

# **BUCKINGHAM INDUSTRIES LIMITED**

(Regd. Off.: 38 G/F Rani Jhansi Road, Motia Khan, Paharganj, Delhi-110055)

Phone: 0120-4039976, Website : [www.buckingham.in](http://www.buckingham.in)

E – Mail : [buckingham1983@yahoo.com](mailto:buckingham1983@yahoo.com) , CIN : L22100DL1983PLC314401

Date: 04.08.2022

To,

Metropolitan Stock Exchange Limited  
205A, 2nd Floor,  
Piramal Agastya Corporate Park, Kamani Junction,  
L.B.S Road, Kurla West, Mumbai -400070

Calcutta Stock Exchange Limited  
Manager, Listing Dept.  
7, Lyons Range, Kolkata, West Bengal-700001

**Ref: Submission of Annual Report for 2021-22 under Regulation 34 of SEBI (LODR) Regulations, 2015**

We are hereby submitting the Annual Report of Sadhna Broadcast Limited for Financial Year ended 2021-22 as required under Regulation 34 of SEBI (LODR) Regulations, 2015.

Kindly consider and take our submission in your records.

Thanking You  
Yours faithfully  
For **BUCKINGHAM INDUSTRIES LIMITED**

  
**SULABH DIKSHIT**  
Whole-Time Director  
DIN No. 07070194

Place: New Delhi

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**BUCKINGHAM INDUSTRIES LIMITED**

**39<sup>TH</sup> ANNUAL REPORT 2021-22**

## BUCKINGHAM INDUSTRIES LIMITED

Regd. Office: 38 G/F Rani Jhansi Road, Motia Khan, Paharganj, New Delhi-110055

Phone: 8527260705, Website: [www.buckingham.com](http://www.buckingham.com)

E-mail Id: [buckingham1983@yahoo.com](mailto:buckingham1983@yahoo.com), CIN: L22100DL1983PLC314401

### TABLE OF CONTENTS

S. No.	Contents	Page No.
01	Company Information	3
02	-Notice of Annual General Meeting -Explanatory Statements -Attendance Slip -Proxy Form	4
03	Director's Report	24
04	AOC-2	40
05	Extract of Annual Return	42
06	Management Discussion and Analysis Report	51
07	CEO/CFO Declaration	55
08	Declaration regarding compliance by Board Members	56
09	Auditor Certificate on Corporate Governance	57
10	Certificate of Non-Disqualification of Directors	58
11	Secretarial Audit Report	59
12	Independent Auditor's Report	62
13	Audited Annual Accounts as at 31.03.2021 & Schedules & Notes to the Accounts	75

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<b>CORPORATE INFORMATION</b>	
<b>BOARD OF DIRECTORS</b>	
Sulabh Dikshit DIN: 07070194 Pooja Suri DIN: 09115153 Sanjeev Kumar Jha DIN: 02840583 Tarpan Garg DIN: 07456359 Neha Aggarwal PAN: AQDPA1749D	Whole Time Director Independent Director Independent Director Independent Director CFO
<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>	<b>STATUTORY AUDITORS</b>
Ms. Sonam Nandwani Email I.D. <a href="mailto:cssonamnandwani@gmail.com">cssonamnandwani@gmail.com</a> Contact No. 7404367323	<b>M/s. BAS &amp; CO. LLP</b> Chartered Accountants, 804, Pearls Omaxe Building, NetajiSubhash Place, Delhi-110034
<b>REGISTERED OFFICE</b>	<b>INTERNAL AUDITORS</b>
38 G/F Rani Jhansi Road, Motia Khan, Paharganj, New Delhi-110055 <b>Email ID:</b> <a href="mailto:buckingham1983@yahoo.com">buckingham1983@yahoo.com</a> <b>Website:</b> <a href="http://www.buckingham.in">www.buckingham.in</a> <b>Phone:</b> 8527260705	<b>Manish Gupta</b> Chartered Accountants, M.No.530267 G-30/381-382, Pocket-G 30, Sector-3 Delhi-110085
	<b>REGISTRAR AND TRANSFER AGENT</b>
<b>M/s V Kumar &amp; Associates</b> Company Secretaries Mr. Vivek Kumar, Proprietor Membership No. F8976 Add: 15/18, Basement, West Patel Nagar, New Delhi-110008 Tel: 9910218035 Email Id: <a href="mailto:csvivekumar@gmail.com">csvivekumar@gmail.com</a>	Skyline Financial Services Pvt. Ltd. R.O. D-153A, First Floor Okhla Industrial Area, Phase-I, New Delhi-110020 Tel.: 11-40450193-97 <a href="http://www.skylinerta.com">www.skylinerta.com</a>
<b>BANKERS</b>	<b>STOCK EXCHANGE</b>
Punjab National Bank, ICICI Bank AhimasBhawan, New Rajendra Nagar, New Delhi-110060	<b>METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED</b> 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla (West), Mumbai – 400070. <b>CALCUTTA STOCK EXCHANGE LIMITED</b> 7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal

