

# BFM INDUSTRIES LIMITED

Registered Office: 60A, Chowringhee Road, 2nd Floor, Kolkata-700020;  
Fax: 033-22420588; Email id: [bfmilt@gmail.com](mailto:bfmilt@gmail.com); Website: [www.bfmind.com](http://www.bfmind.com)  
CIN: L65993WB1918PLC000947; Phone: +91 9007077041

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## **NOTICE**

Notice is hereby given that the 101<sup>st</sup> Annual General Meeting of M/s BFM Industries Limited will be held on Wednesday, the 30<sup>th</sup> day of September, 2020 at 04.00 p.m. at The Aryans School, 149 B.T Road, Kolkata-700058 to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mrs. Manisha Pincha (DIN: 07143031) who retires by rotation and being eligible offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. **Re-appointment of Mr. Narayan Roy (DIN: 07104417) as an Independent Director**

To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the approval of Board of Directors and recommendations of Nomination and Remuneration Committee, Shri Narayan Roy (DIN: 07104417) who was appointed as an Independent Director of the Company, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for second term of five (5) consecutive years on the Board of Directors of the Company with effects from 09<sup>th</sup> March, 2020 till 08<sup>th</sup> March 2025.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to all such acts, deeds and things as may be necessary to give effect to the instant resolution."

4. **Re-appointment of Mr. Sushil Kumar Banthia (DIN: 00555169) as Whole-Time Director**

To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

**"RESOLVED THAT** subject to the provisions of sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 ("**the Act**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendations of Nomination and Remuneration Committee and

approval of the Board of the Directors of the Company, consent of the members be and is hereby accorded to re-appoint Mr. Sushil Kumar Banthia as a Whole Time Director for further period of 5 (five) years with effect from August 01, 2019 and payment of remuneration upon the terms and conditions as set out in the Explanatory Statement accompanying this notice and as contained in the agreement entered into between the Company and the appointee, with an option to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and /or agreement in such a manner as may be agreed to between the Board of Directors and appointee.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, wherein in any financial year during the currency of 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** in the event of any statutory amendment or modification or relaxation in the provisions relating to the payment of remuneration to the managerial persons, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, etc. within such prescribed limits."

**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds, things and matters as may be necessary in this connection."

**By order of the Board**

Date: 30<sup>th</sup> July, 2020

**Registered Office:**  
60A, Chowringhee Road,  
2<sup>nd</sup> Floor, Kolkata- 700020

**Kumar Bam Bam  
Company Secretary**

## NOTES:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("**the Act**") in respect of the Special businesses in the Item Nos. 3 and 4 of the notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF SUCH PROXY NEED NOT BE A 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.

**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.**

3. Companies, Societies, etc. intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. Further, the proxy-holder should prove his identity at the time of attending 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.

**The Proxy Form is attached to this notice for convening 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. The details of Director seeking re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at the Annual General Meeting ('**Meeting**') is annexed hereto and forms part of this Notice. The Director has furnished the requisite declaration for his re-appointment.
6. To support the "Green Initiative in the Corporate Governance" by the Ministry of Corporate Affairs, the Annual Report for 2019-20 and Notice of the 101<sup>st</sup> 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) for communication purposes.

Members may also note that Notice of 101<sup>st</sup> Annual General Meeting and Annual Report for 2019-20 will also be available on Company's website at [www.bfmind.com](http://www.bfmind.com) for their download.

In order to continue its endeavor towards paperless communication, the Company 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](mailto: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 [bfmilt@gmail.com](mailto:bfmilt@gmail.com) mentioning their Name and Folio No.

7. 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.
8. 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.
9. 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.
10. 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.
11. 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.

12. 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.
13. Pursuant to the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, vide Gazette notification dated 8th June, 2018, the Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities (except transmission and transposition) would be carried out in dematerialized form only with effect from 5th December, 2018. Thus the Members holding shares in physical form are requested to dematerialize their shareholding to avoid inconvenience.

14. The Company has designated an exclusive e-mail ID [bfmilt@gmail.com](mailto: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.

