

BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

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NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/s. BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED (CIN: L67120DL1992PLC049038) WILL BE HELD ON FRIDAY, 27TH SEPTEMBER, 2019 AT DORMITORY-I, SHREE DELHI GUJARATI SAMAJ (REGD.), 2, RAJNIWAS MARG, CIVIL LINES, DELHI-110054 AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year 2018-19 including Audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2019.
3. To appoint a Director in place of Mrs. Sant Kumari Agarwal (DIN: 00001877), who retires from the office by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
4. To consider the appointment of Ms. Madhvi Ahuja (DIN: 00001869) as Non-Executive Director of the Company.

To consider, and if thought fit, to pass, the following Resolution as Ordinary Resolution:

“RESOLVED THAT Pursuant to the provisions of Section 152 read with rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Article of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Ms. Madhvi Ahuja having DIN: 00001869 as Non-Executive Director of the Company with effect from 27th September, 2019.”

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file E-form DIR-12 and to do all acts, deeds and things as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto and Mrs Kavita Pamnani practicing Company Secretary be and is hereby authorized to certify the form DIR-12 if require, and file the same with Registrar of Companies NCT Delhi & Haryana”.

SPECIAL BUSINESS:-

5. **Re- appointment of Mr. Varun Saihgal (DIN: 06512573) as an Independent Non-Executive Director.**

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Varun Saihgal (DIN: 06512573), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 27th September, 2019 to 26th September 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file E-form DIR-12 and to do all acts, deeds and things as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto and Mrs Kavita Pamnani practicing Company Secretary be and is hereby authorized to certify the form DIR-12 if require, and file the same with Registrar of Companies NCT Delhi & Haryana”.

6. **Re- appointment of Mr. Kuldeep Kumar Gupta (DIN: 00915376) as an Independent Non-Executive Director.**

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kuldeep Kumar Gupta (DIN: 00915376), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 27th September, 2019 to 26th September 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file E-form DIR-12 and to do all acts, deeds and things as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto and Mrs Kavita Pamnani practicing Company Secretary be and is hereby authorized to certify the form DIR-12 if require, and file the same with Registrar of Companies NCT Delhi & Haryana”.

7. **Re- appointment of Mr. Ravindra Singh (DIN: 00429417) as an Independent Non-Executive Director.**

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ravindra Singh (DIN: 00429417), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment,

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be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 27th September, 2019 to 26th September 2024 and whose office shall not be liable to retire by rotation".

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file E-form DIR-12 and to do all acts, deeds and things as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto and Mrs Kavita Pamnani practicing Company Secretary be and is hereby authorized to certify the form DIR-12 if require, and file the same with Registrar of Companies NCT Delhi & Haryana".

**By Order of the Board of Directors
For Bharat Bhushan Finance & Commodity Brokers Ltd.**

**Sd/-
Nisha Ahuja
(Director)
DIN : 00001875**

Registered Office:

503, Rohit House, 3,
Tolstoy Marg,
New Delhi-110001
Date : 23th August, 2019
Place : New Delhi

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING OF THE COMPANY SHALL BE ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxy Form has been provided in the Annual Report.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person as shareholder. A proxy does not have the right to speak at the Meeting and can vote only on a poll.

- The proxy Form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting i.e. by 11:00 A.M. on 25th September, 2019.
- Members /proxies should bring the enclosed attendance slip duly filled in and signed for attending the meeting.
- The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:
 - As Beneficial Owner as on 20th September, 2019 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - As Member in the Register of Members of the Company/ Registrar

& Share Transfer Agent after giving effect to valid share transfers in physical form lodged with the Company on 20th September, 2019.

- The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on 16th August, 2019.
- Notice of 27th Annual General Meeting, abridged and full version of the Annual Reports and the notice of e-voting will also be available on the website of the Company www.bbinvestments.in.
- The register of members and share transfer books of the Company will remain closed from Friday, 20th September, 2019 to Friday, 27th September, 2019 (both days inclusive) in accordance with the provisions of Section 91 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of the meeting.
- 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.
- Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
- SEBI vide circular dated March 21st, 2016 has made it mandatory for the Companies to make payment to its investors using electronic mode viz. ECS, NECS, RTGS, NEFT etc, Hence the investors are requested to update their bank details with our Registrar and Share Transfer Agent (RTA) i.e Alanki Assignments Limited or Company.
- Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares physical / dematerialized form are, therefore requested to submit their PAN to our Registrar & share Transfer Agent (RTA) / Company.
- The members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The members whose unclaimed shares/dividends have been transferred to IEPF, may claim the same by making application to the IEPF Authority in Form No.- IEPF-5 available on www.iepf.gov.in
- To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement