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## NOTICE

**Notice** is hereby given that the **39<sup>th</sup> Annual General Meeting** of the Shareholders of Buckingham Industries Limited will be on **Thursday, August 25<sup>th</sup>, 2022** at **12.00 P.M.** held at its Registered Office of the Company situated at 38 G/F Rani Jhansi Road, Motia Khan, Paharganj, Delhi-110055 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone Financial Statements of the Company for the year 2022 including audited Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

### **2. To Appointment of Auditor and Fix their remuneration**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to the recommendation of Audit Committee, the appointment of M/s BAS & CO. LLP, Chartered Accountants, (FRN: 323347E/E300008), Statutory Auditors of the Company, which has been approved by the members at the 39th Annual General Meeting of the Company for a term of 5 years i.e. from the conclusion of the 39th Annual General Meeting until the conclusion of the 44<sup>th</sup> Annual General Meeting at such remuneration as may mutually be agreed upon between the auditors and the Board of Directors of the Company.”

### **3. Appointment of Mr. Sulabh Dikshit(DIN 07070194) as a Director, liable to retire by rotation.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sulabh Dikshit (DIN 07070194) who retires by rotation at this Meeting, and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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### SPECIAL BUSINESS:

**1. Regularization of additional director, Mr.Tapan Garg (DIN- 07456359) by appointing him as a Non-Executive Independent Director of the Company**

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

**“RESOLVED THAT** Mr. Tapan Garg (DIN-07456359), who was appointed as an Additional Director with effect from 14 April, 2022 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**2. Increase In The Authorized Share Capital And Consequent Alteration Of Memorandum Of Association:-**

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 13, Section 61 and 64 of the Companies Act, 2013 and other applicable provisions, if any, the Authorised Equity Share Capital of the Company, be and is hereby increased from the existing Rs. 11,00,00,000 (Rs. Eleven Crore Only) divided into 1,10,00,000 (One Crores Ten lakh Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional Rs 9,00,00,000 (Nine Crores Only) divided into 90,00,000 (Ninety Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each .

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company as to Authorised Share Capital be and is hereby substituted in its place stated as under –

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**V. The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.**

**RESOLVED FURTHER THAT** the Board of Directors of the company, be and are hereby Authorized to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof for the powers conferred upon it by this resolution, to any individual so Authorized by the Board.

### **3. PREFERENTIAL ISSUE OF SHARES:**

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

**“RESOLVED THAT** in accordance with the provisions of section 62 read with provisions of section 42 of the Companies Act 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended from time to time and subject to the approval of the shareholders of the company in general meeting and subject to all necessary approvals, consents , permissions and / or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretarial of Industrial Assistant under the Foreign Exchange Management Act, 1999 (including any statutory modification or reenactment thereof, for the time being in force) and other applicable laws, and enabling provisions in the Memorandum and Articles of association of the company and the listing agreements entered into by the company with the stock exchange where the shares of the company are listed and subject to such terms and conditions as may be determined by the board of directors of the company (herein after referred to as “The Board” which expression shall include a committee, constituted for the time being in force, thereof ) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions and agreed to by the Board , the consent of the company, be and is hereby accorded to Board and the Board be and is hereby authorized to Issue and allot on preferential basis 14,00,000 (Fourteen lacs only) Equity Shares at a price of Rs. 115/- per share (Face Value of Rs. 10/- each at premium of Rs.105/- i.e.-) aggregating to Rs. 16,10,00,000/- (Rupees Sixteen Crores Ten Lakhs only), from time to time in one or more lots, at a price of Rs. 115/- (One hundred fourteen and twenty one paise Only), from time to time in one or more lots, being the price determined in accordance with the regulations for Preferential Issue contained in Chapter V of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time (SEBI ICDR Regulations”) on a Preferential basis to the below mentioned persons (under the non – promoter category ) in the following manner:



