

ANNUAL REPORT

2019-20

BFM INDUSTRIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sushil Kumar Banthia

Whole-Time Director

Mr. Sushil Kumar Daga

Independent Director

Mr. Narayan Roy

Independent Director

Mrs. Manisha Pincha

Non- Executive Director

CHIEF FINANCIAL OFFICER

Mr. Devendra Kumar Agarwal

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Kumar Bam Bam

AUDITORS

Statutory Auditors

M/s VKR & Associates

Chartered Accountants

Martin Burn House, Room No.312

3rd Floor, 1 R.N Mukherjee Road

Kolkata - 700001

Internal Auditors

M.K. Surana & Co

Chartered Accountants

20, Synagogue Street, 2nd Floor, Kolkata – 700 001

BANKERS

Oriental Bank of Commerce

REGISTRAR & SHARE TRANSFER AGENT

Niche Technologies Private Limited

3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata Kolkata-700017

Phone No. 033-2234-3576, 2235-7270,

e-mail: nichetechpl@nichetechpl.com

Fax No. 033-2215-6823,

REGISTERED OFFICE

60A, Chowringhee Road,

2nd Floor, Kolkata - 700020

Phone No. 9007077041

e-mail – bfmilt@gmail.com

Fax No. 033-2242-0588

CIN: L65993WB1918PLC000947

WEBSITE

www.bfmind.com

INTEGRATED ANNUAL REPORT 2019-20

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DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 101st Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31st March, 2020.

FINANCIAL SUMMARY

A summary of financial results of your Company for the year ended 31st March, 2020 is given below:

(Rs. in Lakhs)

Particulars	Current Year ended 31.03.2020	Previous Year ended 31.03.2019
Total Income	11.72	13.08
Less: Expenditure	(13.67)	(12.72)
Profit/ (Loss) before Tax	(1.95)	0.36
Less: Current Tax	-	0.06
Less: Deferred Tax	-	-
Profit/ (Loss) after Tax	(1.95)	0.28

REVIEW OF OPERATION AND STATE OF COMPANY'S AFFAIRS

The Company's plans for securing the growth is under way and appropriate action will be taken in future at appropriate time for future development.

The Company has posted a net loss of Rs 1.95 Lakhs for the year ended 31st March, 2020 against a net profit of Rs. 0.28 Lakhs in the previous year. Total Revenue stands at Rs. 11.72 Lakhs for the year ended 31st March, 2020 and Rs. 13.08 Lakhs for the year ended 31st March, 2019.

DIVIDEND & RESERVES

In order to conserve existing resources and to meet the investment needs of the Company your Directors do not recommend any dividend for the financial year 2019-20.

Since the Company has incurred loss so it proposes not to transfer any amount to its Reserves.

SUBSIDIARIES / JOINT VENTURES / ASSOCIATES

Your company does not have any subsidiary company or joint venture. No Company has become or ceased to be associates during the financial year 2019-20.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 134(3)(c) and section 134(5) of the Companies Act, 2013 the Directors to the best of their knowledge hereby state and confirm that:

1. In the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards have been followed and there are no material departures from the same;

2. The accounting policies have been selected and applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
3. Proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis;
5. The internal financial controls to be followed by the Company have been laid down and such internal financial controls are adequate and are operating effectively; and
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD OF DIRECTORS

The Board comprises of an optimum mix of Executive and Non-Executive Directors including Independent Directors. The Board's composition and size is in compliance with the provisions of the Act and the SEBI Listing Regulations. The details of the Directors of your Company and the remuneration drawn by the Directors are given in the Extract of Annual Return which is annexed to this report as **Annexure- 1**.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in Section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. A certificate from whole time Company Secretary in practice, confirming the same has been annexed with this report as **Annexure-5D**.

(a) APPOINTMENT / RE-APPOINTMENT AND RESIGNATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Retirement by Rotation

In accordance with the Articles of Association of the Company and Section 152 of the Act, Mrs. Manisha Pincha (DIN: 07143031) shall retire by rotation at the ensuing Annual General Meeting ("**AGM**") and being eligible offers herself for re-appointment. The Board of Directors recommends his re-appointment at the ensuing Annual General Meeting.

A brief resume of the Director being reappointed as required under Regulation 36(3) of the Listing Regulations forms a part of the Notice convening the ensuing AGM.

Appointment and Resignation

During the year under review, Board of Directors based on the recommendations of Nomination and Remuneration Committee at its meeting held on 20.06.2019 approved the re-appointment of Shri Sushil Kumar Banthia as Whole-Time Director of the Company for a further period of 5 years w.e.f 01.08.2019, subject to the approval of shareholders. Further Mr. Narayan Roy was re-appointed as Independent Director w.e.f 09th March, 2020 subject to the approval of shareholders.

During the year under review Ms. Punam Sugandh resigned from the post of Company Secretary and Compliance officer w.e.f 30.04.2019 and further Mr. Kumar Bam Bam was appointed as whole time Company Secretary and Compliance officer of the Company on 20.06.2019.

(b) STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (7) OF SECTION 149 OF THE COMPANIES ACT, 2013 AND REGULATION 16 OF THE SEBI LISTING REGULATIONS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 read with the Rules made there under and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

(c) FAMILIARIZATION PROGRAMME UNDERTAKEN FOR INDEPENDENT DIRECTORS

The Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc in compliance with Regulation 25 (7) of SEBI (Listing Obligations and Disclosure Requirements), 2015. The familiarization programs imparted to the Independent Directors during the year with details required as per Regulation 46 of the Listing Regulations is available on the Company's website at the link: <http://www.bfmind.com/policies-codes.php>

(d) MEETING OF THE BOARD OF DIRECTORS

The Board met six times during the year under review on 30th May, 2019; 20th June, 2019; 14th August, 2019; 14th November, 2019; 14th February, 2020 and 07th March, 2020 in compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), 2015. The intervening gap between the meetings is well within the period prescribed under the Companies Act, 2013. The detailed information of the Meetings of the Board, are given in the Corporate Governance Report, which forms part of this Annual Report.

(e) APPOINTMENT AND REMUNERATION POLICY OF THE COMPANY

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013. The details of Nomination and Remuneration Policy of the Company is available on the Company's website at the link: <http://www.bfmind.com/policies-codes.php>

(f) FORMAL ANNUAL PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), 2015 the Nomination and Remuneration Committee and the Board has carried out the performance evaluation of the Board as a whole, the Directors individually (including Independent Directors) and the working of the Committees of the Board. The evaluation was done on the basis of structured feedback forms which included parameters such as level of engagement and contribution, independence of judgments, maintenance of integrity, confidentiality, etc.

Further, in the separate meeting of Independent Directors held during the year under review, the performance of Non-Independent Directors, performance of the Board as a whole and the performance of the Chairperson was evaluated and the quality, quantity and timeliness of flow of information between the Company's Management and the Board was assessed.

The Directors expressed their satisfaction with the overall evaluation process.

COMMITTEES

Audit Committee

The composition and terms of reference of the Audit Committee is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015 and the same has been furnished in the Corporate Governance Report which forms a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

Nomination and Remuneration Committee

The composition and terms of reference of the Nomination and Remuneration Committee is in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015 and the same has been furnished in the Corporate Governance Report which forms a part of this Annual Report.

Stakeholders' Relationship Committee

The composition and terms of reference of the Stakeholders Relationship Committee is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2015 and the same has been furnished in the Corporate Governance Report which forms a part of this Annual Report.

EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in accordance with Section 134(3)(a) of the Companies Act, 2013 read with the Rules made there under in Form No. MGT-9 forms part of the Board's Report and is annexed herewith as **Annexure - 1**.

INTERNAL FINANCIAL CONTROL SYSTEMS

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. In the opinion of the Board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

RISK MANAGEMENT POLICY

The Board of Directors of the Company has formulated a Risk Management Policy which aims at enhancing Shareholders' value and providing an optimum risk reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures. The Audit Committee oversees the risk management and mitigation which is reviewed by the Board periodically at its meetings. During the year, no major risks were noticed, which may threaten the existence of the Company.

CORPORATE SOCIAL RESPONSIBILITY

[Pursuant to sub-section (2) of section 135 of the Act read with Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]:

Since the provisions of the section 135 of the Companies Act, 2013 are not applicable to the Company thus Company has not developed and implemented any Corporate Social Responsibility initiatives.

POLICY ON PREVENTION OF INSIDER TRADING

Your Company has adopted a "Code of Practice & Procedure for Fair Disclosure" as envisaged under SEBI (Prohibition of Insider Trading) Regulations, 2015 with a view to Regulate trading in equity shares of the Company by the Directors and Designated Employees of the Company. The said Code is available on the website of the Company at the link: <http://www.bfmind.com/policies-codes.php>

VIGIL MECHANISM

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), 2015 your Company has formulated a Vigilance Mechanism/Whistle Blower Policy to provide a mechanism for Directors and Employees of the Company to report genuine concerns. The Whistle Blowers may approach the Vigilance Officer and the Vigilance Officer places the report / status of complaints received and resolved, if any to the members of Audit Committee. Further the aggrieved person can have direct access to the Chairman of Audit Committee. The Whistle Blower Policy also provides for adequate safeguards against victimization of persons who use such mechanism and is also available at the Company's website at the link: <http://www.bfmind.com/policies-codes.php>

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

Your Company believes in providing Equal Opportunity / Affirmative Action. It has a Policy on Affirmative Action and a Policy on Prevention of Sexual Harassment to ensure a harassment-free workspace for the employees. The Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder for prevention and redressal of complaints of sexual harassment at workplace. The Internal Complaints Committee, which has been constituted as per the aforesaid policy, reports to the Audit Committee of the Board of Directors of your Company on the complaints received and action taken by it during the financial year. It may be noted that, during the year, no complaint was lodged with the Internal Complaints Committee.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

Pursuant to Section 186(11) of the Companies Act, 2013 loans made, guarantees given or securities provided or acquisition of securities by a company in the ordinary course of its business are exempted thereafter no such disclosure is required to be given in the Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The company has not entered into any contracts or arrangements with related party during the financial year 31st March, 2020.

The Policy on materiality of related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://www.bfmind.com/policies-codes.php>

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rules made thereunder, are annexed to this report as **Annexure - 2**.

None of the employees of the Company is in receipt of remuneration exceeding the limits prescribed under the Act read with the rules framed thereunder and the schedules appended thereto.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134 sub-section (3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are given in **Annexure- 3** and forms part of this Report.

