

29th Annual Report

**BHARAT
BHUSHAN**

**BHARAT
BHUSHAN
FINANCE
COMMODITY
BROKERS
LIMITED**

&

2020-2021

BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

**BHARAT
BHUSHAN**

CIN: L67120DL1992PLC049038

Tel. : 011-49800900; Fax : 011-49800933

Email : commodities@bharatbhushan.com; website : www.bbinvestments.in

BOARD OF DIRECTORS	:	SANT KUMARI AGRAWAL (ceased to be Director w.e.f May 12, 2021) ARUN KUMAR GARG NISHA AHUJA VIJAY BHUSHAN KULDEEP KUMAR GUPTA RAVINDRA SINGH VARUN SAIHGAL MADHVI AHUJA MADHAV BHARAT BHUSHAN (appointed as Additional Director w.e.f June 12, 2021)
AUDITORS	:	M/S. G.C . AGARWAL & ASSOCIATES 240, GHALIB APARTMENT, PARWANA ROAD, PITAMPURA, DELHI-110034
REGD. OFFICE	:	503, ROHIT HOUSE, 3, TOLSTOY MARG, NEW DELHI - 110001 PHONE NO. 011-49800900 FAX : 011-49800933
SHARE TRANSFER AGENTS	:	ALANKIT ASSIGNMENTS LTD. 205-208, ANARKALI COMPLEX, JHANDEWALAN EXTN., NEW DELHI - 110055 PHONE : 42541234
BANKERS	:	ICICI BANK LTD. 9A PHELPS BUILDING CONNAUGHT PLACE NEW DELHI - 110001

BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

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NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF M/S. BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED (CIN: L67120DL1992PLC049038) WILL BE HELD ON WEDNESDAY, 29TH SEPTEMBER, 2021 THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM"), AT 12:00 P.M. INDIAN STANDARD TIME ("IST") TO TRANSACT THE FOLLOWING BUSINESSES:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year 2020-21 including Audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2021.
3. To appoint a Director in place of Ms. Madhvi Ahuja (DIN:00001869), who retires from the office by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:-

4. Appointment of Mr. Madhav Bharat Bhushan (DIN: 08213574) as a Director

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force), Mr. Madhav Bharat Bhushan (DIN: 08213574), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional Director of the Company with effect from June 12, 2021 who holds office up to the date of this Annual General Meeting of the Company pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who is eligible for being appointed as Non-Executive Director of the Company and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing him as a candidate for the office of Director, be and is hereby appointed as Non-Executive Director of the Company whose period of office is liable to retire by rotation."

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

Sd/-

**Nisha Ahuja
(Director)**

DIN : 00001875

Registered Office:

503, Rohit House, 3,
Tolstoy Marg,
New Delhi-110001
Date : 6th August, 2021
Place : New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 4 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on August 06th, 2021 considered that the special business under Item No. 4, being considered unavoidable, be transacted at the 29th AGM of the Company.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No. 20/2020 dated May 05, 2020 and Circular No.02/2021 dated January 13, 2021 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI"), the validity of which has been extended till December 31, 2021 by SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"), physical attendance of the Members to the AGM venue is not required and AGM be held through video conferencing ("VC") or other audio visual means ("OAVM"). In accordance with the said MCA Circulars and SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The Members can join the AGM through VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the 29th AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section

103 of the Companies Act, 2013. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 29th AGM and the Annual Report for the year 2020-21 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card or Driving license or Copy of Bank passbook / statement duly attested by the bank) by email at commodities@bharatbhushan.com or to M/s Alankit Assignments Ltd., Registrar and Share Transfer Agent ("RTA") of the company at rtal@alankit.com;
- (b) In case shares are held in demat mode, you are requested to register/ update their email addresses with their respective Depository Participants (DPs) with whom they maintain demat accounts.

Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at www.bbinvestments.in, websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on the website of National Securities Depositories Limited ("NSDL") (agency for providing the Remote e-Voting facility and e-voting facility during the AGM) i.e. www.evoting.nsdl.com.