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Allottee Details						
Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottees will hold
KDM MEDIA PRIVATE LIMITED	Non - Promoter	AABCK5692A	Urmil Gupta	2,25,000	Non QIB	13.67%
SHARPLINE NETWORK PRIVATE LIMITED	Non - Promoter	AAFCS0526B	Pooja Aggarwal	2,25,000	Non QIB	13.67%
Maya Nath	Non - Promoter	ADIPN9845P	NA	78,125	Non QIB	4.74%
Subodh Kumar Nath	Non - Promoter	ADIPN9846Q	NA	78,125	Non QIB	4.74%
Shilpa Gupta	Non - Promoter	AKBPG2516Q	NA	78,125	Non QIB	4.74%
Padma Gupta	Non - Promoter	AAJPG3959P	NA	80,625	Non QIB	4.90%
Mukesh Gupta	Non - Promoter	AAAPG3952H	NA	65,000	Non QIB	3.95%
Gaurav Gupta	Non - Promoter	AKHPG5185D	NA	65,000	Non QIB	3.95%
Shreya Gupta	Non - Promoter	AIMPJ4419J	NA	65,000	Non QIB	3.95%
Alok Gupta	Non - Promoter	AKMPG7913J	NA	65,000	Non QIB	3.95%
Shilpa Gupta	Non - Promoter	AKBPG2516Q	NA	75,000	Non QIB	4.55%
Ashok Singla	Non - Promoter	AFNPS5604L	NA	75,000	Non QIB	4.55%
Suman Singla	Non - Promoter	AAJPL9028Q	NA	75,000	Non QIB	4.55%
Vikas Singla	Non - Promoter	AQFPS3120E	NA	75,000	Non QIB	4.55%
Monica Asri	Non - Promoter	BOEPS4419G	NA	75,000	Non QIB	4.55%



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**RESOLVED FURTHER THAT** the Equity Shares on Preferential basis shall be issued by the company on the following terms and conditions:

- 1) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.
- 2) The equity shares to be issued on preferential basis to above allottees shall not be locked in because the allottees are not from the promoter or promoter group prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.
- 3) For the above referred allotment, the entire amount of the value per share i.e. Rs. 115/ per share is to be paid at the time of application.
- 4) For the above referred allotment, the allotment of shares must be made in Dematerialized form.
- 5) The Equity Shares so offered and issued to the Proposed Allottee, are being issued for consideration in cash.
- 6) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above

**RESOLVED FURTHER THAT** for the purpose of giving effect to the said Special Resolution u/s. 62 r. w. 42 of the Act and other applicable provisions of the Act, the Board of Directors of the Company are hereby Authorized to take such steps and to do all such acts, deeds, matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions/instructions as may be necessary to settle any question or difficulty for the offer / issue and allotment of Equity Shares in such manner as may be deemed fit and appropriate by the Board of Directors and or any legal / regulatory body , to be most beneficial to the company.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby Authorized to determine the terms and conditions of the issue including face value, quantity, issue price (Including Price range), manner of calls etc. in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company and to approach SEBI and / or any other competent authority to do all such acts, deeds, matters and things as may be necessary, appropriate and proper or expedient for giving effect to the above Resolution.

**RESOLVED FURTHER THAT** the funds so raised shall fulfill the additional fund requirements for business expansion and for long term working capital requirements.