AUDIT AND AUDITORS

Statutory Audit

M/s. VKR & Associates, Chartered Accountants, (FRN: 320323E), the Statutory Auditor of your Company have conducted the Statutory audit of the Company for the financial year 2019-20. The Independent Auditors Report for the financial year ended 31st March, 2020 forms a part of this Annual Report.

The Company is pleased to inform that there is no qualification / reservation / adverse remark made by the Statutory Auditors in their report.

No frauds were reported by auditors under Sub-Section (12) of Section 143 of the Act.

Statutory Auditors

Your Company has appointed M/s. VKR & Associates as Statutory Auditor of the Company at the AGM held on 22nd September, 2017 for period of five years till the conclusion of Annual General meeting to be held in the year 2022.

Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors be members at each AGM has been done away with. Accordingly, no such item has been considered in the Notice of the 101st AGM of the Company.

Secretarial Auditors

Pursuant to Section 204 of the Companies Act, 2013 the Company had appointed Ms. Prachi Todi, Practising Company Secretary, to conduct the secretarial audit of the Company for the financial year 2019-20. The Company had provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The report of the Secretarial Auditor along with the Compliance report for the financial year 2019-20 is annexed to this report as **Annexure - 4**.

The Company is pleased to inform that there is no qualification/reservation/adverse remark made by the Secretarial Auditors in their report.

Internal Auditors

Pursuant to Section 138 of the Companies Act, 2013 the company had appointed M/s. M.K. Surana & Co., Chartered Accountants, as the Internal Auditors of the company to carry out the internal audit of the company. The Internal Auditor reports to the Audit Committee of the Board and the Internal Audit report is also placed at the meetings of the Audit Committee for review.

CORPORATE GOVERNANCE

A detailed report on Corporate Governance together with a certificate of compliance from whole time Company Secretary in practice, as required by Listing Regulations of SEBI (Listing Obligations and Disclosure Requirements), 2015 is presented in separate section and is annexed to this report as **Annexure – 5**.

CEO AND CFO CERTIFICATION

The CEO/ CFO certificate on the financial statements of the Company as required under Regulation 17(8) of the Listing Regulations is annexed to the Corporate Governance Report which is annexed to this Report as **Annexure –5B**.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015 is presented in separate section and is annexed to this report as **Annexure - 6**.

STATEMENT ON COMPLIANCES OF THE APPLICABLE SECRETARIAL STANDARDS

The Directors of your Company have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards as issued by The Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

HUMAN RESOURCES

Your Company believes in adopting the best human resource practices by providing its employees a congenial and harmonious working environment with all the necessary infrastructures and by giving them equal opportunities to rise and grow. Your Company continues to implement the best of human resource policies so as to ensure that talent retention is ensured at all levels. Employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company during the year under review.

HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION

Your Company is committed to protect the health and safety of everyone involved in its operation, and the sustainability of the environment in which it operates. The Company's policy requires the conduct of operations in such a manner so as to ensure safety of all concerned environmental regulations and prevention of misuse of natural resources. Your Company has been complying with relevant and applicable environmental laws and has been taking all necessary measures to protect the environment and maximize workers' protection and safety.

OTHER DISCLOSURES:**Change in Nature of Business, if any**

There has been no change in the nature of business of the Company during the financial year ended 31st March, 2020.

Impact on Business

Due to the global Covid-19 pandemic the world has seen disastrous slowdown in the economy and our company is not left untouched with this. It has lead to many disruptions in the normal business of the Company and it may lead to decrease in the future profits of the Company in the coming financial year.

Material Changes and Commitments after the balance Sheet date between the end of the Financial Year 2019-20 and the date of this Report

There were no Material changes and commitments affecting the financial position of the Company between the end of the financial year i.e. 31st March, 2020 and date of this Report i.e. 30th July, 2020.

Public Deposits

During the year under review your Company has not accepted Deposits falling within the meaning of Section 73 of Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

Cost Audit

Cost Audit is not applicable to your Company as per the provisions of Section 148 of the Companies Act, 2013.

ACKNOWLEDGEMENTS

Your Directors would like to place on record their sincere gratitude to the shareholders, bankers, business associates, retailers, customers, government and other regulatory agencies for their continued support and faith in the Company. Your Directors are also happy to place on record their appreciation for the whole-hearted co-operation, commitment and contribution made by all the employees and look forward to their continued support.

For and on behalf of the Board

Place: Kolkata

Date: 30th July, 2020

**Sri Sushil Kumar Banthia
Whole-Time Director
DIN: 00555169**

**Sri Narayan Roy
Director
DIN: 07104417**

FORM NO. MGT 9**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2020
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65993WB1918PLC000947
2.	Registration Date	22.11.1918
3.	Name of the Company	BFM Industries Limited
4.	Category/Sub-category of the Company	Public Company
5.	Address of the Registered office & contact details	60A, Chowringhee Road , 2 nd Floor , Kolkata – 700 020
6.	Whether listed company	Yes Name: The Calcutta Stock Exchange Limited
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Private Limited Add:3A, Auckland Place 7th Floor, Room No. 7A & 7B, Kolkata – 700017

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial Services	64990	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares	Applicable Section
1	--	--	--	--	--	--

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-Apr-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	Nil	10019	10019	3.34	Nil	10019	10019	3.34	Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	237775	237775	79.26	Nil	237775	237775	79.26	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (A)(1) :-		247794	247794	82.60		247794	247794	82.60	Nil
(2) Foreign									
a) NRIs-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b)Other-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d)Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e)Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (A) (2) :-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)		247794	247794	82.598		247794	247794	82.598	Nil
B. Public Shareholding									
1. Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	282	282	0.09	Nil	282	282	0.09	Nil
c) Central Govt/ State Govt(s)	Nil	415	415	0.14	Nil	415	415	0.14	Nil
d) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Insurance Companies	Nil	20461	20461	6.82	Nil	20461	20461	6.82	Nil
f) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	21158	21158	7.05	Nil	21158	21158	7.05	Nil
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	Nil	2347	2347	0.78	Nil	2347	2347	0.78	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	Nil	27012	27012	9.004	Nil	27012	27012	9.004	Nil

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Resident Indians/ Overseas Corporate Bodies	Nil	1689	1689	0.56	Nil	1689	1689	0.56	Nil
Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clearing Members	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Bodies - D R	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	Nil	31048	31048	10.35	Nil	31048	31048	10.35	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	Nil	52206	52206	17.40	Nil	52206	52206	17.40	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	Nil	300000	300000	100	Nil	300000	300000	100	Nil

(ii) Shareholding of Promoters-

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ankur Constructions Pvt Ltd	103923	34.64	-	103923	34.64	-	There was no change during the year
2	Loka Properties Pvt Ltd	48983	16.33	-	48983	16.33	-	
3	YMS Finance Private Limited	84869	28.29	-	84869	28.29	-	
4	Vinod Dugar	10019	3.34	-	10019	3.34	-	

(iii) Change in Promoters' Shareholding-

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ANKUR CONSTRUCTIONS PVT LTD				
	At the beginning of the year	103923	34.641	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No change during the year			
	At the end of the year	-	-	103923	34.641
2	LOKA PROPERTIES PVT LTD				
	At the beginning of the year	48983	16.328	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No change during the year			
	At the end of the year	-	-	48983	16.328
3	YMS FINANCE PRIVATE LIMITED				
	At the beginning of the year	84869	28.290	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No change during the year			
	At the end of the year	-	-	84869	28.290
4	VINOD DUGAR				
	At the beginning of the year	10019	3.340	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No change during the year			
	At the end of the year	-	-	10019	3.340

**(iv) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Life Insurance Corporation Of India				
	At the beginning of the year	20461	6.82	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-			
	At the end of the year	-	-	20461	6.82
2.	Gita Banerjee				
	At the beginning of the year	4135	1.3783		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No changes during the year			
	At the end of the year	-	-	4135	1.3783
3.	Satya Churn Law				
	At the beginning of the year	3045	1.0150		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No changes during the year			
	At the end of the year	-	-	3045	1.0150
4.	J.Thomas & Co.Ltd				
	At the beginning of the year	1250	0.4167	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No changes during the year			
	At the end of the year	-	-	1250	0.4167
5.	Gopal Prasad Kanoria				
	At the beginning of the year	1066	0.3553	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the	No changes during the year			

	reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	-	-	1066	0.3553
6.	Suresh R. Amladi				
	At the beginning of the year	750	0.2500	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No changes during the year			
	At the end of the year	-	-	750	0.2500
7.	Fazalabas Goolamhusein				
	At the beginning of the year	665	0.2217	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No changes during the year			
	At the end of the year	-	-	665	0.2217
8.	Moosa Esop Mia				
	At the beginning of the year	625	0.2083	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No changes during the year			
	At the end of the year	-	-	625	0.2083
9.	Rameshwar Kanhaialal				
	At the beginning of the year	625	0.2083	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No changes during the year			
	At the end of the year	-	-	625	0.2083
10.	Vinod Keshavdeo Navatia				
	At the beginning of the year	625	0.2083	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No changes during the year			
	At the end of the year	-	-	625	0.2083

(v) Shareholding of Directors and Key Managerial Personnel: None of the Directors & KMP hold shares in the Company.

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

(VI). REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S.No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		SUSHIL KUMAR BANTHIA (WTD)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs.5,83,000.00	Rs.5,83,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	Rs.5,83,000.00	Rs.5,83,000.00
	Overall Ceiling as per the Act	The remuneration is well within the limits as prescribed under the Companies Act, 2013	

B. Remuneration to other directors:

S.No.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	---
1	Independent Directors	----	----	----	---	---
	Fee for attending board committee meetings	----	----	----	---	---
	Commission	----	----	----	---	---
	Others, please specify	----	----	----	---	---
	Total (1)	----	----	----	---	---
2	Other Non-Executive Directors	----	----	----	---	---
	Fee for attending board committee meetings	----	----	----	---	---
	Commission	----	----	----	---	---
	Others, please specify	----	----	----	---	---
	Total (2)	----	----	----	---	---
	Total (B)=(1+2)	----	----	----	---	---
	Total Managerial Remuneration	----	----	----	---	---
	Overall Ceiling as per the Act	-				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CS	CFO	CEO	Total
				-	-
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 315468	Rs. 314600	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	-as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	Rs. 315468	Rs. 314600	-	-

(VII) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offences for the year ending March 31, 2020.

