "Preferential Issues" contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (ICDR Regulations) including any Statutory modification or re-enactment thereof for the time being in force and further provided that the aggregate amount of the Equity so issued including premium shall not exceed Rs.1,68,00,000/- (Rupees One crore sixty eight lac only), on the following terms and conditions :

- a) **Pricing of Equity Shares:** Each equity share of the face value of Rs. 10/- shall be issued at a price of Rs.48/- (including a premium of Rs.38/-) per equity share.

This price has been arrived in accordance with Preferential Issue Guidelines with respect to the Relevant Date, as provided under Chapter VII of SEBI (ICDR) Regulations, 2009.

- b) **Undertaking to recompute price:** The Company hereby undertake that it shall re-compute the price of the specified equity shares in terms of the provisions of ICDR Regulations, where it is required to do so.
- c) **Undertaking to put under lock-in till the Re-computed price is paid:** The Company undertakes that if the amount payable on re-computation of price is not paid within the time stipulated in the said Regulations, the specified securities shall continue to be locked in till such time such amount is paid by the allottees.
- d) **Lock – In :** The aforesaid equity shares of the Company to be issued and allotted on preferential basis shall be locked-in as per provisions of ICDR Regulations.
- e) **Right of Equity holders :** The Equity Shares allotted in terms of this resolution shall rank pari passu in all respects with the then existing equity shares of the Company.
- f) **Listing :** Applications will be made to the Stock Exchanges where the existing Equity Shares are listed for listing of the Equity shares to be allotted.
- g) **Relevant Date :** Relevant date being 26.02.2013 i.e. 30 days prior to the date of the Extra Ordinary General meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Equity Shares and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilisation of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or Managing Director or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board
Bhanot Construction & Housing Limited

Place: New Delhi
Date: 2nd March, 2013

R.K. SAPRA
COMPANY SECRETARY

NOTES :

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT TIME OF THE MEETING.**
- M/s Beetal Financial & Computer Services (P) Ltd., Beetal House, 3rd Floor, 99, Madangir Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi - 110062, are the Registrar and Share Transfer Agent of the Company for shares as well as depository interface with NSDL and CDSL.
- Members are requested to send their queries, if any, at least 7 days before the meeting to enable the management to keep the information ready at the meeting.
- Members are requested to bring their copies of the Notice to the meeting and the Attendance Slip duly filled-in for attending the meeting.
- The explanatory statement pursuant to Sec. 173 of the Companies Act, 1956 is given below and forms part of this Notice.
- All documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office on all working days / hours upto the date of the Extra-ordinary General Meeting.
- Members who hold shares in Dematerialised form are requested to bring their client ID and DP ID Nos. for easy identification of attendance at the meeting.

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

The Company has been endeavoring to increase its activities as well as turnover. With a view to implement its plans, more funds are required for the enhanced business activities and working capital requirements of the Company, etc.

Further, raising Capital through Preferential allotment is one of the most cost effective method as no merchant banker needs to be appointed and other issue related expenses are not to be incurred.

The Board of Directors of the Company discussed the matter in detail in its meeting held on 02.03.2013 and recommended of issue and allotment of 3,50,000 equity shares at a price of Rs.48/- (including a premium of Rs.38/-) each, calculated in accordance with the formula prescribed under said Guidelines for pricing of the shares issued on preferential basis by adopting 26.02.2013, being the "Relevant Date".

The Board of Directors further recommended to seek your approval by way of Special Resolution under Section 81(1A) of the Companies Act, 1956 to be passed at the proposed Extra-ordinary General Meeting.

The details of the issue and other particulars as required in terms of the ICDR Regulations, as amended from time to time, are given below:

1. The object of the preferential issue:

The object of the proposed allotment is to meet any one or more of the following requirements :

- to strengthen the equity base of the Company.
- Repayment of debt, and /or interest thereon.
- to arrange funds for meeting the enhanced working capital requirements of the Company.
- to meet expenditure for general corporate purposes.
- to make investments in other companies.
- To trade in construction material, equipments, machinery, tools, spares, parts and any other material required or used in construction, infrastructure, hospitality, engineering and allied industries.

2. Compliance with ICDR Regulations:

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of Equity shares on preferential basis to the proposed allottees.

3. Proposed time within which the preferential issue shall be completed:

The proposed equity shares on preferential basis will be allotted within the time limit specified under the ICDR Regulations.

4. Intention of Promoters / Directors / Key Managerial Persons

It is proposed to allot 1,50,000 Equity Shares to Shri R.D. Bhanot, Promoter & Managing Director & 2,00,000 Equity Shares to Shri Rajeev Bhanot, Promoter & Whole Time Director of the Company.

