

BFM INDUSTRIES LIMITED

Registered Office: 1 Ramesh Mitra Road 3rd Floor, P.S. Bhowanipur, Kolkata - 700025;
Fax: 033-22420588; Email id: bfmilt@gmail.com; Website: www.bfmind.com
CIN: L65993WB1918PLC000947; Phone: +91 9007077041

NOTICE

Notice is hereby given that the 103rd Annual General Meeting of the Members of **M/s BFM Industries Limited** will be held on **Tuesday, the 27th day of September, 2022** at 04.00 p.m. (IST) at The Aryans School, 149 B.T Road, Kolkata-700058 to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mrs. Manisha Pincha (DIN: 07143031) who retires by rotation, under the provisions of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. **Re-appointment of M/s. KOMANDOOR & CO LLP, (FRN: 001420S/S200034), as the Statutory Auditor of the Company.**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of Audit Committee and the Board of Directors of the Company accorded at their respective meeting held on 10th August, 2022, M/s. KOMANDOOR & CO LLP, (FRN: 001420S/S200034) be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a term of five years from the conclusion of this Annual General Meeting of the Company till the conclusion of Annual General Meeting to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

4. **Revision in terms of remuneration payable to Mr. Sushil Kumar Banthia (DIN: 00555169), Whole-time Director**

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:-

"RESOLVED THAT, in accordance with the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule V to the Act, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Article of Associations of the Company, and

pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company and subject to all the applicable statutory approvals, sanctions and permissions as may be necessary, the consent of the Members be and is hereby accorded for revision in terms of remuneration payable to Mr. Sushil Kumar Banthia (DIN: 0055169), Whole - time Directors, with effect from 01st April, 2022 till the expiry of his present tenure at such terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, wherein in any financial year during his tenure, the Company has no profits or inadequate profits, the Whole Time Director will be paid minimum remuneration within the ceiling limit prescribed under Section II of Part II of Schedule V of the Act, or any modification(s) or re-enactment(s) thereof.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to modify and/or revise the terms, remuneration and other benefits payable to Mr. Banthia as Whole-time Director of the Company from time to time as may be considered appropriate, within the prescribed limits mentioned in the Act.”

RESOLVED FURTHER THAT any of the Directors of the company or the Company Secretary be and are hereby severally authorized to execute all such agreements, instruments and do all such acts, deeds, matters and things and to file necessary forms with the Registrar of Companies as may be necessary to give effect to the above resolution.”

Registered Office:

1, Ramesh Mitra Road,
Third Floor, Kolkata-700025

By Order of the Board
BFM INDUSTRIES LIMITED

Sd/-
Simran Agarwal
Company Secretary &
Compliance Officer

Place: Kolkata

Date: 10th August, 2022

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed hereto.
2. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, Brief details relating to Director retiring by rotation seeking re-appointment at this AGM are annexed hereto.
3. Pursuant to the provision of the Act, a Member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a person as a proxy to attend and vote on his/her behalf and the proxy need not be the Member of the Company.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Hence the Proxy Form and Attendance Slip including Route map are annexed to this notice.

The instrument of proxy, in order to be effective must be duly filled, stamped and signed and should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

4. Every Member entitled to vote at the Meeting shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, to inspect the proxies lodged, provided that not less than three days' notice in writing of the intention to inspect is given by the Member to the Company.
5. In terms of the provisions of Section 112 & 113 of the Act, read with the rules made thereunder, Corporate/institutional members (i.e. other than individuals, HUF, NRI etc.) are requested to send to the Company a certified scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing their representatives to attend and vote on their behalf at the AGM with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at csprachi92@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com and bfmilttd@gmail.com.
6. In case of joint holders, the Member's whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically during the AGM.
7. To promote the optimum utilization of natural resources responsibly and in compliance with the Circulars issued by MCA vide General Circular No. 2/2022 dated May 5, 2022 and SEBI Circular dated May 13, 2022 read with SEBI Circular dated January 15, 2021, May 12, 2020 and other such relevant circulars issued in this behalf from time to time and in order to support the "Green Initiative in the Corporate Governance" by the Ministry of Corporate Affairs, we requests the Members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s Niche Technologies Private Limited at nichetechpl@nichetechpl.com mentioning their Name and Folio No. The Members can also register their e-mail address with the Company by sending an email at bfmilttd@gmail.com mentioning their Name and Folio No. The Company is concerned about protecting the environment and utilizing natural resources in a sustainable way.