**RESOLVED FURTHER THAT** the relevant date in relation to the shares for the purpose of determining the issue price under SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018 relating to the shares issued on preferential basis shall be Tuesday, 26<sup>th</sup> July, 2022 the date 30 days prior to the date of the Annual General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to the said Special Resolution u/s. 62 r. w. 42 of the Act and other applicable provisions of the Act, the Board of Directors of the Company are hereby Authorized to take such steps and to do all such acts, deeds, matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions / instructions as may be necessary to settle any question or difficulty for the offer / issue and allotment of Equity Shares in such manner as may be deemed fit and appropriate by the Board of Directors and or any legal / regulatory body , to be most beneficial to the company.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby Authorized to determine the terms and conditions of the issue including face value, quantity, issue price (Including Price range), manner of calls etc. in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company and to approach SEBI and / or any other competent authority to do all such acts, deeds, matters and things as may be necessary, appropriate and proper or expedient for giving effect to the above Resolution.

**By Order of the Board of Directors  
For Buckingham Industries Limited**

**Place: New Delhi**

**Date: 30.07.2022**

**Sonam Nandwani  
(Company Secretary)**

### **NOTES:**

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN ORDER TO BE EFFECTIVE THE PROXIES SHOULD BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.** Proxies submitted on behalf of corporate including companies, societies etc., must be supported by an appropriate resolution of the Board of Directors or other governing body.
- (2) A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights and such person shall not act as a proxy for any other member.
- (3) Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting, Proxies should fill in the attendance slip for attending the meeting.
- (4) Members are requested to quote their Folio Number/Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent/Depository Participant promptly.
- (5) In accordance with Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April

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13, 2020 read with Circular No. 20/2020 dated May 05, 2020 ('MCA') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by SEBI ("circulars"), and owing difficulties involved in dispatching physical copies, the Notice of the AGM and Annual Report 2021-22 has been sent to member of the company, whose email registered with Company / RTA on August 01, 2022. **Members may note that the Company will not send physical/ hard copies of the Annual Report 2021-22 and Notice of AGM.**

- (6) In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 , and read with SEBI Circular dated May 12, 2020") and other applicable circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI (Collectively called "relevant circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ company's Registrar and Share Transfer Agent Skyline Financial Services Pvt. Ltd (herein referred as 'RTA'). Members whose email is not registered may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.buckingham.in](http://www.buckingham.in), websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India Limited at [www.msei.in](http://www.msei.in) respectively.
- (7) An explanatory statement pursuant to section 102 of the Companies Act, 2013 relating to **Special Business 1 to 3** is annexed hereto and forms part of this notice.
- (8) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- (9) The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
- (10) The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link provided <https://www.evoting.nsdl.com> or on website of the company at [www.buckingham.in](http://www.buckingham.in) or on the website of MSEI Limited at [www.msei.in](http://www.msei.in).
- (11) The e-voting period commences on Monday, 22<sup>nd</sup> August, 2022 (9:00 a.m.) and ends on Wednesday, 24<sup>th</sup> August, 2022 (5:00 p.m.). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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- (12) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Thursday, 18<sup>th</sup> August, 2022**. 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., **Thursday, 18<sup>th</sup> August, 2022**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- (13) The facility for voting through remote e-voting shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (14) The detail procedure to login to e-Voting website and for e-voting is available in the Notes to the Notice of AGM. The Link of Annual Report along with Notice of AGM is [www.buckingham.in](http://www.buckingham.in) or [www.msei.in](http://www.msei.in).
- (15) Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for re-appointment item no. 2 is as follows:-

<b>Item No.</b>	<b>2</b>
<b>Particulars</b>	Mr. Sulabh Dikshit
<b>DIN</b>	07070194
<b>Date of Birth</b>	25/01/1987
<b>Terms and Conditions of Re-appointment</b>	Re-appointment as Director of the company liable to retire by rotation
<b>Qualifications</b>	Graduation
<b>Experience in specific functional areas</b>	More than 8 years in Marketing
<b>Directorship held in Other listed entities</b>	1
<b>Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	2
<b>Remuneration last drawn (F.Y. 2021-22)</b>	Rs. 1,20,000/- per annum
<b>Number of shares held in the Company</b>	4,000

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### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

1. A statement setting out the material facts in the nature of concern of interest, financial or otherwise of every Director and the manager and every other key managerial person and relatives.
2. Information and facts to enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.
3. None of the Director of the Company or their respective relative is concerned or interested, financial or otherwise, in passing of the below mentioned resolutions.