Annexure 2

A. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR 2019-20

- 1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20:

S.No.	Name of the directors/KMPs and designation	Remuneration of directors/KMPs for the financial year 2019-20	% increase in Remuneration in the financial year 2019-20	Ratio of Remuneration of each directors to the median remuneration of the employees
1	Sushil Kumar Banthia Whole-time Director	583000	-	1.008
2	Devendra Kumar Agarwal Chief Financial Officer	314600	-	N.A.
3	Kumar Bam Bam* Company Secretary	258461	-	N.A.
4	Punam Sugandh** Company Secretary	19732	-	N.A.

* (appointed as Company Secretary w.e.f 20.06.2019)

** (ceased to be Company Secretary w.e.f. 30.04.2019)

- 2) There were three permanent employees i.e whole-time director, company secretary and chief financial officer on the rolls of company as on 31st March, 2020. Apart from this, there are no employees on the pay roll of the Company.
- 3) In the financial year 2019-20, there was decrease of 8.60% in the median remuneration of the employees (including whole-time director, company secretary and chief financial officer).
- 4) Average percentage increase already made in the salaries of employees other than Managerial Personnel in the financial year 2019-20 and its comparison with the percentage increase in the managerial remuneration and justification thereof and the detail of exceptional circumstances for increase in the managerial remuneration: Not applicable since there are no employees other than managerial personnel.
- 5) The explanation on the relationship between average increase in remuneration and company performance: the increase in remuneration of employees is in line with remuneration policy of the Company where employees are given increment as per their performance.
- 6) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: The remuneration of the Key Managerial Personnel(s) are in line with the Remuneration Policy of the Company where their remuneration

is determined based on their performance which is correlated to the performance of the Company. Further, remuneration of the KMP's is as per industry standard.

- 7) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees. Further there is no variable component in the remuneration availed by the Directors.
- 8) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- 9) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Note: Remuneration is calculated on the basis of actual payout during the year.

B. STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH THE RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR 2019-20

During the year under review, there were no employees who were in receipt of remuneration aggregating to Rs. 1,02,00,000 (Rupees One Crore and Two Lakh) or more for the year or Rs. 8,50,000 (Rupees Eight Lakh and Fifty Thousand) or more per month for the part of the year.

Further, there was no employee, neither throughout the financial year 2019-20 or part thereof, who received remuneration in excess of that drawn by the Wholetime director of the Company.

Further the names of Top Ten Employees* of the Company in terms of remuneration drawn as on the financial year ended March 31st, 2020 is tabled hereunder:

Ranking	1	2	3	4
Name	Sushil Kumar Banthia	Devendra Kumar Agarwal	Kumar Bam Bam**	Punam Sugandh***
Designation	Wholetime Director	Chief Financial Officer	Company Secretary & Compliance Officer	Company Secretary & Compliance Officer
Age	58	59	27	31
Remuneration received	Rs. 583000/-	Rs. 316400/-	Rs. 258461/-	Rs.19732/-
Nature of employment	Permanent and Whole time	Permanent and Whole time	Permanent And Whole time	Permanent and Whole time
Qualifications and experience	Graduate; 26 years	Graduate, 12 years	B.com, CS; 1 year	M.com, CS 5 year
Date of commencement of employment	25.01.2010	13.08.2014	20.06.2019	01.06.2014
Previous employment	NA	RDB Group	-	-
Percentage of equity shares held in the company	Nil	Nil	Nil	Nil
Relationship with any director or manager	No relationship	No relationship	No relationship	No relationship

*(There are only three employees in the payroll of the Company)

** (Appointed as Company Secretary w.e.f 20.06.2019)

*** (Ceased to be Company Secretary w.e.f. 30.04.2019)

Annexure - 3

DISCLOSURE OF PARTICULARS UNDER 134 (3)(M) OF THE COMPANIES ACT, 2013, READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014.

A	CONSERVATION OF ENERGY	
a)	Steps taken or impacts on conservation of energy	N.A.
b)	Steps taken by the company for utilizing alternate sources of energy	N.A.
c)	Capital investment on energy conservation equipments	N.A.

B	TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION	
1.	Efforts made towards technology absorption,	Nil
2.	Benefits derived like product improvement, cost reduction, product development or import substitution.	Nil
3.	In case of imported technology (imported during last 5 years reckoned from the beginning of the financial year), following information may be furnished:	
i)	Technology imported	N.A.
ii)	Year of import	N.A.
iii)	Has technology been fully absorbed?	N.A.
iv)	If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action	N.A.
4	Expenditures incurred on Research & Development	N.A.

C.	FOREIGN EXCHANGE EARNING AND OUTGO	
1	Foreign Exchange earned in terms of actual inflows during the year	Nil
2	Foreign Exchange outgo during the year in terms of actual outflows	Nil

SECRETARIAL AUDIT REPORT

(FORM NO. MR-3)

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,
The Members,
BFM Industries Limited
60A Chowringhee Road, 2nd Floor,
Kolkata - 700020**

I have conducted the **Secretarial Audit** of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s BFM INDUSTRIES LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the financial year ended 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020, according to the provisions of:

- (i) The Companies Act, 2013 (**'the Act'**) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 and other applicable regulations/guidelines/circulars as may be issued by SEBI from time to time to the extent applicable;
 - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations/ guidelines/ circulars as may be issued by SEBI from time to time to the extent applicable.

I further report that, during the year under review, there were no actions/events in pursuance of:

- a. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- f. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof and on the basis of the Management representation, I further report that there are no laws applicable specifically to the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued and mandated by the Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the Calcutta Stock Exchange Limited

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to me, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the year under review. The Company has not filed form MGT-14 required under section 179(3) of the Act, for reappointment of Whole-time Director of the Company. However as per the Management Representation received, the Company is of the view that the same is required to be filed only in case of appointment and removal and not in case of re-appointment.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

The shareholding of the Promoters of the Company are in physical form since the shares stands freezed by the Income tax Department and as a result, the Company has also not been able to obtain its ISIN (International Securities Identification Number).

I **further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with my letter of even date which is annexed as “**Annexure A**” and forms an integral part of this Report.

Prachi Todi
Practicing Company Secretary
M. No.: 53022
C.P. No.: 22964
UDIN: A053022B000526803

Date: 30th July, 2020
Place: Kolkata

"ANNEXURE – A"
(TO THE SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020)

To,
The Members,
BFM Industries Limited
60A Chowringhee Road,
2nd Floor,
Kolkata - 700020

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I have followed the Audit practices and processes as and where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the processes and practices that were followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Prachi Todi
Practicing Company Secretary
M. No.: 53022
C.P. No.: 22964
UDIN: A053022B000526803

Date: 30th July, 2020
Place: Kolkata

**SECRETARIAL COMPLIANCE REPORT
OF
BFM INDUSTRIES LIMITED**

**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020
[Pursuant to Circular No. CIR/CFD/CMDI/27/2019 dated 08/02/2019 issued by
Securities and Exchange Board of India]**

**To,
The Members,
BFM Industries Limited
60A Chowringhee Road,
2nd Floor,
Kolkata - 700020**

I, Prachi Todi, Company Secretary in Practice have examined:

- (a) all the documents and records made available to me and explanation provided by **M/s BFM INDUSTRIES LIMITED** ("the Listed Entity").
- (b) the filings/submissions made by the Listed Entity to the stock exchanges,
- (c) website of the Listed Entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:
 - (i) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
 - (ii) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").

The specific Regulations, whose provisions and the circulars /guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherein as per Regulation 31 the shareholding of the Promoters of the Company are in physical form since the shares stands freezed by the Income tax Department and as a result, the Company has also not been able to obtain its ISIN (International Securities Identification Number).
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
- e) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
- f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- **Not Applicable for the review period**

- g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **-Not Applicable for the review period**
- h) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **-Not Applicable for the review period**
- i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **-Not Applicable for the review period**
- j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **-Not Applicable for the review period**
- k) Clause 6(A) and 6(B) of the SEBI circular no. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

Based on the above examination, I hereby report that, during the review period:

- a) The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sl. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
N.A.			

- b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my examination of those records.
- c) The following are the details of actions taken against the Listed Entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder:

Sl. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
N.A.				

- d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N.A.				

Prachi Todi
Practicing Company Secretary
M. No.: 53022
C.P. No.: 22964
UDIN: A053022B000526825

Date: 30th July, 2020
Place: Kolkata

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) read with Schedule – V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good Corporate Governance implies optimum utilisation of resources and ethical behaviour of the enterprise so as to promote the investors' trust in the Company and maximize stakeholders' value. Your Company firmly believes that Corporate Governance is guided by the core principles of transparency, accountability, compliances and ethical values. The Company has a strong legacy of fair, transparent and ethical governance practices and it believes that good Corporate Governance is essential for achieving long-term corporate goals and to enhance stakeholders' value.

2. BOARD OF DIRECTORS

"Management Does what the Board Decides", Board of Directors being the prime structure is committed towards taking in managerial decision and managing the day to day business activities of the Company. The Company's Board structure ("**Board**") comprises of four Directors which represents an optimum combination of Executive and Non-Executive Directors with one Women Director and is in conformity with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as the "Listing Regulations").

The designation, category of Directorship, number of Board Meetings attended, attendance at the last Annual General Meeting (AGM), Directorships in other companies, number of Committees in which such Director is a Chairperson or Member, are mentioned below :-

Name of the Director	DIN	Designation	Category	Attendance		No of other Directorship(s) *	Membership(s)/ Chairmanship(s) of Board Committees of other companies**
				Board Meetings	Last AGM		
Mr. Sushil Kumar Banthia	00555169	Whole-Time Director	Executive	5	Yes	1	-
Mr. Sushil Kumar Daga	00389137	Director	Non-executive & Independent	5	Yes	1	-
Mr. Narayan Roy	07104417	Director	Non-executive & Independent	6	Yes	-	-
Mrs. Manisha Pincha	07143031	Director	Non-executive	4	Yes	1	-

**Excludes Directorships in private limited companies, foreign companies and government companies and companies registered under section 8 of the Companies Act, 2013.*

***Only memberships/chairmanships of the Audit Committee and Stakeholders' Relationship Committee in various public limited companies are considered in terms of Regulation 26(1)(b) of the Listing Regulations.*

Notes:

1. The Directorship / Committee membership is based on the Disclosures received from the Directors as on 31st March, 2020.
2. None of the Directors hold Directorships in more than 20 companies pursuant to Section 165(1) of the Companies Act, 2013.
3. None of the Directors hold Membership and / or Chairmanship of any Committee exceeding 10 Companies and/or 5 Companies respectively as per Clause 26(1) of the Listing Regulations.
4. All Independent Directors have confirmed their Independence to the Company in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations.