15. Voting through Electronic Means:

I. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the 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 27<sup>th</sup> September, 2020 (10:00 am) and ends on 29<sup>th</sup> September, 2020 (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, 23<sup>rd</sup> September 2020, 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](http://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.
- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>

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)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• 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).</li> </ul>

- 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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.
16. 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. 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](mailto:csprachi92@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29th September, 2020 up to 05:00 P.M. without which the vote shall not be treated as valid.
17. 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 23<sup>rd</sup> September, 2020.
18. 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.
19. 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.
20. Ms. Prachi Todi, Company Secretary in Practice (FCS No. 22964; CP No. 53022) 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.
21. 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.
22. 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.
23. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.bfmind.com](http://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.
24. 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. 23<sup>rd</sup> September, 2020 are requested to send a written/email communication to the Company at [bfmilt@gmail.com](mailto:bfmilt@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

25. 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, 21<sup>st</sup> August, 2020. A person, who is not a member as on cutoff date of 23<sup>rd</sup> September, 2020 should treat this notice for information purpose only.
26. The Shareholders shall have one vote per equity share held by them as on the cut-off date of 23<sup>rd</sup> September, 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
27. 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.
28. The Scrutinizer's decision on the validity of e-voting will be final.
29. 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.
30. Pursuant to the MCA circular no. 20/2020 dated 05.05.2020 considering the outbreak of the global Covid-19 pandemic, the notice of the 101<sup>st</sup> Annual General Meeting along with the Annual Report for the F.Y 2019-20 will be sent to the shareholders via email only. The members whose email address are not registered with the Company are hereby requested to contact the Depository Participant in case of demat holding (DP) and those shareholders who are holding shares in physical form are requested to send an e mail to the Company at [bfmilt@gmail.com](mailto:bfmilt@gmail.com) along with its folio no., name of the shareholder(s), scanned copy of the certificates (front and back), and self attested copy of Identity proof and address proof.
31. A Route Map showing directions to reach to the venue of the 101<sup>st</sup> 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.



**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 3- Continuation of Shri Narayan Roy (07104417) as Independent Director**

Mr. Narayan Roy was appointed as Independent Director of the Company pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and the applicable provisions of the erstwhile Listing Agreement with the Stock Exchange, to hold office for a term of five (5) consecutive years w.e.f. 09<sup>th</sup> March, 2015 i.e. till 08<sup>th</sup> March, 2020. Apart from his directorship he is also the chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

In terms of the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of Special Resolution by the Company and disclosure of such appointment in the Board's Report.

The Board of Directors of the Company at the meeting held on 07<sup>th</sup> March, 2020, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the members, the re-appointment of Shri Narayan Roy as an Independent Director of the Company w.e.f 09<sup>th</sup> March, 2020, as set out in the resolution relating to his re-appointment .The Company has also received declaration from him stating that he meets the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations).

The Company has received a notice in writing from a shareholder of the Company under section 160 of the Act proposing the candidature of Shri Narayan Roy for the office of the Independent Director of the Company. Further as per the declarations received by the Company, Shri Narayan Roy is not disqualified to be appointed as Director under Section 164 of the Companies Act, 2013.

The Committee and the Board are of the view that Mr. Narayan Roy's association with the Board and his expertise and experience would benefit the Company. A brief profile of Shri Narayan Roy stating his nature of expertise in leadership management, name of companies in which he holds directorship(s) and membership(s)/chairmanship(s) of Board Committees, are provided below in this Notice.

Except Shri Narayan Roy, being an appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

**Item No.4: To re-appoint Mr. Sushil Kumar Banthia as Whole-Time Director of the Company**

Shri Sushil Kumar Banthia who is having distinct managerial qualities and who poses vast experience and exposure in the field of day to day business management and considering his vital qualities the Board of Directors via its meeting dated 20.06.2019 has re-appointed Shri Sushil Kumar Banthia as Whole-Time Director of the Company for further period of five years from 01.08.2019, subject to the approval of shareholders.

A copy of the aforesaid agreement dated 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 appointment and 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. 42,500 per month.

Medical Reimbursement :- Rs 15000 (Yearly)

Leave Encashment :- 15500 (Yearly)

Bonus - One Month Salary :- Rs 42,500

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

A brief resume of Shri Sushil Kumar Banthia stating his nature of expertise in specific managerial area, name of companies in which he holds directorship(s) and membership(s)/chairmanship(s) of Board Committees, are provided below in this Notice. Further, the disclosures as required under Section II of Part II of the Schedule V of the Companies Act, 2013 are also provided.