- of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual report with them at the Annual General Meeting.
 15. Information regarding particulars of the Directors seeking re-appointment requiring disclosure in terms of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard-2.
 16. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot/ polling paper/ e-voting (physical voting) 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 ballot/ polling paper/ e-voting.
 17. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
 18. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
 - 19. There will be no gift distribution at the Annual General Meeting.**
 20. As per the provisions of Section 72 of the Companies Act 2013, facilities for making nomination is now available to the members in respect of shares held by them. Nomination forms are available for this purpose with the Company's Registrar & Share Transfer Agent.
 21. Members who have not registered their email address so far are requested to register their e-mail address with their DP in case the shares are held in electronic form or with the Company's RTA in case the shares are held in physical form so that they can receive all communication(s) including Annual Report, Notices, Circulars etc. from the Company electronically.
 22. The Shares of your company is listed on the Bombay Stock Exchange. The annual listing fees upto March 2020, already stand paid to Bombay Stock Exchange.
 23. Queries at the AGM: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
 24. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven days prior to the date of meeting, so as to enable the management to keep the information ready.
 25. Members who hold shares in multiple folios in identical names are requested to send the share certificates to the registrar and transfer agents for consolidations into a single folio. Members are requested to notify correction/change in address if any, to the Company at its registered office, quoting their folio number.
 26. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of the meeting and the Annual Report of the Company for the Financial Year 2018-19 being sent by e-mail to those Members who have registered their e-mail addresses with the Company/RTA in respect of shares held in physical form or with their Depository Participant in respect of shares held in electronic form and made available to the Company by the Depositories.
 27. Inspection of Documents: Statutory Documents relating to the Company are open for inspection at the registered office of the Company at all working days except Saturdays and Sundays between 11:00 A.M. to 2:00 P.M. upto the date of Annual General Meeting.
 28. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance slip. Members are requested to sign at the place provided on the Attendance slip and hand it over at the registration counter.
 29. The Annual Report for the Financial Year 2018-19 of the Company circulated to the Members of the Company will be made available on the Company's website www.bbinvestments.in for your download.
- 30. Voting through electronic means**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 24th September, 2019 (**9:00 A.M.**) and ends on 26th September, 2019 (**5:00 P.M.**). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "Bharat Bhushan Finance and Commodity Brokers Limited remote e-voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put User ID and password noted in step (1) above and Click Login.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- (v) After successful login, you can change the password with new password of your choice.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “**Bharat Bhushan Finance & Commodity Brokers Limited**”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kavitasewani1@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

**EVEN (Remote e-voting Event Number) USER ID
PASSWORD/PIN**

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **20th September, 2019**.

IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kavitasewani1@gmail.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XII. Ms. Kavita Pamnani, Practicing Company Secretary (Membership No. F6288) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results declared along with the report of the Scrutinizer

shall be placed on the website of the Company (www.bbinvestments.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

ANNEXURE TO THE NOTICE

Explanatory Statement

[Pursuant to Section 102(1) of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to various Businesses including Special Business of the accompanying Notice of the Annual General Meeting to be held on 27th September 2019.

5. Re- appointment of Mr. Varun Saihgal (DIN: 06512573) as an Independent Non-Executive Director.

Mr. Varun Saihgal was appointed as an Independent Non- Executive Director of the Company by the members at the 22nd AGM of the Company held on 25th September, 2014 for a period of five consecutive years commencing from 25th September, 2014 upto 24th September, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Varun Saihgal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 27th September, 2019 upto 26th September, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Varun Saihgal fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Varun Saihgal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 2:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to

avail services of Mr. Varun Saihgal as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Varun Saihgal as an Independent Director for another term of five consecutive years with effect from 27th September, 2019 to 26th September, 2024, for the approval by the shareholders of the Company.