Ms. Manisha Pincha retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. As required under Regulation 36(3) of the Listing Regulations a brief resume of the Director retiring by rotation is appended to the Notice for convening Annual General Meeting.

Board Meetings and Directors attendance record:

The Board of Directors of the Company meets at regular intervals to discuss and decide on Company / business policy and strategy. The Board meets at least once in every quarter to review the Company's operations and to consider amongst other business, the quarterly performance and financial results of the Company. The meetings of Board are scheduled in a manner so as to comply with the provisions of the Listing Regulations as well as the Companies Act, 2013. The Agenda together with Notes thereon, containing all material information, are circulated to all the Directors, well in advance, thereby facilitating meaningful and focused discussions at the meeting. Necessary information as specified in Part A of Schedule II of the Listing Regulations are also placed before the Board for their review and consideration.

During the financial year 2019-20, the Board met six times and the details of meetings together with the attendance of Directors are tabled hereunder:

Sl. No.	Date of Meeting	Board Strength	No. of Director's Present
1	30.05.2019	4	3
2	20.06.2019	4	3
3	14.08.2019	4	4
4	14.11.2019	4	3
5	14.02.2020	4	3
6	07.03.2020	4	4

3. INDEPENDENT DIRECTOR

Meetings of Independent Directors

Pursuant to Schedule IV of the Companies Act 2013 and the Rules made there under, a separate meeting of Independent Directors was held on 20th February, 2020. The meeting was attended by all the Independent Directors of the Company. Mr. Narayan Roy was elected as the Lead Independent Director. The matters discussed at the Meeting of Independent Directors, inter-alia includes;

- a review of the performance of Non-Independent Directors;
- the performance of the Chairperson of the Company keeping in mind views of executive and non-executive Directors;
- Assessment of the quality, quantity and the timeliness of flow of information between the Management and the Board.

Familiarisation Programmes

In terms of Regulation 25(7) of the SEBI Listing Regulations, the Company organizes familiarization programmes for its Independent Directors to provide insights into the Company's operations, the Company periodically conducts presentations/programs to familiarize the Independent Directors with the strategy, operations and functions of the Company inclusive of important developments in various business divisions, and new initiatives undertaken by the Company. The details of programmes for familiarisation of Independent Directors with the Company, including their duties in the Company and related matters are put up on the website of the Company at: <https://www.bfmind.com/policies-codes.php>

4. Board Membership Criteria and list of core skills / expertise / competencies identified in the context of the business:

In terms of requirement of Listing Regulations, 2015, the Board has identified the following core skills / expertise / competencies of the Directors in the context of the Company's business for effective functioning as given below:

Name of the Director	Area of Expertise				
	Industry Experience	Board Service & Governance	Finance & Accounting Experience	Strategic Planning	Leadership
Mr. Sushil Kumar Banthia	✓	✓	✓	✓	✓
Mr. Sushil Kumar Daga	✓	✓	✓	-	-
Mr. Narayan Roy	✓	✓	-	-	✓
Mrs. Manisha Pincha	✓	✓	-	✓	✓

5. COMMITTEES OF THE BOARD

As on 31st March, 2020, the Company had three Board level Committees constituted under the formal approval of the Board for better governance and accountability and to deal with the areas/concerns within the terms of reference of the respective Committees that need a closer view. The Terms of Reference of the Committees have been framed in a way, such that it covers the roles specified for the given Committee under the Listing Regulations as well as the Companies Act, 2013. All observations, recommendations and decisions of the Committees are placed before the Board for consideration and approval.

The details of the Committees as on 31st March, 2020 are as hereunder-

A. Audit Committee

Terms of Reference

The Audit Committee is empowered, pursuant to its terms of reference, inter alia, to:

- Investigate any matter within its terms of reference or in relation to the compliance with the provisions of the Companies Act, 2013 or referred to it by the Board;
- To seek any information it requires from any employee;
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary;
- Have full access to information contained in the records of the Company

The role of the Committee includes the following:

- (a) To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statements are correct, sufficient and credible;
- (b) To recommend the appointment, remuneration, terms of appointment and removal of Statutory Auditor, and to review the manner of rotation of Statutory Auditor;
- (c) To recommend the appointment, remuneration and removal of Cost Auditors, where necessary;
- (d) To approve transactions of the Company with related parties, including modifications thereto;
- (e) To review and monitor the Statutory Auditor's independence and performance, and effectiveness of the audit process;
- (f) To evaluate the Company's internal financial controls and risk management systems;
- (g) Scrutiny of inter-corporate loans and investments;
- (h) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (i) To review with the management the Annual and Quarterly financial statements and Auditor's Report thereon before submission to the Board for approval;
- (j) To review the following:
 1. Management discussion and analysis of financial condition and results of operations;
 2. Adequacy of internal control systems and the Company's statement on the same prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;
 3. Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon;
 4. System / manner of maintenance, storage, retrieval, display, print out and security of books of account of the Company maintained in the electronic form;
 5. Functioning of Whistle Blower Mechanism.

Composition & Meetings

Audit Committee comprised of three members majority of them including the Chairman were Independent. During the financial year ended 31st March, 2020, Audit Committee met four times on 25th May, 2019; 13th August, 2019; 13th November, 2019 and on 14th February, 2020.

The details of Composition together with the attendance of Members in the Audit Committee Meetings are tabled hereunder:

Sl. No.	Name	Category	Designation	No. of Meetings Attended
1.	Mr. Narayan Roy	Non-executive Independent	Chairman	4
2.	Mr. Sushil Kumar Daga	Non-executive Independent	Member	4
3.	Mr. Sushil Kumar Bantia	Whole Time Director	Member	4

B. Stakeholders Relationship Committee(SRC)

Terms of Reference

The SRC Committee monitors the Company's response to investor complaints like non receipt of dividend, annual reports, notices etc. It has also been authorized to approve the issue of duplicate share certificates in lieu of those lost or destroyed. The composition and the terms of reference of the Committee meet with the requirements of Regulation 20 of the SEBI Listing Regulations and the provisions of Section 178 of the Companies Act, 2013. The Committee shall consider and resolve the grievances of the security holders of the Company.

Functions and Powers:

- To review statutory compliance regarding share and debenture holders (Investors).
- To review various reports related to Investors.
- To review grievances of Investors.
- To review transfer of shares.
- To review transmission of shares.
- To review deletion of names from share certificates.
- To review change of name of member on share certificates.
- To review issue of duplicate share certificates.
- To review dematerialization of shares and
- Any other matter relating to the above mentioned functions incidental to the shareholders/investors of the Company.

In accordance with the provisions of the Listing Regulations, the power to execute transfers, transmissions, etc. of shares in the physical form has been delegated to the Registrar & Share Transfer Agents.

Details of Shareholder's Complaints:

(a)	Number of Shareholder's complaints received during the year	Nil
(b)	Number of Shareholder's complaints resolved during the year	Nil
(c)	Number of complaints not solved to the satisfaction of Shareholders	Nil
(d)	Number of complaints pending	Nil

Composition & Meetings

As on 31st March 2020, the Committee comprised of three Directors and was headed by a Non-executive Chairman. During the financial year under review, the Committee met four times on 25th May, 2019; 13th August, 2019; 13th November, 2019 and on 14th February, 2020.

The detail of Composition together with the attendance of Members in the Stakeholders Relationship Committee Meetings is tabled hereunder:

Sl. No.	Name	Category	Designation	No. of Meetings Attended
1.	Mr. Narayan Roy	Non-executive Independent	Chairman	4
2.	Mr. Sushil Kumar Banthia	Whole Time Director	Member	4
3.	Mr. Sushil Kumar Daga	Non-executive Independent	Member	4

C. Nomination & Remuneration Committee

Terms of Reference

- a) To determine the compensation packages of Executive Directors and Senior Managers of the Company. The committee will review recommendations made to it by the Company and others.
- b) To act as the duly authorized committee of the Board.
- c) To determine the parameters and supervise the operation of the bonus schemes of the Company.
- d) To investigate any activity within its terms of reference.
- e) To seek any information from any employee of the Company. Employees are directed to cooperate with any relevant request made.
- f) To obtain outside legal or independent professional advice. Such advisors may attend meetings as necessary.
- g) To incur such reasonable expenditure, as it deems necessary.
- h) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- i) Formulation of criteria for evaluation of Independent Directors and the Board.
- j) Devising a policy on Board diversity.
- k) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and carry out evaluation of every Director's performance.

Composition & Meetings

As on 31st March 2020, the Committee comprised of three Directors and was headed by a Non-executive Independent Chairman. The Committee met three times during the financial year on 25th May, 2019, 20th June, 2019 and 07th March, 2020.

The detail of Composition together with the attendance of Members in the Nomination & Remuneration Committee Meetings is tabled hereunder:

Sl.No.	Name	Category	Designation	No. of Meetings Attended
1.	Mr. Narayan Roy	Non-executive Independent	Chairman	3
2.	Mrs. Manisha Pincha	Non-executive Independent	Member	3
3.	Mr. Sushil Kumar Daga	Non-executive Independent	Member	3

Nomination & Remuneration Policy

Your Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management. The policy is placed on the website of the Company at the link- <https://www.bfmind.com/policies-codes.php>

Details of Remuneration of the Directors for the financial year ended 31st March, 2020

(Amount in ₹v)

Director	Salary	Perquisites and other Benefits	Contribution towards Provident and/or other Funds	Performance bonus/ Commission	Sitting Fees	Total
Mr. Sushil Kumar Banthia	5,83,000/-	-	-	-	-	5,83,000/-

Nomination and Remuneration Committee recommends the remuneration for the Executive Directors and Key Managerial Personnel and the same is then placed before the Board of Directors and Shareholders for their approval, where required. The remuneration paid to Executive Directors is determined after keeping in view the industry benchmark, the relative performance of the Company to the industry performance. No remuneration (including sitting fee) has been paid to the Non-Executive Directors in the financial year 2019-20.

There is no other pecuniary relationship or transactions with the Non-Executive Directors vis-à-vis the Company. Also the Company has no stock option plans and hence such instruments do not form a part of the remuneration package payable to any Executive and/or Non-Executive Director.