7. In line with the MCA Circulars and SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.bbinvestments.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting facility during the AGM) i.e. www.evoting.nsdl.com.
8. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 and General Circular No 02/2021 dated January 13, 2021.
9. The requirement to place the matter relating to the appointment of Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors.
10. The Dividend, if any declared at the AGM, shall be payable within thirty days from the date of AGM to those Shareholders whose name(s) stand registered:
 - (a) As Beneficial Owner as at the end of working hours of 22nd September, 2021 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - (b) As Member in the Register of Members of the Company/ Registrar

& Share Transfer Agent after giving effect to valid share transfer documents physical form re-lodged with the Company at the end of working hours of 22nd September, 2021.

11. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants / demand drafts will be despatched to the registered address of the shareholders who have not updated their bank account details. Shareholders are requested to register / update their complete bank details:

- (a) with their Depository Participant(s) with whom they maintain their demat accounts, if shares are held in dematerialised mode by submitting the requisite documents, and
- (b) with Company/ RTA by sending following documents by email at commodities@bharatbhushan.com or rtal@alankit.com, if shares are held in physical mode, (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf bearing the name of the member or copy of bank passbook /statement duly attested by the bank.

Shareholder may note that, pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates (i.e., @ 10% where a valid Permanent Account Number (PAN) has been furnished by the concerned resident shareholders to their respective Depository Participants (DPs) (in case shares are held in dematerialised form) or to the RTA/ Company (in case shares are held in physical form), in the absence of a valid PAN, TDS will be deducted @ 20% on the amount of dividend payable to its shareholders w.e.f. 1st April 2020. Shareholders who are yet to furnish their PAN to their respective DPs / RTA/ Company are therefore requested to do so immediately. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed 5,000/- or their income is below the taxable limit and a declaration is received from the concerned shareholders in Form 15G (for persons up to age of 60 years) or in Form 15H (for persons above the age of 60 years) and in case of Insurance Companies (viz. LIC, GIC etc.), Mutual Funds and Alternative Investment Funds (incorporated in India), where completed documents are received from them viz. requisite declaration, copies of registration certificate, PAN card etc. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company. In case of Non-Resident Shareholders: [(A) For Foreign Portfolio Investors and Foreign Institutional Investors: TDS will be deducted @ 20% (plus applicable surcharge and cess) on the amount of dividend payable; (B) For other non-resident shareholders: TDS will be deducted @ 20% (plus applicable surcharge and cess) or the Tax Treaty Rate, whichever is lower, on the amount of dividend payable] for availing the benefit of Tax Treaty Rate, the shareholders will be required to submit necessary documents to the Company duly completed in all respects, viz. self-attested copy of Tax Residency Certificate (TRC) covering the financial year 2021-22 issued by the tax authorities of the country of which the shareholder is a tax resident, Form 10F, requisite declaration, copy of PAN card etc. The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / RTA post payment of the

dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS). Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / RTA.

The duly completed and signed documents viz. Form 15G, Form 15H, TRC, Form 10F etc., as stated above, may please be submitted to the RTA/ Company, **on or before 15th September, 2021**.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them. **No claim shall lie against the Company for taxes once deducted.**

12. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on 27th August, 2021.
13. Notice of 29th Annual General Meeting and full version of the Annual Reports 2020-21 and the notice of e-voting will also be available on the website of the Company at www.bbinvestments.in and websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
14. The register of members and share transfer books of the Company will remain closed from Thursday 23rd September, 2021 to Wednesday 29th September, 2021 (both days inclusive) in accordance with the provisions of Section 91 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of the AGM.
15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository participant accounts (Demat Accounts) will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the RTA/ Company.
17. Pursuant to Regulation 12 and Schedule I of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, SEBI has made it mandatory for the Companies to make payment to its investors using electronic mode viz. ECS, NECS, RTGS, NEFT etc. Hence, the investors are requested to update their bank details with our Registrar and Share Transfer Agent (RTA) i.e. Alankit Assignments Limited or Company or with their respective depository participants, where shares are held in demat form.

18. Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in physical / dematerialized form are, therefore requested to submit their PAN to our Registrar & share Transfer Agent (RTA) / Company or to their Depository Participant(s).