Except Shri Sushil Kumar Banthia, being an appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

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

A) General Information:

- i. Nature of Industry: Company carries on the business of real estate and other financial related activities.
- ii. Date or expected date of commencement of commercial production: The Company received its registration certificate from MCA on 14.12.1998.
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- iv. Financial performance during the preceding three financial years:

<b><u>Particulars</u></b>	<b><u>2019-20</u></b>	<b><u>2018-19</u></b>	<b><u>2017-18</u></b>
Total Income	11,72,157	13,08,447	12,74,028
Total Expense	(13,67,103)	(12,72,784)	(14,56,630)
<b>Profit/Loss before Interest and Depreciation</b>	<b>(1,94,946)</b>	<b>35,663</b>	<b>(1,82,602)</b>
Less: Interest	-	-	-
Less: Depreciation	-	-	-
<b>Profit/Loss before Tax</b>	<b>(1,94,946)</b>	<b>35,663</b>	<b>(1,82,602)</b>
Tax	-	6858	-
<b>Profit after Tax</b>	<b>(1,94,946)</b>	<b>28805</b>	<b>(1,82,602)</b>

v. Foreign investments or collaborations, if any: Nil

B) Information about the appointee:

1. Background details: Shri 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.
2. Past remuneration: Being Whole-Time Director Shri Sushil Kumar Banthia received remuneration of Rs. 5,83,000/- p.a.
3. Recognition or awards: None

4. Job profile and his suitability: Shri 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.
5. 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 appointee.
6. 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 her.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Apart from the Directorship, Shri 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.

C) Other information:

1. Reasons of loss or inadequate profit: Due to economic slowdown and various regulatory changes.
2. 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.
3. Expected increase in productivity and profits in measurable terms: The Company is expected to increase its productivity by 10-15 percent in the upcoming years.

D) Other Disclosures:

The other requisite disclosures as required to be made available in the Corporate Governance Report are mentioned therein and the same is annexed to the Annual Report.

**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT (OTHER THAN INDEPENDENT DIRECTORS) AT THE 101<sup>ST</sup> ANNUAL GENERAL MEETING**

*(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

<b>Name of Director</b>	<b>Mr. Sushil Kumr Banthia (DIN: 00555169)</b>
Date of Birth	01.11.1962
Relationship with other Director inter se	NIL
Date of Appointment	25 <sup>th</sup> January, 2010
Expertise in specific functional area	Managerial and Motivational Qualities
Brief Profile	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
List of other companies in which Directorships held	<ol style="list-style-type: none"> <li>1. KULAY HOUSING PROJECTS PRIVATE LIMITED</li> <li>2. SAMSPA REAL ESTATE PRIVATE LIMITED</li> <li>3. SARASWATI ABASAN PRIVATE LIMITED</li> <li>4. RD DEVCON PRIVATE LIMITED</li> <li>5. BHAGWATI BUILDERS &amp; DEVELOPMENT PVT LTD</li> <li>6. BENGAL REGENT INFRASTRUCTURE LTD</li> <li>7. SOMANI ESTATES PRIVATE LIMITED</li> <li>8. KULAY DEVELOPERS PRIVATE LIMITED</li> <li>9. SWAPNO VANIJYA PRIVATE LIMITED</li> <li>10. CRABLE VANIJYA PRIVATE LIMITED</li> <li>11. REGENT FINANCE CORPORATION PRIVATELIMITED</li> <li>12. VITOL COMMERCIAL PVT LTD</li> <li>13. HUMRAJ COMMODITIES PVT. LTD.</li> <li>14. PRASHANT COMMODITIES PRIVATE LIMITED</li> <li>15. BHAGYA DISTRIBUTORS PRIVATE LIMITED</li> <li>16. SCORPION TRADELINK PRIVATE LIMITED</li> <li>17. RDB HYD INFRASTRUCTURE PRIVATE LIMITED</li> <li>18. RDB-CYBERCITY DEVELOPERS PRIVATE LIMITED</li> <li>19. WEBTEX INTEGRATED TEXTILE PARK INFRA LIMITED</li> </ol>
Committee positions held in BFM Industries Limited	Member-Audit Committee Member – Stakeholder Relationship Committee.
Committee memberships in other Companies	-