Performance Evaluation of Directors

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 17(10) of the SEBI Listing Regulations, the Nomination and Remuneration Committee and the Board has carried out the performance evaluation of the Board, the Directors individually (including Independent Directors), the Chairperson of the Company and the working of the Committees of the Board.

The criteria used for evaluation of the performance of the Independent Directors includes inter alia personal integrity, ethical standards, confidentiality, knowledge of the institution's key activities, deliberations or committee work, understanding of governance, etc.

6. DETAILS OF GENERAL BODY MEETINGS**A. Details of Annual General Meetings**

The details of Annual General Meetings and the Extra Ordinary General Meetings held in the last three years are as hereunder:

Financial Year	Meeting	Day & Date	Time	Venue	Special Resolutions, if any, passed
2018-19	100 th A.G.M.	Friday 27.09.2019	05:00 P.M	Aryans School, 149 B.T. Road, Kolkata- 700058	No special resolution were passed in the meeting
2017-18	184 th A.G.M.	Thursday 27.09.2018	05:00 P.M	Aryans School, 149 B.T. Road, Kolkata- 700058	Re-appointment of Sushil Kumar Daga as Independent Director
2016-17	183 rd A.G.M.	Friday 22.09.2017	10.00 A.M	Aryans School, 149 B.T. Road, Kolkata- 700058	No Special resolution were passed in this meeting

Extra Ordinary General Meeting: No Extraordinary General Meeting held during the financial year 2019-20.

B. Postal Ballot: No Special Resolution was passed through Postal Ballot during the financial year 2019-20. At present, there is no proposal for passing any Special Resolution through Postal Ballot. Therefore, the disclosures relating to postal ballot are not applicable.

7. CODE OF CONDUCT

Code of Conduct for Directors and senior management

The Company is consistently endeavoring to conduct its business in accordance with the highest standards of business ethics and to comply with applicable laws, rules and regulations. The Company believes that a good corporate governance structure would not only encourage value creation but also provide accountability and control systems to commensurate with the risks involved. The Board of Directors have adopted the Code of Conduct for the Directors and Senior Management ("the Code"). A copy of the Code has been put on the Company's website at <https://www.bfmind.com/policies-codes.php>

All Directors and Senior Management Personnel have affirmed compliance with the Code and a declaration to this effect, signed by Whole-Time Director & a Director, is attached to this report as **Annexure - 5A**.

Code of Insider Trading

The Board of Directors has also adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price sensitive information. A copy of the Code has been put on the Company's website at <https://www.bfmind.com/policies-codes.php>

8. CEO - CFO CERTIFICATION

The CEO and the CFO of the Company have given a certificate on financial reporting and internal controls to the Board in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is attached to this Report as **Annexure - 5B**.

9. DISCLOSURES

a) Disclosures on Materially Significant Related Party Transactions.

All contracts with our affiliates entered into during the said period have no potential conflict of interests of the Company at large and are being carried out at arm's length at fair market value. There is no materially significant related party transactions entered i.e. there are no transactions of material nature with its Promoters, Directors, Key Managerial Personnel or the management or their relatives etc., that may have potential conflict with the interest of the Company at large, other than in the normal course of business. The mandatory disclosure of transactions with related parties, in compliance with the Ind AS-24, forms part of this Annual Report.

The Company has formulated a policy to govern the Related Party Transactions of the Company and the same has been uploaded on the website at the link: <https://www.bfmind.com/policies-codes.php>

b) Statutory Compliances

The Company is regular in complying with the requirements of the SEBI Listing Regulations as well as the regulatory authorities on the matters relating to the capital market and no penalties/strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, during the last three years.

c) **Adoption of Mandatory and Non Mandatory Requirements as per Listing Regulation**

The Company duly complied with all the mandatory requirements of the SEBI Listing Regulations and the requirements of the Stock Exchanges. The Company has also complied with the discretionary requirements as specified in part E of Schedule II of the SEBI Listing Regulation as far as they are applicable to the Company.

The status of compliance with discretionary requirements specified in Para E of Schedule II of listing Regulation is provided below:

(i)The Board: There is no regular designated by the Company.

(ii)Shareholder Rights: The official news release and other related information, if any, are displayed on the website of the Company. These are not sent individually to the Shareholders.

(iii)Audit Qualifications: There are no audit qualifications on the Company's Financial Statements for the year ended 31st March 2020.

(iv)Reporting of Internal Auditor: The Internal Auditor may report directly to the Audit Committee as and when required.

d) The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities are not applicable.

e) **Disclosure of Accounting Treatment**

In preparation of Financial Statements, the Company has followed the Indian Accounting Standards issued by The Institute of Chartered Accountants of India. The significant Indian Accounting Standards have been set out in the notes to Accounts of the Standalone Audited Accounts.

f) **Whistle Blower Policy/Vigil Mechanism**

The Company believes in promoting ethical behavior and accordingly there is a mechanism for reporting unethical behavior, actual or suspected fraud or violation against the Company's Code of Conduct. The Company has formulated a Whistle Blower Policy, the main objective of which is to provide adequate safeguard measures against victimization of employees.

The Policy is also placed on the website of the Company at the link: <https://www.bfmind.com/policies-codes.php>

It is noted that none of the officials/personnel of the Company has been denied access to the Audit Committee. The Vigilance Officer/Chairman of Audit Committee has not received any complaint during the financial year ended 31st March, 2020.

g) **Compliance Certificate of the Company Secretary in Practice**

Ms. Prachi Todi, Company secretary in practice auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17-27, clause (b)to(i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations and the same is annexed to this report as **Annexure - 5C**.

h) **Risk Management Policy**

The Board of Directors of the Company has formulated a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks

that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

i) **Dividend Payment Date**

The Company has not declared any dividend for the relevant Financial Year.

10. MEANS OF COMMUNICATION

The Company interacts with the Shareholders through the multiple channels of communication such as publication of results, Annual Report and the Company's website. The Company also informs the Stock Exchange in a prompt manner, all price-sensitive information and all other matters which in its opinion, are material and relevant for the Shareholders.

The following means and channels of communication are used routinely to maintain transparency and to keep the shareholders well informed.

- (a) The quarterly unaudited financial results and annual audited financial results are disseminated to the Stock Exchanges where the Company is listed, immediately after the conclusion of the Board Meetings in which the Financial Results are approved. These results are also displayed on the website of the Company, www.bfmind.com and are published in widely circulated newspapers viz, The Financial Express in English and Duranta Barta in Bengali.
- (b) The Company has designated an e-mail id as bfmilt@gmail.com especially for its investors to report any grievances.
- (c) Official news releases, if any, are displayed on Company's website.
- (d) Annual Report containing, *inter alia*, Directors' Report, Auditors' Report, Audited Annual Accounts and other important information is circulated to Members and others entitled thereto.
- (e) Management Discussion and Analysis Report (MDAR) forms part of the Directors' Report and the same forms a part of this Annual Report.

11. RECONCILIATION OF SHARE CAPITAL

Pursuant to Regulation 76 of the Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 (erstwhile Regulation 55A of the Securities and Exchange Board of India (Depositories & Participants) Regulations, 2003) issued by a Practicing Company Secretary, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form, is placed before the Board on a quarterly basis and also submitted to the stock exchanges.

12. GENERAL SHAREHOLDERS INFORMATION

Day & Date of Annual General Meeting: **30th Day of September, 2020**
 Venue & Timing : **The Aryans School, 149, B.T Road, Kolkata-700058 at 04.00P.M**

Tentative Financial Year	1st April, 2020 to 31st March, 2021
Tentative Financial Calendar	Results for the Quarter ended 30th June, 2020 - on or before 14th August 2020. Results for the Quarter ended 30th September, 2020 - on or before 14th November 2020. Results for the Quarter ended 31st December, 2020 - on or

	before 14th February 2021. Results for the Quarter ended 31st March, 2021 - on or before 30th May 2021.
Listing on Stock Exchanges	Name: The Calcutta Stock Exchange Limited Add : 7, Lyons Range, Dalhousie, Kolkata – 700 001 The listing fees for the F.Y 2019-20 have not been paid to the above Stock Exchange as Bill has not been sent by the CSE.
Stock Code	The Calcutta Stock Exchange Limited - 12154
CIN of the Company	L65993WB1918PLC000947

Market Price of the Company's share

There was no trading in shares of the Company at the Calcutta Stock Exchange Limited during the financial year 2019-20.

Registrar & Share Transfer Agents

M/s Niche Technologies Private Limited
3A, Auckland Place, 7th Floor, Room No
7A & 7B, Kolkata-700017
Phone No. 033-2234-3576, 2235-7270/71
Fax No. 033-2215-6823
e-mail: nichetechpl@nichetechpl.com

Contact Person – Mr. S. Abbas (Sr. Manager – Systems)

Share Transfer System

Request for transfer of Equity Shares held in physical form may be lodged with M/s Niche Technologies Private Limited, Registrar & Share Transfer Agent or may be sent to the Company Secretary & Compliance Officer at the Registered Office of the Company. The shares transfer requests received by the Company/Registrar & Share Transfer Agent are processed expeditiously provided the documents are complete and shares under transfer are not under dispute.

Distribution of Shareholding

Distribution of shareholding by size as on 31st March, 2020:-

Range of Shares	Number of Shareholders	% of Shareholders	No. of Shares	% of Shares
1 – 500	147	90.74	18359	6.11
501 – 1000	6	3.70	3890	1.30
1001 – 5000	4	2.47	9496	3.17
5001 – 10000	0	0.00	0	0.00
10001 – 50000	3	1.85	79463	26.49
50001 – 100000	1	0.62	84869	28.29
100001 and above	1	0.62	103923	34.64
Total	162	100.00	300000	100.00

Pattern of share holding by category as on 31st March, 2020:-

Category	Number of Shares	% to Total
Promoters and Promoter Group	247794	82.598
Banks, Financial institutions etc.	21158	7.053
Private corporate bodies	2347	0.782
Indian Public	27012	9.004
NRI/ OCBs	1689	0.563
Clearing Members	Nil	Nil
Total	300000	100.00

Details of shares held by Directors as on 31st March, 2020:-

Name of Director	No. of Equity Shares	% of Total holding
Mr. Sushil Kumar Banthia	Nil	Nil
Mr. Narayan Roy	Nil	Nil
Mr.Sushil Kumar Daga	Nil	Nil
Mrs. Manisha Pincha	Nil	Nil

Dematerialization of shares and Liquidity

The Company has entered into Agreement with NSDL and CDSL for the dematerialization of its shares. The details of shares held in dematerialized and physical form as on 31st March, 2020 are as hereunder:

Status of Dematerialization	No. of Shares	Percentage of Total Share
Share held in NSDL	Nil	Nil
Share held in CDSL	Nil	Nil
Shares held in physical form	300000	100%

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments

The Company has not issued any ADRs/GDRs/Warrants/Stock Options or any other convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities

Not applicable

Plant Location

The Company does not have any Manufacturing or Processing plant.