19. The members are requested to note that pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority ("IEPF") (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority. The members whose unclaimed shares/dividends have been transferred to IEPF, may claim the same by making application to the IEPF Authority in Form No.- IEPF-5 available on www.iepf.gov.in and following the procedure mentioned at the said website and in IEPF Rules. The details of the unpaid and unclaimed dividend lying with the company as on March 31, 2021 is available in the Corporate Governance Report which forms the part of the Annual report for the financial year 2020-21. The company has uploaded the details of unpaid and unclaimed dividends up to March 31, 2020 on the website of the Company (www.bbinvestments.in) as well as on the website of Ministry of Corporate Affairs. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2012- 13, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Adhering to the various requirements set out in the IEPF Rules, as amended, the Company has during the financial year ended March 31st, 2021, transferred 13,701 equity shares of Rs. 10/-each, held by 56 shareholders in respect of which dividend had not been paid or claimed by the members for seven consecutive years. The following are the details of dividend declared by the company and that are due to transfer to IEPF:

Dividend Year	Date of declaration of dividend	Tentative date for transfer to Investor Education and Protection Fund
2013-14	25.09.2014	28.10.2021
2014-15	28.09.2015	29.10.2022
2015-16	29.09.2016	01.11.2023
2016-17	24.08.2017	26.09.2024
2017-18	27.09.2018	30.10.2025
2018-19	27.09.2019	29.10.2026
2019-20	28.09.2020	30.10.2027

In respect of Final Dividend for the financial year ended March 31st, 2014, it will not be possible to entertain claims which are received by the Company after October 15th, 2021. In view of this, the members are advised to send their requests for payment of unpaid dividend to the M/s Alankit Assignments Ltd, Registrar and Share Transfer Agent ("RTA") or to the Company, within the stipulated timeline. Members are requested to provide request letter duly signed by Member along with self-attested copy of PAN card and copy of cancelled cheque leaf to claim such unpaid dividends either in soft or hard copies to the RTA.

20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. Information regarding particulars of the appointment of new director and director seeking re-appointment requiring disclosure in terms of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard-2 on General Meeting is provided in Explanatory Statement and Annexure to this notice.
22. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the Annual General Meeting. The institutional investors, who are members of the Company, are encouraged to attend and vote in the AGM through VC/ OAVM.
23. **There will be no distribution of gift or gift coupons or cash in lieu of gifts at or in connection with the Annual General Meeting.**
24. As per the provisions of Section 72 of the Companies Act 2013, facilities for making nomination is now available to the members in respect of shares held by them. Nomination forms are available for this purpose with the Company's Registrar & Share Transfer Agent. Members holding shares in electronic mode are advised to contact their respective DPs for registering nomination.
25. Members who have not registered their email address so far are requested to register their e-mail address with their DP in case the shares are held in electronic form or with the Company's RTA in case the shares are held in physical form so that they can receive all communication(s) including Annual Report, Notices, Circulars etc. from the Company electronically.
26. The Shares of your company is listed on the BSE Limited. The annual listing fees for the financial year ended March 31st, 2021, already stand paid to BSE Limited.
27. Queries at the AGM: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office or via email at commodities@bharatbhushan.com from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.
28. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, at least seven days prior to the date of AGM, so as to enable the management to keep the information ready. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.
29. Members who hold shares in multiple folios in identical names are requested to send the share certificates to the registrar and transfer agents for consolidations into a single folio. Members are requested to notify correction/change in address if any, to the RTA/ Company at its registered office, quoting their folio number along with the proof thereof.
30. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of the meeting and the Annual Report of the Company for the Financial Year 2020-21 being sent by e-mail to those Members who have registered their e-mail addresses with the Company/RTA in respect of shares held in physical form or with their Depository Participant in respect of shares held in electronic form and made available to the Company by the Depositories.
31. Inspection of Documents: The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members on the website of the Company at [http://www.bbinvestments.in/Static/Downloadnew.aspx#>Reports & Compliances](http://www.bbinvestments.in/Static/Downloadnew.aspx#>Reports&Compliances) during the time of AGM. All the Documents referred to in this Notice will also be available for inspection electronically, on all working days except Saturdays and Sundays between 11:00 A.M. to 4:00 P.M., without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such document can send an email to commodities@bharatbhushan.com.
32. The Annual Report for the Financial Year 2020-21 of the Company circulated to the Members of the Company will be made available on the Company's website at www.bbinvestments.in and on the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com for your download.
33. Voting through electronic means
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) along with MCA Circulars and SEBI Circulars, the Company is pleased to provide facility of remote e-voting and e-voting on the day of the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.
 - II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - III. The remote e-voting period commences on Sunday, 26th September, 2021 (9:00 A.M.) and ends on Tuesday, 28th September, 2021 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 22nd September 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as