8. The Annual Report for 2021-22 and Notice of the 103rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in electronic form, to all such Members whose email IDs are registered with the Company/Depository Participants(s)/ Company's Registrar & Share Transfer Agent unless any member has requested for a physical copy of the same. For Member who have not registered their email address, physical copies of Notice being sent by the permitted mode. Members may also note that Notice of 103rd Annual General Meeting and Annual Report for 2021-22 will also be available on Company's website at www.bfmind.com for their download.
9. Members / Proxies / Authorized Representatives should bring the attendance slips duly filled-in for attending the Meeting and deliver the same at the entrance of the Meeting place. Proxy / Authorized Representative of a Member should mark on the Attendance Slip as "Proxy" or "Representative", as the case may be. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID No. for easy identification of attendance at the Meeting. Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting. Further, please note that Duplicate Attendance Slips shall not be issued.
10. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members holding shares in physical form are requested to notify change if any, in their present residential address or bank mandates under their signatures immediately to the Company / Registrar and Share Transfer Agent of the Company, quoting their folio number.
11. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent 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.
12. Members who hold shares in physical form and wish to make/ change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13 or SH-14 as required, to the Company's Registrar & Share Transfer Agent.
13. All Statutory Registers and other relevant documents referred to in the Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and also at the Meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and 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.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least seven days before the date of the Meeting so as to enable the Company to keep the information ready.

14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant for various securities market transactions. 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 details to the Company / RTA for registration of transmission / transposition, deletion of name etc.

15. In order to enhance the ease of doing business for investors in the securities market, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021, read together with the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 (hereinafter, collectively referred as the "SEBI KYC Circulars") mandated furnishing of PAN, full KYC details and Nomination by the holders of physical securities. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the SEBI KYC Circulars. The folios wherein the above details are not available shall be frozen in the manner and timelines given in the SEBI KYC Circulars. Further, in terms of the SEBI KYC Circulars, the securities in the frozen folios shall be eligible for payment including dividend only through electronic mode, in the manner and timelines given therein. The payment shall be made electronically upon complying with the relevant requirements of the SEBI KYC Circulars. Accordingly, Members are hereby requested to kindly comply with the SEBI KYC Circulars.
16. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January, 2022 has now decided that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificates, endorsement, sub-division/splitting/ consolidation of share certificates, transmission and transposition. The securities holder/ claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which can be downloaded from the Company's website, i.e. www.bfmiltd@gmail.com Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.
17. The Company has designated an exclusive e-mail ID bfmilt@gmail.com which would enable the members to communicate their grievances. The Members may send their grievances, if any, to this e-mail ID for its quick redressal.
18. **Voting through Electronic Means:**
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rules framed thereunder, as amended from time to time, and Regulation 44 of the 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 Central Depository Services (India) Limited (CDSL).
 - 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. 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.
 - III. The remote e-voting period commences on 24th September, 2022 (10:00 am) and ends on 26th September, 2022 (5:00 pm). 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 2022, may cast their vote by remote e-voting.

The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

IV. The process and manner for remote e-voting are as under:

- a. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab.
- c. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- d. Next enter the image Verification as displayed and Click on Login.

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (c).

- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f. If you are a first time user follow the steps given below:
- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant Company Name **<BFM Industries Limited>** on which you choose to vote.

- k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- r. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- s. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. 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 i.e on 20th September, 2022.
20. 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.

21. 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.
22. Ms. Prachi Todi, Company Secretary in Practice (ACS No. 53022; CP No. 22964) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the Annual General Meeting in a fair and transparent manner.
23. The Scrutinizer shall after the conclusion of voting at the AGM, 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 48 hours 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 her in writing, who shall countersign the same and declare the result of the voting forthwith.
24. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.bfmind.com and on the website of CDSL 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 Stock Exchange where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
25. Investors who became members of the Company subsequent to the dispatch of the Notice by the permitted mode or through email and holds the shares of the Company as on the cut-off date i.e. 20th September, 2022 are requested to send a written/email communication to the Company at bfmilt@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
26. The notice of AGM will be sent to the Members, whose names appear in the register of members/depositories as at closing hours of business, on Friday, 12th August, 2022. A person, who is not a member as on cutoff date of 20th September, 2022 should treat this notice for information purpose only.
27. The Shareholders shall have one vote per equity share held by them as on the cut-off date of 20th September, 2022. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
28. The results on above resolution shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour.
29. The Scrutinizer's decision on the validity of e-voting will be final.
30. In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the Meeting or in connection therewith.
31. Considering the COVID-19 pandemic, shareholders who are attending the 103rd Annual General Meeting are hereby requested kindly maintain the social distancing norms and follow the protocol as issued by the municipalities/state government and other authorities.
32. A Route Map showing directions to reach to the venue of the 103rd AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 on "General Meetings" issued by The Institute of Company Secretaries of India.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING
Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 4