Address for correspondence

BFM Industries Limited
60A, Chowringhee Road, 2nd Floor
Kolkata - 700020
Website: www.bfmind.com

For and on behalf of the Board

Place: Kolkata

Date: 30th July, 2020

Sushil Kumar Banthia
Whole-Time Director

Compliance with Code of Conduct for Directors and Senior Management Personnel

DECLARATION

"Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Sushil Kumar Banthia, Whole-Time Director of BFM Industries Limited, on the basis of confirmations / declarations received, hereby confirm that all the Members of the Board and Senior Management of the Company have complied with the Company's Code of Conduct for the Board of Directors and Senior Management Personnel for the financial year 2019-20."

Date: 30th July, 2020
Place: Kolkata

Sushil Kumar Banthia
Whole-Time Director

CEO - CFO CERTIFICATION

To,
The Board of Directors,
BFM Industries Limited

A. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps that have been taken or proposed to be taken to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee that there are-

(1) No significant changes in internal control over financial reporting during the year;

(2) No significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) No instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For **BFM Industries Limited**

Sushil Kumar Banthia
Whole-Time Director

Devendra Kumar Agarwal
Chief Financial Officer

Date: 30th July, 2020

Place: Kolkata

PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
M/s BFM Industries Limited
60A Chowringhee Road, 2nd Floor,
Kolkata: 700020

1. I, Prachi Todi, Practicing Company Secretary, have examined the compliance of conditions of Corporate Governance by **M/s BFM Industries Limited** (hereinafter referred to as "**the Company**"), for the year ended on 31st March 2020 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(hereinafter referred to as "**the Listing Regulations**").

Managements' Responsibility

2. The compliance of the conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

My Responsibility

3. My examination is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

Opinion

4. In my opinion, and to best of my information and according to explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.
5. I further state that such compliance is neither assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Prachi Todi
Company Secretaries
M.No.: 53022
C.P. No.: 22964
UDIN: A053022B000526649

Date: 30th July 2020
Place: Kolkata

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**To,
The Members of
M/s BFM Industries Limited
60A, Chowringhee Road, 2nd Floor,
Kolkata: 700020**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s BFM Industries Limited, CIN:L65993WB1918PLC000947** and having registered office at **60A, Chowringhee Road, 2nd Floor, Kolkata: 700020** (hereinafter referred to as 'the Company'), as produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications {including Directors Identification Number (DIN) status at the portal www.mca.gov.in} as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below, for the Financial Year ending 31st March, 2020, have been debarred or disqualified from being appointed or continuing as Directors by the Securities & Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

Sl. No.	Name of Director	DIN	Designation	Date of Original Appointment
1.	SUSHIL KUMAR BANTHIA	00555169	Whole-time Director	25/01/2010
2.	MANISHA PINCHA	07143031	Non-executive Women Director	27/03/2015
3.	NARAYAN ROY	07104417	Independent Director	09/03/2015
4.	SUSHIL KUMAR DAGA	00389137	Independent Director	25/01/2010

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on the verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Prachi Todi
Company Secretaries
M.No.: 53022
C.P. No.: 22964
UDIN: A053022B000526671**

**Date: 30th July 2020
Place: Kolkata**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Cautionary Statement: *Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be considered to be "forward looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. The important factors that could make a difference to the Company's operations are changes in the government regulations, tax laws, other statutes and other incidental factors.*

OPPORTUNITIES & THREATS

The global outbreak of Coronavirus has evolved as a very struggling period for the world economy and it has reduced the further opportunities of growth to a large extent. Although with the minimal opportunities the Company can grow further in the market arena in order to increase its margin through general trading in securities of profitable ventures. However, the margin may be affected due to the adverse trends in stock prices of the related securities.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Financing Companies have become an integral part of India's financial system. In recent times, they have emerged as lenders to both companies and individuals. When it comes to lending, they are generally regarded to be complementary to banks and are often able to offer better services and products to their customers.

However, there has been significant improvement in the business model of these companies with improvement in overall business environment and have been able to expand their resource profile by diversifying the funding avenues.

RISK & CONCERN

The Company's business is exposed to several financial and market risks. However your Company's business model is efficient enough to manage the risks associated with the business opportunities. The risks are vigilantly monitored and managed with proper understanding upon thorough considerations of market conditions, adequate systems, checks and balances duly in place considering the business objective, risk absorbing capacity and capital deployment.

PERFORMANCE

During the year under review, the performance of your Company in terms of earning and disbursement was as follows.

Some of the highlights of your Company's performance during the year under review are:

- Profit/(Loss) Before taxes stood at Rs. (1,94,946)/- as against profit of Rs. 35,663/- of the last year.
- The net profit/(Loss) after taxation stood at Rs. (1,94,946)/- as against profit of Rs. 28,805/- in the last year.

OUTLOOK

The outlook of the business of the Company looks stable in the financial year 2019-20.

FINANCIAL REVIEW

Results

Particulars	(Rs. In Lacs)	
	For the year ended 31.03.2020	For the year ended 31.03.2019
Sales	11.72	13.08
EBITDA	(1.94)	0.36

Profit Before Exceptional Items and Tax	(1.94)	0.36
Profit for the year	(1.94)	0.28

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details of key financial ratios along with the reasons for significant changes therein are given below:

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019	Reason for Significant Changes
Debtor Turnover	2.24	6.16	Due to reduction in the amount of Debtor
Inventory Turnover	5.20	4.66	-
Interest Coverage Ratio	-	-	-
Current Ratio	10.79	6.6	Due to regrouping of accounts
Debt Equity Ratio	0.012	0.019	Due to the regrouping of accounts
Operating Margin Profit	-0.166	0.027	-
Net Profit Margin	-0.166	0.022	-

CHANGES IN RETURN ON NETWORTH

Particulars	For the Year ended 31.03.2020	For the year ended 31.03.2019	Reason for Significant Changes
Return on Net worth	-0.036	0.005	Due to re-grouping of the accounts

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls commensurate with the size and nature of its business. Internal Control and Audit is an important procedure and its effectiveness is reviewed by the Audit committee of the Company on a quarterly basis. The Company has also a well-defined organization structure, authority level and internal rule and regulations. These have been designed to ensure effective and efficient operation and compliance of applicable laws and regulations and to provide reasonable assurance that all assets are safeguarded; transactions are authorized, recorded and reported correctly.

HUMAN RESOURCE DEVELOPMENT

Your Company always considers Human Resource as its most valuable asset and therefore continuously tries to frame such policies that are effective enough to retain its substantial pool of managerial resources through friendly work environment that encourages the employees to give their best and contribute to the maximum in the growth of the Company. Employees' relations continued to be harmonious throughout the year with the management.

By order of the Board

Place : Kolkata
Date : 30.07.2019

Mr. Sushil Kumar Banthia
Whole-Time Director

VKR & ASSOCIATES

Chartered Accountants

312 Martin Burn House, 3rd Floor,
1, R.N.Mukherjee Road, Kolkata – 700 001.
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Independent Auditors' Report

To,
The Members of
BFM Industries Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **BFM Industries Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most

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significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have nothing to report in this regard.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless

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management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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□ Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

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d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its Financial position.
- ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For VKR & Associates.
Chartered Accountants
ICAI Firm Registration No.: 320323E

Santosh Kumar Agrawal, FCA
(Partner)
Membership No.: 067092
UDIN: 20067092AAAAAV7087

Kolkata, 30th day of July, 2020

VKR & ASSOCIATES

Chartered Accountants

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Annexure A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i) The Company does not own any fixed assets. Accordingly, the provisions of clause 3(i) of the Order is not applicable.
- ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on such physical verification.
- iii) The company has not granted any unsecured loans to the parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) of the Order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities.
- v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi) The rules regarding maintenance of cost records which have been specified by the central government under section 148(1) of Companies Act, 2013 are not applicable. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amount deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues applicable to it have been generally regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect to above were in arrears, as at March 31, 2020 for a period of more than six months from the date on which they become payable .
b) As at 31st March, 2020, there is no amounts payable in respect of disputed income tax, sales tax, service tax, duty of customs, duty of excise and value added tax.
- viii) In our opinion and according to the information and explanations given to us, the Company has not taken any loans or borrowings from any financial institution, bank and government or has not issued any debentures..
- ix) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Term loan has been applied for the purpose for which they were obtained.

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- x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers/employees has been noticed or reported during the period covered by our audit.
- xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii) The company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable.
- xiii) Based on our examination of the records and the information and explanations given to us, all transactions with the related parties were in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Financial Statements etc as required by the applicable accounting standards.
- xiv) Based on our examination of the records and the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- xv) Based on our examination of the records and the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with him. Therefore the provisions of clause 3(xv) of the Order are not applicable to the Company.
- xvi) Based on our examination of the records and the information and explanations given to us, the company is carrying on financial activities as its principal business and is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, however the registration is not obtained.