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 101<sup>ST</sup> ANNUAL GENERAL MEETING**

*(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

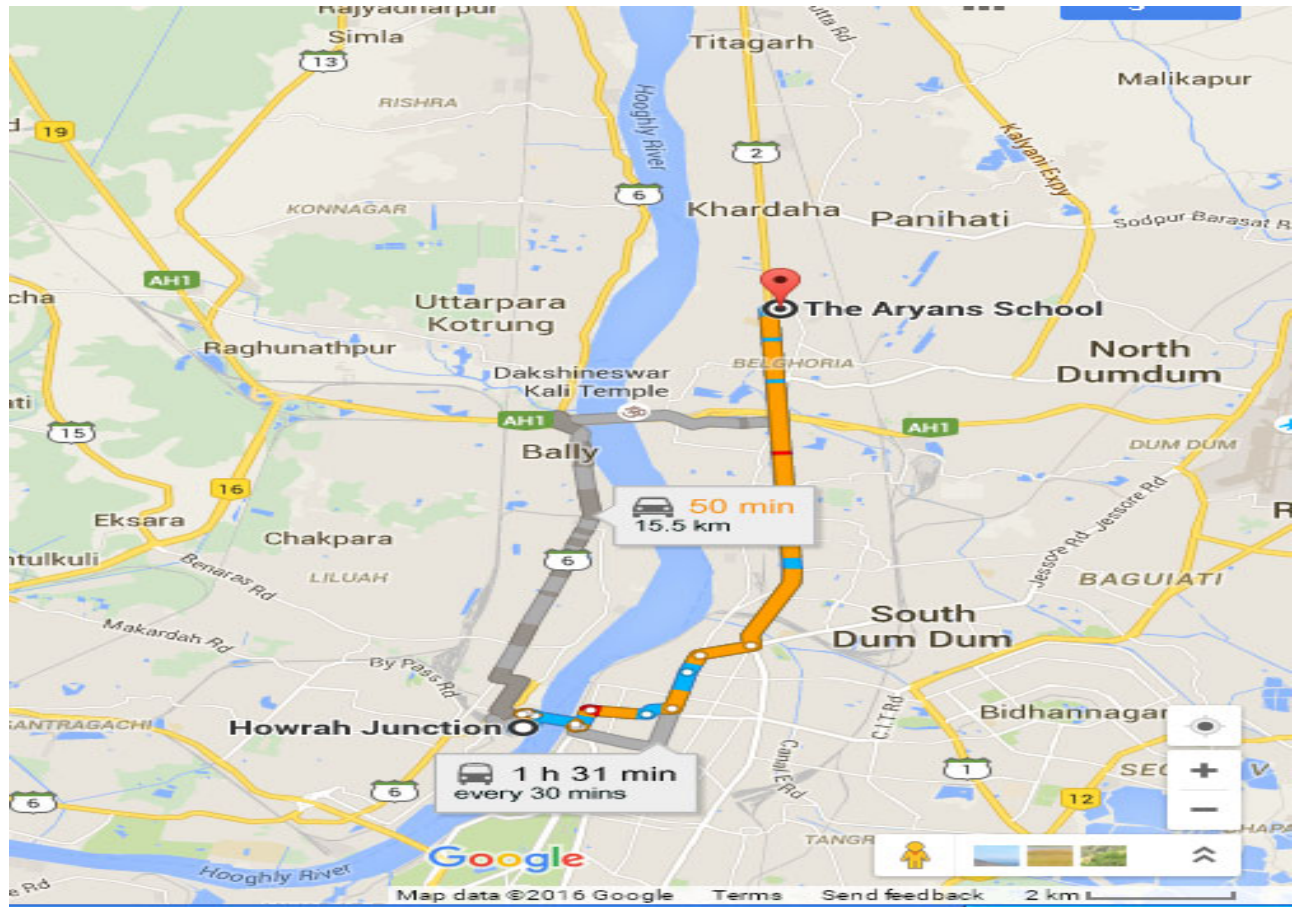
<b>Name of Director</b>	<b>Mr. Narayan Roy (DIN: 07104417)</b>
Date of Birth	01.12.1951
Relationship with other Director inter se	NIL
Date of Appointment	09 <sup>th</sup> March, 2015
Expertise in specific functional area	Accounts and Managerial
Brief Profile	He is a man with par excellence, high experience. The Company is and will continue to benefit from his distinctive managerial qualities along with his rich experience and exposures.
No. of equity shares held in the company	NIL
List of other companies in which Directorships held	<ol style="list-style-type: none"> <li>1. JOHRI TOWERS PRIVATE LIMITED</li> <li>2. SHANTIMAY PROJECTS PRIVATE LIMITED</li> <li>3. SHIVJATA HOUSING PRIVATE LIMITED</li> <li>4. SCORPION BUILDCON PRIVATE LIMITED</li> <li>5. AAGAMAN BUILDCON PRIVATE LIMITED</li> <li>6. BHAGYA DISTRIBUTORS PRIVATE LIMITED</li> <li>7. SAGAR DISTRIBUTORS PRIVATE LIMITED</li> <li>8. VINAHAST COMMOALES PRIVATE LIMITED</li> <li>9. SOMANI ESTATES PRIVATE LIMITED</li> <li>10. BASUDEV BUILDERS PRIVATE LIMITED</li> <li>11. LAKHDATAR PROMOTERS PRIVATE LIMITED</li> <li>12. PEARLTREE PROMOTERS PRIVATE LIMITED</li> <li>13. ADHUNIK LAND-DEVELOPERS PRIVATE LIMITED</li> <li>14. ADHUNIK RELAPROPERTIES PRIVATE LIMITED</li> <li>15. ADHUNIK ENCLAVE PRIVATE LIMITED</li> <li>16. ADHUNIK REALCON PRIVATE LIMITED</li> <li>17. ADHUNIK INFRAHOME PRIVATE LIMITED</li> <li>18. AASHIYANA INFRA-ABASAN PRIVATE LIMITED</li> <li>19. ZYAN REALTORS PRIVATE LIMITED</li> </ol>
Committee positions held in BFM Industries Limited	Chairman-Audit Committee Chairman- Stakeholder Relationship Committee Chairman-Nomination and Remuneration Committee
Committee memberships in other Companies	-