on the cut-off date, being 22nd September, 2021. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

IV. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code

Type of shareholders	Login Method
	<p>as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <p>   </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) Physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time,

you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - (a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kavitasewani1@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email at commodities@bharatbhushan.com or to M/s Alankit Assignments Ltd, Registrar and Share Transfer Agent ("RTA") of the company at rtal@alankit.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to commodities@bharatbhushan.com or to M/s Alankit Assignments Ltd, Registrar and Share Transfer Agent ("RTA") of the company at rtal@alankit.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at commodities@bharatbhushan.com, from their registered email address, at least seven days prior to the date of AGM. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions

during the meeting may register themselves as a speaker may send their request their name, demat account number/folio number, email id, mobile number at commodities@bharatbhushan.com, from their registered email address, at least seven days prior to the date of AGM. The same will be replied by the company suitably and those shareholders who have registered themselves as a speaker, will only be allowed to express their views/ask questions during the meeting.

- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: **1800-222-990**.
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
34. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **22nd September 2021**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or commodities@bharatbhushan.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password?" option available on www.evoting.nsdl.com as mentioned above or contact NSDL at the following toll free no.: 1800-222-990.
35. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
36. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
37. Ms. Kavita Pamnani, Practicing Company Secretary (Membership No. F6288) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
38. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer/ coordinator, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
39. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast during the AGM through e-voting facility and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
40. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.bbinvestments.in) and on

the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai where the shares of the company are listed.

41. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1st, 2019. SEBI vide its press release dated March 27, 2019 clarified that the transfer deed(s) once lodged prior to the deadline of April 01, 2019 and rejected/ returned due to deficiency in the documents may be re-lodged for transfer even after April 01, 2019. SEBI vide its circular dated September 07, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deed. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
42. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company/ RTA, as mandated by SEBI by writing to the Company at commodities@bharatbhushan.com or to RTA at rtal@alankit.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque leaf bearing the name of the member or copy of bank passbook /statement duly attested by the bank. Members are requested to furnish details such as Bank Account No., name of the Bank, Branch, IFSC Code and Place with PIN Code No. where the account is maintained to prevent fraudulent encashment of dividend warrants.
43. Members holding shares in electronic mode are requested to submit/ update their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.

Explanatory Statement

The Statement pursuant to Section 102(1) of the Companies Act, 2013, given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 4 of the accompanying AGM Notice

Item No.4

The Board of Directors at its meeting held on June 12, 2021, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Madhav Bharat Bhushan (DIN: 08213574) as an Additional Director under Section 161 of the Companies Act, 2013 ("Act") and Article No. 117 of the Articles of Association of the Company, with immediate effect who holds office up to the date of this Annual General Meeting of the Company. The Board of Directors on recommendation of Nomination and Remuneration Committee has recommended to the shareholders of the Company, the appointment of Mr. Madhav Bharat Bhushan as Non-Executive Director of the Company whose period of office is liable to retire by rotation. The Company has received notice in writing from a member under the provisions of Section 160 of the Act, proposing the candidature of Mr. Madhav Bharat Bhushan for the office of Director. The Company has received in writing from Mr. Madhav Bharat Bhushan (i) consent to act as Director of the Company and intimation to the effect that he is not disqualified from being appointed as Director in terms of Section 164(2) of the Act; .