For VKR & Associates.
Chartered Accountants
ICAI Firm Registration No.: 320323E

Santosh Kumar Agrawal, FCA
(Partner)

Membership No.: 067092

Kolkata, 30th day of July, 2020

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ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **BFM Industries Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, VKR & Associates
Chartered Accountants
Firm Regn. No. - 320323E

SANTOSH KUMAR AGRAWAL, FCA
(Partner)

Membership No.: 067092

Kolkata, 30th day of July, 2020

BFM INDUSTRIES LTD

Balance Sheet as at 31st March, 2020

Particulars	Note No.	As at March 31, 2020 <i>(Amount in ₹)</i>	As at March 31, 2019 <i>(Amount in ₹)</i>
A ASSETS			
1 Non-current assets			
(a) Financial assets			
Investment	2	47,34,11,749	50,71,29,882
Total non-current assets		47,34,11,749	50,71,29,882
2 Current assets			
(a) Inventories	3	61,02,385	61,02,385
(b) Financial Assets			
(i) Trade receivable	4	26,24,255	80,60,301
(ii) Cash and cash equivalents	5	1,24,035	83,952
(iii) Loans & Advances	6	6,11,99,363	5,81,43,814
(c) Other current assets	7	3,02,267	5,59,725
Total current assets		7,03,52,305	7,29,50,177
Total assets		54,37,64,054	58,00,80,059
B EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	8	30,00,000	30,00,000
(b) Other equity		53,42,43,365	56,61,25,890
Total Equity		53,72,43,365	56,91,25,890
2 Current liabilities			
(a) Financial liabilities			
Trade payables	9	-	-
(A) total outstanding dues of micro enterprises and small enterprises; and		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		38,81,135	83,21,135
(b) Other current liabilities	10	26,39,554	26,33,034
Total current liabilities		65,20,689	1,09,54,169
Total equity and liabilities		54,37,64,054	58,00,80,059

The accompanying notes are an integral part of the Financial Statements

For VKR & Associates.
Chartered Accountants
Firm Registration No. 320323E

For & on Behalf of the Board

Mr.Sushil Kumar Banthia
Wholetime Director
DIN:00555169

Mr.Narayan Roy
Director
DIN:07104417

Santosh Kumar Agrawal, FCA
(Partner)
Membership No. 067092
Date: 30th day of July, 2020
Place: Kolkata

Mr.Devendra Kumar Agarwal
Chief Financial Officer

Mr.Kumar BamBam
Company Secretary

BFM INDUSTRIES LTD

Statement of Profit & Loss for the year ended 31st March 2020

Particulars	Note No.	As at 31st March,2020 <i>(Amount in Rs)</i>	As at 31st March,2019 <i>(Amount in Rs)</i>
INCOME			
I Revenue from operations	11	<u>11,72,157</u>	<u>13,08,447</u>
II Total Income		<u><u>11,72,157</u></u>	<u><u>13,08,447</u></u>
III EXPENSES			
Changes in inventories of finished goods, stock-in-Trade, WIP	12	-	-
Employee benefits expense	13	12,45,793	11,35,653
Other expenses	14	1,21,310	1,37,131
Total Expenses		<u><u>13,67,103</u></u>	<u><u>12,72,784</u></u>
IV Profit/(Loss) before exceptional items and taxes (II-III)		<u><u>(1,94,946)</u></u>	<u><u>35,663</u></u>
V Add / (Less) : Exceptional items		-	-
VI Profit/(Loss) before Tax (IV-V)		<u><u>(1,94,946)</u></u>	<u><u>35,663</u></u>
VII Tax expenses :			
(a)Current tax		-	6,858
(b)Deferred tax		-	-
(c)Tax adjustments for earlier years		-	-
VIII Profit/ (loss) for the period from continuing operations(VI-VII)		<u><u>(1,94,946)</u></u>	<u><u>28,805</u></u>
IX Profit/ (loss) for the period from discontinuing operations		-	-
X Profit/ (loss) for the period (VIII+IX)		<u><u>(1,94,946)</u></u>	<u><u>28,805</u></u>
XI Other Comprehensive Income			
A.Item that will not be reclassified to profit or loss :			
Remeasurements in Equity Investments		(3,16,87,579)	(3,83,92,999)
B.Income tax relating to items that will be reclassified to profit or loss		-	-
Total other comprehensive income (a+b)		<u><u>(3,16,87,579)</u></u>	<u><u>(3,83,92,999)</u></u>
XII Total comprehensive income for the year		(3,18,82,525)	(3,83,64,194)
XIII Earnings per share: (FV - Rs.10/- Note 18)			
Basic&Diluted (of Rs. 10 each)		(0.64)	0.10

The accompanying notes are an integral part of the Financial Statements

For & on Behalf of the Board

For VKR & Associates.
Chartered Accountants
Firm Registration No. 320323E

Mr.Sushil Kumar Banthia
Wholetime Director
DIN:00555169

Mr.Narayan Roy
Director
DIN:07104417

Santosh Kumar Agrawal, FCA
(Partner)
Membership No. 067092
Date: 30th day of July, 2020
Place: Kolkata

Mr.Devendra Kumar Agarwal
Chief Financial Officer

Mr.Kumar BamBam
Company Secretary

BFM INDUSTRIES LTD

Cash Flow Statement for the year ended on 31st March, 2020

Particulars	For the year ended 31st March,2020	For the year ended 31st March,2019
A. Cash Flow From Operating Activities:		
Net Profit as per Statement of Profit & Loss	(1,94,946)	35,663
Adjustments for:		
Profit/(Loss) on Sale of Investment	(2,28,902)	-
Operating Profit before Working Capital Changes	(4,23,848)	35,663
Adjustments for:		
Trade Payables	(44,40,000)	13,158
Other Current Liabilities	6,520	(110)
Inventories	-	-
Trade Receivable	54,36,046	40,850
Loans & Advances	(30,55,549)	(59,023)
Other Current Assets	24,000	(77,636)
Cash generated from Operating Activities	(24,52,831)	(47,098)
Less Direct taxes Refund (Paid)	2,33,458	-
Net Cash generated from Operating Activities (A)	(22,19,373)	(47,098)
B. Cash Flow from Investing Activities:		
Sale/(Purchase) of Investments	20,30,554	-
Profit on sale of Investments	2,28,902	-
Net Cash from Investing Activities (B)	22,59,456	-
C. Cash Flow from Financing Activities		
Net Cash from Financing Activities (C)	-	-
Net (Decrease) / Increase in cash & cash Equivalents (A+B+C)	40,083	(47,098)
Opening Cash & Cash Equivalents	83,952	1,31,050
Closing Cash & Cash Equivalents	1,24,035	83,952

Additional Information:

1. All figures in brackets are outflow.
2. Direct Taxes paid are treated as arising from Operating Activities and are not bifurcated between Investing and Financing Activities.
3. Previous Year figures have been recast/restated where necessary

This is the Cash Flow Statement referred to in our report of even date

For and on behalf of the Board

For VKR & Associates.
Chartered Accountants
Firm Registration No. 320323E

Mr.Sushil Kumar Banthia
Wholetime director
DIN:00555169

Mr.Narayan Roy
Director
DIN:07104417

Santosh Kumar Agrawal, FCA
(Partner)
Membership No. 067092
Date: 30th day of July, 2020
Place: Kolkata

Mr.Devendra Kumar Agarwal
Chief Financial Officer

Mr.Kumar BamBam
Company Secretary

1. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance:

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. The Company has adopted Ind AS from 1st April, 2017.

Basis of Preparation:

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability.

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future period.

Operating Cycle:

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Inventories:

Inventories comprise of Work in progress valued at lower of cost or net realisable value.

Financial Assets:

Recognition: Financial assets include Investments, Trade receivables, Cash and cash equivalents, Loans. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification: Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- (a) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.

- (b) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- (c) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment: The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as trade receivables, held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Financial Liabilities:

Trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

Revenue:

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers.

Interest income is recognised in the Statement of Profit and Loss using the effective interest method.

Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Employee benefits:

Short Term Employee Benefits: The undiscounted amount of Short Term Employee Benefits expected to be paid in exchange of service rendered by the employees is recognized on actual basis in the Statement of Profit and Loss in the period when the employee actually renders service.

Post Employment Benefits: No post employment benefits are payable to any employee.

Taxation:

Taxes on income comprises of current taxes and deferred taxes.

Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period along with the Income Computation and disclosure standards, together with any adjustment to tax payable in respect of previous years.

Notes to and forming part of the Financial Statements

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously

Contingent Liability:

A provision is recognised for a present obligation as a result of past events if it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on best estimate of the amount required to settle the obligation as at the Balance Sheet date. Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent liability and are disclosed by way of note to the financial statements.

Earnings Per Share:

Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Use of estimates and judgements:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available

Additional Notes

15. Amount in the financial statements are presented in Rupees and rounded off to the nearest decimal thereof. The figures have been re-grouped/ re-classified, wherever necessary to conform to the current year presentation.
16. In the opinion of the Board the Current Assets, Loans and Advances are not less than the stated value if realised in ordinary course of business. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary. There is no contingent liability except stated and informed by the Management.
17. **Contingent Liabilities:-**
The Contingent Liabilities during the year under review are NIL. (P. Y. NIL)
18. **Earnings per share in accordance with IndAS-33**

Earnings per share from continuing operations is computed as under:-		2019-20	2018-19
Profit available for Ordinary Equity Shareholders (Rs)	(A)	(1,94,946)	28,805
Weighted average number of Equity Shares outstanding	(B)	3,00,000	3,00,000
Face value of Rs.10/- per share		10	10
Earnings per Equity share – Basic & Diluted (A/B) (Rs.)		-0.64	0.10

19. **Related Party Disclosures in accordance with Ind AS - 24:-**

A. Key Management Personnel

S.No.	Name of KMP	Designation
1	Sushil Kumar Banthia	Whole-Time Director
2	Devendra Kumar Agarwal	Chief Financial Officer
3	Kumar Bam Bam	Company Secretary (w.e.f 20.06.2019)
4	Punam Sugandh	Company Secretary (upto 30.04.2019)

B. Disclosure of transactions with related parties and outstanding balances.

Nature of Transactions	Key Management Personnel		Balance Outstanding on 31.03.2020
	2019-20	2018-19	
Salary (Remuneration)	11,87,395	11,35,653	-
Gratuity	25,673	-	-
Advance against salary adjusted	24,000	53,000	42,000

20. Previous year figures have been regrouped/re-classified wherever necessary to correspond with the current year's classification/disclosure.