6. Re- appointment of Mr. Kuldeep Kumar Gupta (DIN: 00915376) as an Independent Non-Executive Director.

Mr. Kuldeep Kumar Gupta was appointed as an Independent Non-Executive Director of the Company by the members at the 22nd AGM of the Company held on 25th September, 2014 for a period of five consecutive years commencing from 25th September, 2014 upto 24th September, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kuldeep Kumar Gupta, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 27th September, 2019 upto 26th September, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Kuldeep Kumar Gupta fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Kuldeep Kumar Gupta as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 2:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kuldeep Kumar Gupta as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Kuldeep Kumar Gupta as an Independent Director for another term of five consecutive years with

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effect from 27th September, 2019 to 26th September, 2024, for the approval by the shareholders of the Company.

7. Re- appointment of Mr. Ravindra Singh (DIN: 00429417) as an Independent Non-Executive Director.

Mr. Ravindra Singh was appointed as an Independent Non- Executive Director of the Company by the members at the 22nd AGM of the Company held on 25th September, 2014 for a period of five consecutive years commencing from 25th September, 2014 upto 24th September, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ravindra Singh, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 27th September, 2019 upto 26th September, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Ravindra Singh fulfills the conditions

specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Ravindra Singh as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ravindra Singh as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Ravindra Singh as an Independent Director for another term of five consecutive years with effect from 27th September, 2019 to 26th September, 2024, for the approval by the shareholders of the Company.

By Order of the Board of Directors

For Bharat Bhushan Finance & Commodity Brokers Ltd.

Sd/-

**Nisha Ahuja
(Director)**

DIN : 00001875

Registered Office:

503, Rohit House, 3,

Tolstoy Marg,

New Delhi-110001

Date : 23th August, 2019

Place : New Delhi

Annexure to Notice

Details of the Directors seeking appointment/ re-appointment at 27th Annual General Meeting [pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of the Secretarial Standard-2]

Particulars	Mr. Sant Kumari Agarwal
Date of Birth	10.12.1936
Date of appointment	29.01.1998
Qualification	Bachelor of Arts
Expertise in Specific Functional Area	Investment in Shares
Directorship held in other public companies (excluding foreign and private companies)	-
Memberships/Chairmanships of committees in other public companies	-
Shareholding in BBFCBL	1500
Disclosure of Interest	Mother of Mr. Vijay Bhushan Non-Executive Director of the Company

BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED



Annexure to Notice

Details of the Directors seeking appointment/ re-appointment at 27th Annual General Meeting [pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of the Secretarial Standard-2]

Particulars	Ms. Madhvi Ahuja
Date of Birth	24.07.1979
Date of appointment	-
Qualification	Bachelor of Business Management
Expertise in Specific functional area	Specialization in Marketing and Finance
Directorship held in other public companies (excluding foreign and private companies)	1
Memberships/Chairmanships of committees in other public companies	-
Shareholding in BBFCBL	33905
Disclosure of Interest	Daughter of Mrs. Nisha Ahuja Non-Executive Director of the Company

Annexure to Notice

Details of the Directors seeking appointment/ re-appointment at 27th Annual General Meeting [pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of the Secretarial Standard-2]

Particulars	Mr. Varun Saihgal
Date of Birth	25.09.1964
Date of Initial appointment	21.05.2013
Date of appointment in current designation	25.09.2014
Qualification	Master Degree in Business Administration
Expertise in Specific functional area	20 years of Experience in corporate affairs
Directorship held in other public companies (excluding foreign and private companies)	-
Memberships/Chairmanships of committees in other public companies	-
Shareholding in BBFCBL	-
Disclosure of Interest	- NA

Annexure to Notice

Details of the Directors seeking appointment/ re-appointment at 27th Annual General Meeting [pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of the Secretarial Standard-2]

Particulars	Mr. Kuldeep Kumar Gupta
Date of Birth	04.11.1953
Date of appointment	28.01.2010
Date of appointment in current designation	25.09.2014
Qualification	Commerce Graduate from Delhi University
Expertise in Specific functional area	Extensive experience of more than 24 years in Investment & Stock market.
Directorship held in other public companies (excluding foreign and private companies)	-
Memberships/Chairmanships of committees in other public companies	-
Shareholding in BBFCBL	-
Disclosure of Interest	- NA

BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED



Annexure to Notice

Details of the Directors seeking appointment/ re-appointment at 27th Annual General Meeting [pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of the Secretarial Standard-2]

Particulars	Mr. Ravindra Singh
Date of Birth	22.12.1959
Date of appointment	12.06.2008
Date of appointment in current designation	25.09.2014
Qualification	Master's Degree in Economics
Expertise in Specific functional area	More than 20 years experience in the area of consultancy
Directorship held in other public companies (excluding foreign and private companies)	1
Memberships/Chairmanships of committees in other public companies	-
Shareholding in BBFCBL	-
Disclosure of Interest	- NA

By Order of the Board of Directors
For Bharat Bhushan Finance & Commodity Brokers Ltd.