5. Shareholding Pattern before and after the Offer:

Class of Shareholder	*Shareholding prior to present preferential issue		Shareholding after the present preferential issue	
	No. of Shares	%age to total paid up shareholding	No. of Shares	%age to total paid up shareholding
1. Promoters Group				
Indian				
a) Individuals	1,16,55,331	58.14	1,20,05,331	58.85
b) Bodies Corporate	31,63,600	15.78	31,63,600	15.51
TOTAL (1)	1,48,18,931	73.92	1,51,68,931	74.36
2. Non Promoters				
Non Institutions				
a) Bodies corporate	4,39,021	2.19	4,39,021	2.15
b) Individuals (holding upto Rs.1.00 lac of Nominal Capital)	13,69,648	6.83	13,69,648	6.71
c) Individuals (holding more than Rs.1.00 lac of Nominal Capital)	33,20,140	16.56	33,20,140	16.28
d) NRIs	200	-	200	-
e) Clearing Members	420	-	420	-
f) HUF	99,800	0.50	99,800	0.49
TOTAL (2)	52,29,229	26.08	52,29,229	25.64
GRAND TOTAL (1+2)	2,00,48,160	100.00	2,03,98,160	100.00

*As at 31.12.2012

The above shareholding pattern may change upon transfer of shares by the existing shareholders of the company from time to time.

6. The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them:

S. No.	Name of Proposed Allottees	Existing No. of shares held	% age to present total paid up share capital	No. of Shares proposed to be allotted	No. of shares post preferential allotment	%age to total paid up share capital post preferential allotment
	PROMOTERS GROUP					
1.	Shri R.D. Bhanot	72,65,037	36.24	1,50,000	74,15,037	36.35
2.	Shri Rajeev Bhanot	20,24,606	10.10	2,00,000	22,24,606	10.91

7. Change in Management

Due to above preferential allotment of Equity Shares, no change in management control is contemplated.

8. Pricing of Equity Shares:

Each equity share of the face value of Rs. 10/- shall be issued at a price of Rs.48/- (including a premium of Rs.38/-). This price has been arrived in accordance with Preferential Issue Guidelines with respect to the Relevant Date, as provided under Chapter VII of SEBI (ICDR) Regulations, 2009.

9. Undertaking to Re-compute the price:

The Company hereby undertake that it shall re-compute the price of the specified equity shares in terms of the provisions of the ICDR Regulations where it is required to do so.

10. Undertaking to put under lock-in till the Re-computed price is paid:

The Company undertakes that if the amount payable on re-computation of price is not paid within the time stipulated in the said Regulations, the specified securities shall continue to be locked in till such time such amount is paid by the allottees.

11. Certificate from Statutory Auditors:

M/s. Dhamija Sukhija & Co. Chartered Accountants, Statutory Auditors of the Company have certified the proposed issue of equity shares on preferential basis to the proposed allottees as per ICDR Regulations, 2009.

12. Relevant Date

In the present case, the Relevant Date: shall be 26.02.2013 i.e. 30 days prior to the date of the Extra-ordinary General Meeting.

13. Lock in period:

The aforesaid equity shares of the Company to be issued and allotted on preferential basis shall be locked-in as per provisions of SEBI ICDR Regulations.

The Board of Directors recommends the Special Resolution as set out in the Notice for your approval.

Shri R.D. Bhanot, Managing Director and Shri Rajeev Bhanot, Whole Time Director of the Company are deemed to be concerned or interested in the resolution to the extent of the number of equity shares held by them and their associates and / or to be allotted to them on preferential basis.

No other director of the Company is interested in the proposed resolution.

All documents referred to in this statement are open for inspection at the Registered Office of the Company during the working days / hours upto the date of the Extra-ordinary General Meeting.

Place: New Delhi
Date: 2nd March, 2013

By Order of the Board
Bhanot Construction & Housing Limited

R.K. SAPRA
COMPANY SECRETARY



BHANOT CONSTRUCTION AND HOUSING LIMITED
Regd. Office: 310-311, Bhanot Corner-1, Pamposh Enclave, Greater Kailash-1, New Delhi-110048

ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING

Folio No. / DP ID / Client ID:----- No. of Shares held: -----

I certify that I am registered equity shareholder / Proxy for the registered equity shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company held at Plot No-2, Sector-12, Dwarka, New Delhi-110078 on Thursday, 28th March, 2013 at 3.00 P.M.

Member's / Proxy's name in BLOCK letters

Member's / Proxy's Signature

Note: (Please fill in this Attendance slip and hand it over at the entrance of the meeting hall.)

✂----- Tear here -----✂

BHANOT CONSTRUCTION AND HOUSING LIMITED
Regd. Office: 310-311, Bhanot Corner-1, Pamposh Enclave, Greater Kailash-1, New Delhi-110048

PROXY FORM
EXTRA ORDINARY GENERAL MEETING

I / We-----of----- being a
member/ members of the above named Company hereby appoint-----
of----- or failing him/her -----of-----
in my/our absence to attend and vote on poll for me/us and on my/our behalf at the Extra-Ordinary General Meeting of
the Company to be held on Thursday, 28th March, 2013 at 3.00P.M and any adjournment thereof.

Signature(s)-----

Affix
revenue
stamp

Date-----

Folio No. / DP ID / Client ID:----- No. of Shares held: -----

Note: The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.