Revision in terms of remuneration payable to Mr. Sushil Kumar Banthia (DIN: 00555169), Whole-time Director

Upon the recommendation of Nomination and Remuneration Committee of the Company and approval of Board of Directors of the Company, proposed revision in terms of remuneration payable to Mr. Sushil Kumar Banthia (DIN: 00555169), Whole - time Directors, by way of enhancing his salary as mentioned below with effect from 1st April, 2022 till the remaining period of his present tenure. All other terms & conditions as per the agreement dated 01st August, 2019 will remain the same. Accordingly, a supplemental agreement has been executed.

A copy of the supplemental agreement entered into between Company and Mr. Banthia is available for inspection at the registered office of the Company during business hours, upto the date of the AGM.

The brief terms and conditions relating to his remuneration as detailed in the aforesaid agreement are stated hereunder:

The salary structure for Sri Sushil Kumar Banthia, considering his qualification, expertise, experience, seniority and market trend has been decided as follows:

Basic Salary: - At the rate of Rs. 51,469 per month.

Medical Reimbursement: - Rs 15500 (Yearly)

Leave Encashment: - 15000 (Yearly)

Bonus - One Month Salary: - Rs 51,469

Sitting Fees: - He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Details of Mr. Sushil Kumar Banthia is provided in "**Annexure -1**" to the notice pursuant to the provisions of:

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Accordingly, the Board recommends the resolution for the approval by the shareholders of the Company by means of Special Resolution, as set out in Item No. 4 of this Notice, in relation to revision of remuneration of Mr. Sushil Kumar Banthia, Whole-time Director, from Rs. 42,500/- (Rupees Forty Two Thousand Five Hundred only) to Rs. 51,469/- (Rupees Fifty One Thousand Four Hundred And Sixty Nine only) per month, with effect from 1st April, 2022 till the expiry of his present tenure with other terms of appointment as per agreement dated 01st August, 2019 remaining same, read with supplemental agreement of the Company.

Further, the disclosures as required under Section II of Part II of the Schedule V of the Companies Act, 2013 are stated below.

Information as per Section II of Part II of the Schedule V of the Companies Act, 2013:**General Information:**

Nature of Industry	Company carries on the business of real estate and other financial related activities
Date or expected date of commencement of commercial production	14.12.1998
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
The financial performance of the Company during the preceding three financial years is as under:	

(Amount in Rs.)

Particulars	2021-22	2020-21	2019-20
Total Income	12,55,989	9,66,220	11,72,157
Total Expense	(16,45,844)	(23,48,373)	(13,67,104)
Profit/Loss before Interest and Depreciation	(3,89,855)	(13,82,153)	(1,94,947)
Profit/Loss before Tax	(3,89,855)	(13,82,153)	(1,94,947)
Tax	29,048	3,588	-
Profit after Tax	(4,18,903)	(13,85,741)	(1,94,947)

Information about Mr. Banthia:

Background details: Mr. Sushil Kumar Banthia has been associated with the Company since 25.01.2010, he has been actively involved in the management of the Company and supervision of the operations of the Company.

Past remuneration: Mr. Sushil Kumar Banthia was paid Rs. 5,83,000/- p.a during the financial year 2021-22.

Recognition or awards: None

Job profile and his suitability: Mr. Sushil Kumar Banthia is actively involved in the management of the Company. He takes care of the overall supervision of the operations of the Company. The vast experience and exposure makes him suitable person for the position of Whole-Time Director of the Company.

Remuneration proposed: As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in the agreement entered into between Company and the director.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The remuneration is commensurate with the size and nature of business of the Company and also with the functions and responsibilities entrusted upon him.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Apart from the Directorship, Mr. Sushil Kumar Banthia has no other relationship with the Company, he is not entitled to any other emoluments from the Company apart from the remuneration agreed upon. Further, he is not related to any of the Managerial Personnel of the Company.

Other information:

Reasons of loss or inadequate profit: Due to economic slowdown and various regulatory changes.

Steps taken or proposed to be taken for improvement: The Company is taking adequate measures to introduce new policies or schemes in order to improve its profitability.

Expected increase in productivity and profits in measurable terms: The Company is expected to increase its productivity in the upcoming years.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Sushil Kumar Banthia, has any concern or interest, financially or otherwise, in this resolution.