Sd/-

Nisha Ahuja
(Director)

DIN : 00001875

Registered Office:
503, Rohit House, 3,
Tolstoy Marg,
New Delhi-110001
Date : 23th August, 2019
Place : New Delhi



BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

Regd. Office : 503, Rohit House, 3 Tolstoy Marg, New Delhi-110001

Tel No. : 011-49800900, Fax : 011-49800933

Email : commodities@bharatbhushan.com, Website : www.bbinvestments.in

CIN-L67120DL1992PLC049038

Form No. MGT-11 Proxy Form

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

Name of the Member(s) :

E-mail Id :

Folio No./Client Id :

DP ID :

I/We, being the member(s) ofshares of Bharat Bhushan Finance and Commodity Brokers Limited, hereby appoint :

1. Name :
Address :
E-mail Id :Signature.....or failing him/her.
2. Name :
Address :
E-mail Id :Signature.....or failing him/her.
3. Name :
Address :
E-mail Id :Signature.....or failing him/her.

as my/our proxy to attend and vote (on a poll) for me/ us on my / our behalf at the 27th Annual General Meeting of the Company to be held on Friday, the 27th day of September, 2019 at Dormitory-I, Shree Delhi Gujarati Samaj (Regd.), 2, Rajniwas Marg, Civil Lines, Delhi-110054, at 11.00 A.M. and at any adjournment thereof in respect of resolutions, as indicated below:

Item No.	Description	Type of resolution	Assent (For)	Dissent (Against)
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year 2018-19 including audited balance sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.	Ordinary		
2	To declare dividend on Equity Shares for the Financial Year ended 31st March, 2019.	Ordinary		
3	To appoint a Director in place of Mrs. Sant Kumari Agarwal (DIN: 00001877), who retires from the office by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.	Ordinary		
4	To consider the appointment of Ms. Madhvi Ahuja (DIN: 00001869) as Non-Executive Director of the Company.	Ordinary		
5	Re- appointment of Mr. Varun Saihgal (DIN: 06512573) as an Independent Non-Executive Director for second term of five consecutive years.	Special		

BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED



Item No.	Description	Type of resolution	Assent (For)	Dissent (Against)
6	Re- appointment of Mr. Kuldeep Kumar Gupta (DIN: 00915376) as an Independent Non-Executive Director for second term of five consecutive years.	Special		
7	Re-appointment of Mr. Ravindra Singh (DIN: 00429417) as an Independent Non-Executive Director for second term of five consecutive years.	Special		

Signed thisday of 2019.

Signature of shareholders(s) :

Signature of Proxy holder(s) :

Affix
Re. 1/-
Revenue
Stamp

Note : Proxy form to be submitted at the registered office of the Company not less than 48 (forty eight) hours before the commencement of aforesaid Annual General Meeting.



BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

Regd. Office: 503, Rohit House,
3 Tolstoy Marg, New Delhi 110001
Tel No. : 011-49800900, Fax: 011-49800933
Email: commodities@bharatbhushan.com, Website: www.bbinvestments.in
CIN-L67120DL1992PLC049038

ENTRANCE PASS / ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting

1. **Name of the** :

2. **Registered Address of the
Sole/First named members** :

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

4. **No. of Shares** :

I certify that I am a registered shareholder/proxy of the registered shareholder of the Company as per details above. I hereby record my/our presence at the 27th Annual General Meeting of the Company held on Friday, 27th September, 2019 at 11:00 A.M. at Dormitory-I, Shree Delhi Gujarati Samaj (Regd.), 2, Rajniwas Marg, Civil Lines, Delhi-110054. Name of the Shareholder/Proxy _____

Signature of the Shareholder/Proxy present. _____

Note: Only Shareholders/proxies are allowed to attend the meeting.

Member's Folio/DP ID-Client ID No.

Member's /Proxy's Name in block letter

Member's/Proxy's Signature

Notes: Please complete the Folio/DP ID-Client No. and name, sign this Attendance slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

The Electronic voting particulars as set out below:

EVEN (E-voting event number)	User ID	Password

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
24 th September, 2019 at 9.00 A. M.	26 th September, 2019 at 5.00 P.M.