**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 101<sup>ST</sup> ANNUAL GENERAL MEETING**

*(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

<b>Name of Director</b>	<b>Mrs. Manisha Pincha (DIN: 07143031)</b>
Date of Birth	22.10.1980
Relationship with other Director inter se	NIL
Date of Appointment	27 <sup>th</sup> March, 2015
Expertise in specific functional area	Managerial
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.
No. of equity shares held in the company	NIL
List of other companies in which Directorships held	1. KHATOD INVESTMENTS & FINANCE CO LTD 2. NAMOKAR DUPLICATING PVT LTD
Committee positions held in BFM Industries Limited	Member-Nomination and Remuneration Committee
Committee memberships in other Companies	Member-Audit Committee Member-Stakeholder Relationship Committee

## ROUTE MAP FOR AGM



**BFM INDUSTRIES LTD**

Registered Office: 60A, Chowringhee Road, 2<sup>nd</sup> Floor, Kolkata-700020; Phone: 09007077041  
 Email id : bfmilt@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 101<sup>ST</sup> Annual General Meeting of BFM INDUSTRIES LIMITED being held on Wednesday, 30<sup>th</sup> September, 2020 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: 60A, Chowringhee Road, 2<sup>nd</sup> Floor, Kolkata-700020; Phone: 09007077041  
 Email id : bfmilt@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 : 60A, Chowringhee Road, 2<sup>nd</sup> Floor, Kolkata-700020  
 Registered Address : -----DO-----  
 Phone No : 9007077041  
 E-mail : bfmilt@gmail.com

<b>Name of the Member</b>	
<b>Registered Address</b>	
<b>E-Mail ID</b>	
<b>Folio No/ Client ID</b>	
<b>DP ID</b>	

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 Wednesday, 30<sup>th</sup> September, 2020 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:

<b>Resolution No.</b>	<b>Resolution</b>	<b>For</b>	<b>Against</b>
<b>Ordinary Business</b>			
1	Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 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.		
<b>Special Business:</b>			
3	Special Resolution to re-appoint Mr. Narayan Roy as independent Director of the Company for further period of five years.		
4	Special Resolution to re-appoint Mr. Sushil Kumar Banthia as Whole-Time Director of the Company for further period of five years.		

Signed this..... day of .....2020

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.