#### **ITEM NO. 1**

#### **REGULARISATION OF ADDITIONAL DIRECTOR, MR. TAPAN GARG (DIN-07456359) BY APPOINTING HER AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Mr.Tapan Garg (DIN- 07456359), who was appointed as an Additional Director with effect from 14<sup>th</sup> April 2022 by the Board of Directors. According to the provision of Section 161 of the Companies Act, 2013 and the Article of Association of the company, she holds office as Director only up to the date of ensuing Annual General Meeting. Therefore, he is regularized as an Independent director from the ensuing Annual General Meeting.

The Board considers it desirable that the company should continue to avail itself of his services and hence recommends the resolution for approval of the shareholders as an Ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Tapan Garg) are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

#### **ITEM NO. 2**

#### **INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION:-**

Presently, the Authorized Share Capital of the Company is Rs. 11,00,00,000 (Rs. Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten lakh Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each. In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional Rs 9,00,00,000 (divided into 90,00,000 (Ninety Lakh Only) Equity Shares of Rs. 10/-(Rupees Ten Only) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

## BUCKINGHAM INDUSTRIES LIMITED

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E-mail Id: [buckingham1983@yahoo.com](mailto:buckingham1983@yahoo.com), CIN: L22100DL1983PLC314401

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 2 of this Notice.

### Item No. 3:

#### **TO ISSUE 14, 00,000 EQUITY SHARES ON PREFERENTIAL BASIS:-**

The Members are hereby informed that in line with the strategy to grow and gain market share and strengthen its leadership position, the Board in its meeting held on July 30, 2022 has approved the allotment of shares on preferential basis and hence the resolution is placed before the shareholders. The Directors recommended the resolution for your approval.

**The required disclosures as per SEBI ICDR Regulations and the Companies Act, 2013 Read with rules regarding Proposed issue is as under:-**

- 1) Particulars of the offer including date of passing of Board Resolution:-**The Board, pursuant to its resolution dated Saturday 30 July, 2022 has approved the proposed preferential issue of 14, 00,000 Equity Shares at a price of Rs.115/- (Including premium of Rs.105/-) (Rupees One Hundred Fifteen Only) for consideration in cash, which is not less than the floor price prescribed under Chapter V of the SEBI (ICDR) Regulations, on a preferential basis.
- 2) Objects of this issue:** - The object of the issue is to meet the fund requirements of the company for business expansion and for long term working capital requirements.
- 3) Intention of Promoters /Directors /Key management persons to subscribe to the offer :**  
The promoters and promoter group has not shown any interest to subscribe to the shares under preferential issue.
- 4) Shareholding pattern before and after the issue:-**  
The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

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Sr. No.	Category	Pre issue		Post issue	
		No. of shares	% of Capital	No. of shares	% of Capital
A	<b>Promoters Holding</b>				
1	Indian Promoters	72000	29.39	72000	4.37%
	Foreign Promoters	Nil	Nil	Nil	Nil
2	Persons Acting in Concert	Nil	Nil	Nil	Nil
	<b>Sub-Total</b>	72000	29.39	72000	4.37%
B	<b>Non-Promoters Holding</b>				
1	Institutional investors	Nil	Nil	Nil	Nil
	Mutual Funds	Nil	Nil	Nil	Nil
	Banks, FIs, Insurance companies	Nil	Nil	Nil	Nil
	NRIS/OCBs	Nil	Nil	Nil	Nil
	FIIIs	Nil	Nil	Nil	Nil
	<b>Sub-Total</b>	Nil	Nil	Nil	Nil
2	<b>Others</b>				
	Private Body Corporate	8000	3.2653	458000	27.85%
	Indian Public	152250	62.1429	1102250	67%
	NRI	Nil	Nil	Nil	Nil
	Hindu Undivided Families	12750	5.2041	12750	0.78%
	Clearing Members	Nil	Nil	Nil	Nil
	<b>Sub-Total</b>	<b>173000</b>	<b>70.61</b>	<b>1573000</b>	<b>95.63%</b>
	<b>Grand Total</b>	<b>245000</b>	<b>100.00</b>	<b>1645000</b>	<b>100.00</b>