ANNEXURE - 1

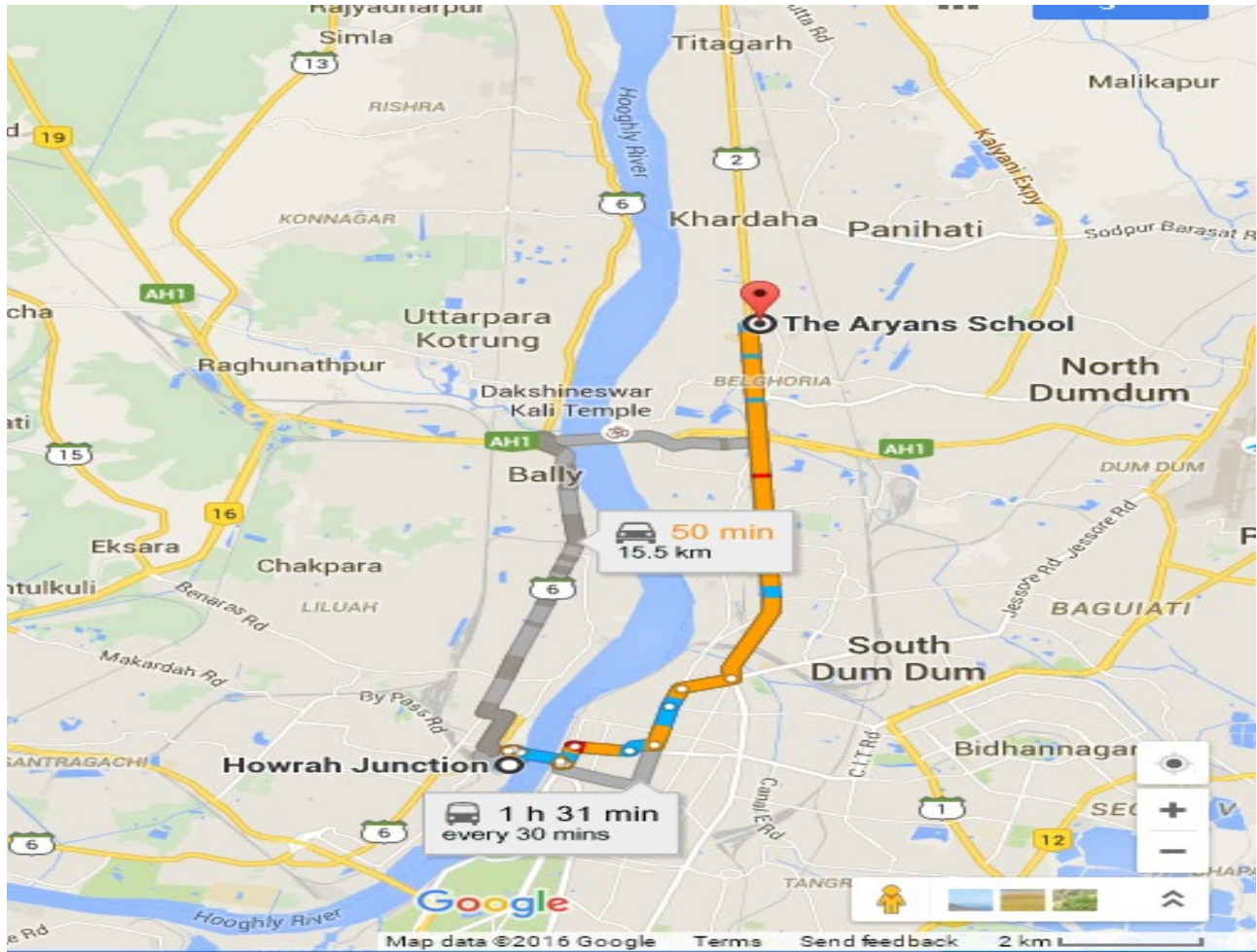
DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT (OTHER THAN INDEPENDENT DIRECTORS) AS SET OUT IN THIS NOTICE

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meeting issued by the Institute of Companies Secretaries of India)