For VKR & Associates
Chartered Accountants
Firm Registration No. 320323E

Santosh Kumar Agrawal, FCA
(Partner)
Membership No. 067092

Date: 30th day of July, 2020
Place: Kolkata

BFM Industries Ltd

Notes to and forming part of the Financial Statements

Particulars	As at 31st March, 2020		As at 31st March, 2019		
	Nos.	Amount(₹)	Nos.	Amount(₹)	
Note "2" Investments	Face Value				
(Other than Trade -At fair Value,fully paid)					
Investment in Equity Instrument					
In Others - Quoted					
Khatod Investment & Finance Ltd.	10	10,300	1,45,642	10,300	1,44,715
Kitply Industries Ltd.	10	78,200	-	78,200	-
RDB Reality & Infrastructure Ltd	10	32,53,400	6,13,26,590	32,53,400	9,69,51,320
Starlit Power System Ltd.		-	-	1,56,920	17,73,196
TOTAL (A)		33,41,900	6,14,72,232	33,41,900	9,88,69,231
In Others - Unquoted					
Aakanshi Agency Pvt. Ltd.	10	1,900	-	1,900	-
Alok Nirman Pvt Ltd	10	39,000	3,16,506	39,000	3,16,491
Alok Niwas Pvt Ltd	10	39,000	4,13,241	39,000	2,73,481
Alok Towers Pvt. Ltd	10	9,500	-	9,500	-
Alok Villa Pvt Ltd	10	38,000	2,54,988	38,000	2,54,957
Ankur construction Pvt. Ltd.	10	85,000	11,18,847	85,000	11,08,449
Aradhana Tieup Pvt.Ltd.	10	1,900	11,686	1,900	11,968
Bestway Supplier Pvt. Ltd.	10	1,900	2,32,429	1,900	94,834
Bhagya Distributors Pvt. Ltd.	10	1,900	8,492	1,900	8,817
Bidyut Kutir Nirman P Ltd.	10	39,000	3,32,406	39,000	3,32,448
Fair Merchandise Pvt. Ltd.	10	1,900	14,439	1,900	14,466
Fast Suppliers Pvt. Ltd.	10	1,900	2,30,477	1,900	14,250
Goldline Wrinting instrument ltd	10	23,385	50,14,386	23,385	47,00,385
Johari towers Pvt ltd	10	4,130	31,47,135	4,130	28,98,246
Loka Propertiers Pvt. Ltd.	10	88,000	39,46,371	88,000	23,10,436
Lokenath Distributors Pvt. Ltd.	10	1,900	12,293	1,900	12,308
Matribhumi Vinimay Pvt. Ltd.	10	1,900	7,116	1,900	7,358
MKN Investment Pvt. Ltd	10	-	-	2,29,000	-
Modak Vyapaar Pvt. Ltd.	10	1,900	18,56,530	1,900	17,48,412
Navrang Dealers Pvt. Ltd.	10	1,900	1,396	1,900	1,562
Orchid Enclave Pvt. Ltd.	10	1,900	3,573	1,900	5,447
Oswal Enclave Pvt Ltd	10	7,400	8,07,578	17,400	8,00,745
Pancham Vanijya Pvt. Ltd.	10	28,750	1,15,26,948	28,750	1,14,46,151
Paramdham Mercantile Pvt. Ltd.	10	2,50,000	9,89,93,484	2,50,000	9,89,38,500
Pincha Estate Development (P) Ltd	10	1,900	4,799	1,900	4,854
Pincha Quality Apartment (P) Ltd.	10	1,900	1,989	1,900	2,020
Polpit Traders Pvt. Ltd.	10	1,900	11,889	1,900	11,924
Prathmesh Barter Pvt. Ltd.	10	5,000	38,054	5,000	40,514
Rajson Financial Services Pvt Ltd.	10	3,037	5,52,218	3,037	5,52,218
Ranchhod Vanijya Pvt. Ltd.	10	1,900	2,209	1,900	2,276
Rashmi Dealers Pvt. Ltd.	10	800	3,095	1,900	7,416
RD Devcon Pvt Ltd	10	1,900	58,62,255	1,900	53,19,192
RD Motor Pvt Ltd	10	2,00,000	54,36,467	2,00,000	70,04,800
Sagar Distributors Pvt. Ltd.	10	1,900	15,188	1,900	15,222
Samspa Expo Pvt Ltd	10	81,600	12,03,923	81,600	12,13,447
Splendor Dealer Pvt. Ltd.	10	1,900	11,967	1,900	11,978
Superior Dealers Pvt. Ltd.	10	1,900	13,781	1,900	13,803
YMS Finance P. Ltd. (Formerly Pyramid Sales Pvt Ltd	10	8,05,432	27,05,19,677	8,05,432	26,87,49,519
Zayan Realtors Pvt. Ltd.	10	1,600	11,685	1,600	11,757
TOTAL (B)		17,84,734	41,19,39,517	20,24,834	40,82,60,651
TOTAL (A+B)		51,26,634	47,34,11,749	53,66,734	50,71,29,882

BFM Industries Ltd

Notes to and forming part of the Financial Statements

Particulars	As at 31st March, 2020		As at 31st March, 2019	
Note "3" Inventories (at lower of cost or NRV) Work in Progress		61,02,385		61,02,385
		61,02,385		61,02,385
Financial Assets				
Note "4" Trade Receivables (Unsecured, considered good) Trade Receivables		26,24,255		80,60,301
		26,24,255		80,60,301
Note "5" Cash & Cash Equivalents Balances with Bank Cash on hand (As Certified by the Management)		1,05,490 18,545		65,274 18,678
		1,24,035		83,952
Note "6" Loans & Advances (Unsecured, considered good) Loan to : Related Parties Others Advances to: Others				
Body Corporate	-		-	
Body Corporate	1,16,94,363		1,05,98,814	
Others	-	1,16,94,363	-	1,05,98,814
		4,95,05,000		4,75,45,000
		6,11,99,363		5,81,43,814
Note "7" Other current assets Advances other than capital Advances Advance to Staff Others Tax Payments net of Provisions		1,42,000 1,60,267		1,66,000 3,93,725
		3,02,267		5,59,725
Note "8" Shareholders fund a) Share Capital - Equity Share of Rs.10/- each	Nos.	Amount(₹)	Nos.	Amount(₹)
Capital Structure				
Authorised	10,00,000	1,00,00,000	10,00,000	1,00,00,000
Issued, Subscribed and Paid Up	3,00,000	30,00,000	3,00,000	30,00,000
b) Reconciliation of the number of shares outstanding				
As at the beginning & end of the year	3,00,000	30,00,000	3,00,000	30,00,000
c) Rights, Preferences & Restrictions attaching to shares and restrictions on repayment of capital				
The Company has only one class of Equity shares having par value of Rs.10/- share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend.				
d) Details of shareholder holding more than 5% shares:	Shares held	% holding	Shares held	% holding
Ankur Construction Pvt Ltd	1,03,923	34.64%	1,03,923	34.64%
YMS Finance Private Limited (Formerly Pyramid Sales Pvt Ltd)	84,869	28.29%	84,869	28.29%
Loka Properties Pvt Ltd	48,983	16.33%	48,983	16.33%
Life Insurance Corporatin of India	20,461	6.82%	20,461	6.82%
e) Shares reserved for issue under options and contracts	-	-	-	-
f) Commitments for Sale of Shares	-	-	-	-
g) Shares issued as fully paid bonus during period of 5 years	-	-	-	-

BFM Industries Ltd

Notes to and forming part of the Financial Statements

Particulars	As at 31st March, 2020		As at 31st March, 2019	
<u>Note "9" Trade Payables</u>				
Micro, Small & Medium Enterprise		-		-
Others		38,81,135		83,21,135
*The Company is in communication with its suppliers to ascertain the applicability of "The Micro, Small and Medium Enterprises Development Act, 2006". As on the date of this Balance Sheet the Company has not received any communications from any of its suppliers regarding the applicability of this Act to them.				
		38,81,135		83,21,135
<u>Note "10" Other Current Liabilities</u>				
Advance against Joint venture		25,70,093		25,70,093
Professional Tax		150		130
Other Liabilities		69,311		62,811
		26,39,554		26,33,034

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31st MARCH 2020

A. Equity Share Capital (Amount in `)

Particulars	Balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting Year
For the year ended 31st March, 2019	30,00,000	-	30,00,000
For the year ended 31st March, 2020	30,00,000	-	30,00,000

B. Other Equity (Amount in `)

Particulars	Reserve and Surplus					Items of other comprehensive income		Total
	Capital Reserve	Securities premium	Share Options Outstanding Account	Capital Redemption reserve	Retained Earnings	Transfer from Other comprehensive income	Equity instruments through other comprehensive income	
Balance at 1st April 2018	8,62,51,445	-	-	-	59,69,22,302	-	(7,86,83,663)	60,44,90,084
Profit for the year	-	-	-	-	28,805	-	-	28,805
Other Comprehensive income(net of tax)	-	-	-	-	-	-	(3,83,92,999)	(3,83,92,999)
Total comprehensive income for the year	-	-	-	-	28,805	-	(3,83,92,999)	(3,83,64,194)
Transfer to General Reserve	-	-	-	-	-	-	-	-
Balance at 31st March 2019	8,62,51,445	-	-	-	59,69,51,107	-	(11,70,76,662)	56,61,25,890
Profit for the year	-	-	-	-	(1,94,946)	-	-	(1,94,946)
other Comprehensive income/(loss)	-	-	-	-	-	-	(3,16,87,579)	(3,16,87,579)
Total comprehensive income/(loss)	-	-	-	-	(1,94,946)	-	(3,16,87,579)	(3,18,82,525)
Transfer to General Reserve	-	-	-	-	-	-	-	-
Balance at 31st March 2020	8,62,51,445	-	-	-	59,67,56,161	-	(14,87,64,241)	53,42,43,365

BFM INDUSTRIES LTD
Notes to and forming part of the Financial Statements

Particulars	Financial year Ended	Financial year Ended
	31st March 2020 Amount in Rs.	31st March 2019 Amount in Rs.
<u>Note - "11" Revenue From Operations</u>		
Interest on Loan	9,06,168	13,08,447
Interest on I.Tax Refund	28,153	---
Sundry Balances written back (Net)	8,934	---
Profit/(Loss) on Sale of Investment	2,28,902	---
	11,72,157	13,08,447
<u>Note - "12" Changes in Inventories</u>		
Opening Stock Work - in - Progress	61,02,385	61,02,385
Less : Closing Stock Work - in - Progress	61,02,385	61,02,385
	-	-
<u>Note - "13" Employee Benefits Expense</u>		
Salary & Bonus	6,37,120	5,52,653
Director's Remuneration	5,83,000	5,83,000
Gratuity	25,673	---
	12,45,793	11,35,653
<u>Note - "14" Other Expense</u>		
Auditors Remuneration		
-Audit Fees	17,700	17,700
Rates & Taxes	2,500	2,500
Repair & Maintanace	3,540	3,540
Professional Fees	52,240	36,752
Bank Charges	1,109	576
Filing Fees	6,000	6,000
General & Office Expenses	7,403	8,130
Printing & Stationery	6,296	4,311
Postage & Telegram	175	2,389
Telephone & Internet Charges	13,428	10,508
Advertisement & Publicity	10,920	15,225
Listing fee	-	29,500
	1,21,310	1,37,131