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### **5) Proposed Time within which the allotment shall be completed.**

The allotment of shares on Preferential basis shall be completed within 15 days from the date of shareholders approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

### **6) The Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:**

The proposed allottees were interested to invest in our company and they approached us in the past when the company decided to raise funds by way of issue of shares on preferential basis for establishment of new project and for working capital etc. Subsequently the company approached the allottees to find out their intention to subscribe to preferential issue and the proposed allottees have given their consent to subscribe to the same. The percentage of the post-preferential issue capital held by the proposed allottees is as per Annexure to the Notice:-

The Proposed allottees have not sold any shares during the 6 months period prior to the relevant date.

### **7) Lock- In:**

The equity shares to be allotted on preferential basis shall be subject to lock in as per the applicable SEBI (ICDR) Regulations, 2018:-Not Applicable.

### **8) Change in the control or composition of the Board.**

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment.

### **9) Price of the issue:-**

The shares are proposed to be allotted on preferential basis at a price of Rs. 115/- per share, which is not lower than the price arrived at as per SEBI ICDR Regulations, 2018.

**10) Relevant Date with reference to which the price has been arrived at:** The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Tuesday, July 26, 2022 being the date 30 days prior to the date of AGM.

### **11) Name and address of valuer who performed valuation:-**

The Valuation was performed by Mr. Manish Manwani, Independent Registered Valuer(Reg. No. IBBI/RV/03/2021/14113) having his office at Unit No. 125, Tower B-3, Spazaltech Park, Sohna Road, Sector-49,Gurugram, Haryana-122018.

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### **12) Minimum Price:**

In view of the above, it is proposed to issue up to 14, 00,000( FourteenLacs Only) equity shares each of nominal value of Rs. 10/- fully paid-up to Non-promoters on preferential basis at the price of Rs. 115/- per share. This is not lower than the minimum issue price calculated in accordance with the criteria given under the SEBI ICDR Regulations, 2018 as amended from time to time.

The Consent of the shareholders is being sought pursuant to the provision of section 81(1A) and other applicable provision of the companies Act, 2013, if any, and in terms of provisions of the Listing Agreements executed by the company with the Stock Exchange in India on which the company's shares are listed.

### **13) Undertaking:**

A) Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.

B) Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.

C) The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.

D) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

### **14) Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned Equity Shares.

### **15) The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the Proposed Allottee:**

a) The name of the Proposed Allottee is KDM MEDIA PRIVATE LIMITED. Ms. Urmil Guptais the Ultimate Control of the Proposed Allottee.

b) The name of the Proposed Allottee is SHARPLINE NETWORK PRIVATE LIMITED. Ms. Pooja Aggarwal is the Ultimate Control of the Proposed Allottee.

None of the other Directors of the company are interested in any of this resolution.

The Board recommends passing of ordinary or special resolution set out in the notice for approval by the members.

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By Order of the Board of Directors  
For Buckingham Industries Limited

Place: New Delhi

Date: 30.07.2022

Sonam Nandwani  
(Company Secretary)

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, 22<sup>nd</sup> August, 2022 at 9.00 A.M. and ends on Wednesday, 24<sup>th</sup> August, 2022 at 5.00 P.M. 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 record date (cut-off date) i.e. Thursday, 18<sup>th</sup> August, 2022 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 Thursday, 18<sup>th</sup> August, 2022.

### **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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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

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	<p>meeting.</p> <ol style="list-style-type: none"><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <div data-bbox="727 1234 1247 1528" style="text-align: center;"><p><b>NSDL Mobile App is available on</b></p><p> <b>App Store</b>       <b>Google Play</b></p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast</li></ol>

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	<p>your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="http://helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.**

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### 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) or 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

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- (ii) contains your 'User ID' and your 'initial password'.  
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](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

#### **How to cast your vote electronically 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.



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### 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 [kishore.ved@gmail.com](mailto:kishore.ved@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.

### Please note the following:

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.