Name of Director	Mrs. Manisha Pincha	Mr. Sushil Kumr Banthia
DIN	07143031	00555169
Date of Birth	22.10.1980	01.11.1962
Nationality	Indian	Indian
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL	NIL
Date of Appointment	27 th March, 2015	25 th January, 2010
Expertise in specific functional area	Managerial	Managerial and Motivational Qualities
Brief Profile	She is having par excellence in the management activities. The Company is and will continue to benefit from her distinctive managerial qualities along with her rich experience.	He is a man with par excellence, high experience and is a great team leader. The Company is and will continue to benefit from his distinctive managerial qualities along with his rich and varied experience and exposures.
No. of equity shares held in the company	NIL	NIL
List of other companies in which Directorships held	1. Khatod Investments & Finance Co Ltd. 2. Namokar Duplicating Pvt. Ltd.	1. RDB-Cybercity Developers Private Limited 2. RDB Hyd Infrastructure Private Limited. 3. Scorpion Tradelink Private Limited 4. Bhagya Distributors Private Limited. 5. Prashant Commodities Private Limited 6. Humraj Commodities Pvt. Ltd. 7. Regent Finance Corporation Private Limited. 8. Swapno Vanijya Private Limited 9. YMS Hospitality Private Limited, 10. Banthia Financial Services Private Limited. 11. Kulay Developers Private Limited 12. Somani Estates Private Limited 13. Bengal Regent Infrastructure Ltd 14. Bhagwati Builders & Development Pvt Ltd. 15. Kulay Housing Projects Private Limited. 16. YMS Technologies Foundation
Chairman/Member of the Committee of the Board in the Company	Member - Nomination and Remuneration Committee	Member - Audit Committee Member – Stakeholder Relationship Committee
Chairman/Member of the Committees of the Board of other public Companies in which she is a director	Member - Audit Committee Member - Stakeholder Relationship Committee	NIL
Last drawn Remuneration	Nil	Rs. 42,500/- per month
Number of Meetings of the Board attended during the year 2021-22	4 out of 5	5 out of 5

**ROUTE MAP TO THE VENUE OF THE 103RD ANNUAL GENERAL MEETING OF
BFM INDUSTRIES LIMITED**

VENUE: THE ARYANS SCHOOL, 149, B.T.ROAD, KOLKATA- 700058



BFM INDUSTRIES LTD

Registered Office: 1 Ramesh Mitra Road 3rd Floor, P.S. Bhowanipur, Kolkata - 700025;
Phone: 09007077041
Email id : bfmiltd@gmail.com; Website: www.bfmind.com
CIN: L65993WB1918PLC000947

ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of Meeting Hall)

Regd. Folio No. /DP Client ID..... No. of shares held.....

I/ We hereby record my/ our presence at the 103rd Annual General Meeting of BFM INDUSTRIES LIMITED being held on Tuesday, 27th September, 2022 at 04.00 p.m. at The Aryans School, 149 B.T Road, Kolkata- 700058.

Name of Member /Proxy (In BLOCK LETTERS)

Signature of Member/Proxy

BFM INDUSTRIES LTD

Registered Office: 1 Ramesh Mitra Road 3rd Floor,P.S. Bhowanipur, Kolkata - 700025; Phone:
09007077041
Email id : bfmiltd@gmail.com; Website:www.bfmind.com
CIN: L65993WB1918PLC000947

**Form 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]

CIN : L65993WB1918PLC000947
Name of the Company: BFM INDUSTRIES LIMITED
Regd Office : 1 Ramesh Mitra Road 3rd Floor,P.S. Bhowanipur, Kolkata - 700025
Registered Address : -----DO-----
Phone No : 9007077041
E-mail : bfmiltd@gmail.com

Name of the Member(s)	
Registered Address	
E-Mail ID	
Folio No/ Client ID	
DP ID	

I/We, being the member(s) of shares of BFM Industries Limited, hereby appoint

1 Name..... Address.....

E-mail id..... Signature.....

or filing him as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on Tuesday, 27th September, 2022 at 04.00 p.m. at The Aryans School, 149 B.T Road, Kolkata- 700058 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1	Ordinary Resolution to receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 st March, 2022 together with the Reports of the Board of Directors and Auditors' thereon.		
2	Ordinary Resolution to appoint a Director in place of Mrs. Manisha Pincha (DIN: 07143031) who retires by rotation and being eligible offers herself for re-appointment.		
3.	Ordinary Resolution to re-appoint Statutory Auditor, M/s. KOMANDOOR & CO LLP, (FRN: 001420S/S200034) for a tenure of five (5) years from the conclusion of this AGM till the conclusion of AGM to be held in the year 2027.		
Special Business			
4.	Special Resolution to Revision in the terms of remuneration payable to Mr. Sushil Kumar Banthia (DIN: 00555169), Whole - time Director with effect from 1 st April, 2022 till the remaining period of his present tenure.		

Signed this.....day of2022

Signature of the member:

Affix revenue stamp

Signature of proxy:

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.