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

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

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

### Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll-free no.: 1800 1020 990 /1800 224 430.

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**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:**

- i. 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 to [www.buckingham.in](http://www.buckingham.in).
- ii. 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 [cbnl.delhi@gmail.com](mailto:cbnl.delhi@gmail.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.
- iii. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- iv. 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.

The result of voting will be announced at 38 G/F Rani Jhansi Road, Motia Khan, Paharganj, Delhi-110055 by the Chairperson of the AGM on **Thursday, 25<sup>th</sup> August, 2022**. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

**By Order of the Board of Directors  
For Buckingham Industries Limited**

**Place: New Delhi  
Date: 30.07.2022**

**Sd/-  
Sonam Nandwani  
Company Secretary**

## BUCKINGHAM INDUSTRIES LIMITED

Regd. Office: 38 G/F Rani Jhansi Road, Motia Khan, Paharganj, New Delhi-110055

Phone: 8527260705, Website: [www.buckingham.com](http://www.buckingham.com)

E-mail Id: [buckingham1983@yahoo.com](mailto:buckingham1983@yahoo.com), CIN: L22100DL1983PLC314401

### DIRECTOR'S REPORT

#### Dear Members,

Your Directors have pleasure to present their 39<sup>th</sup> Annual Report together with the Audited Statements of accounts for the Financial Year ended on 31<sup>st</sup> March, 2022.

#### FINANCIAL RESULTS

The performance of the Company for the financial year ended on 31<sup>st</sup> March, 2022 is summarized below:

Particulars	Year ended 31.03.2022(in Rs.)	Year ended 31.03.2021 (in Rs.)
Income(Gross)	13,832,570.00	13,653,990.00
Expenses during the year excluding depreciation & interest	12,638,270	1,933,231.42
Profit/(Loss) before depreciation & interest	1,201,970	11,720,758.58
Less: - Depreciation	7,670.00	3,780.00
Less: - Interest	0.00	0.00
Profit before Taxes	1,194,300	11,716,978.58
Less:- Provision for Taxation		
- Current Tax/MAT	437,110.00	2,948,930
- Short/Excess provision of taxation for previous period	-	-
- Deferred Tax	-4,31,160.00	-
Profit/(Loss) After Tax	1,188,350	8,768,050
Prior period adjustments	-	-
<b>Profit/(Loss) for the year after tax and prior period adjustments</b>	<b>11,88,350</b>	<b>8,768,050</b>

#### BUSINESS OPERATIONS

The fiscal year 2021-22 was a period of relative stability. During the year under review, our Company achieved a profit of Rs. 1,188,350/- after tax as against Profit Rs. 8,768,050/- in the preceding financial year. Your company hopes to increase its presence in the business in the Coming years, which may increase the top line and also its stability.

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### **DIVIDEND**

Your Directors intend to plough back available resources for financial requirements and express their inability to recommend any dividend for the financial year.

### **RESERVES**

No amount is proposed to be transferred to the Reserves and Surplus Account.

### **LIQUIDITY**

Company continues to maintain sufficient funds to meet the desired strategic objectives.

### **SHARE CAPITAL**

The Authorized Share Capital of the Company as on 31.03.2022 stands at Rs. 11,00,00,000/- (1,10,00,000 Equity Shares of Rs. 10/- each and the issued, subscribed and fully paid up share capital stands at Rs. 24,50,000 (2,45,000 Equity Shares of Rs. 10/- each.)

#### **There is no change in share capital:-**

- Buy Back of Securities-The company has not bought back any of its securities.
- Sweat Equity Shares- The company has not issued any Sweat Equity Shares.
- Bonus Shares- No Bonus shares were issued during the year.
- Preference Shares/Debentures-Company has not issued any Preference shares/Debentures.
- Employees Stock Option Plan-Company has not provided any Stock Option Scheme.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

While selecting Directors, the Company looks for an appropriate balance of skills, experience, independence and knowledge to enable them discharge their respective duties and responsibilities effectively. The Company has laid down a clear Policy on remuneration of Directors, Key Managerial Personnel and other employees.

In accordance with the requirements of the Companies Act, 2013 and Articles of Association Mr. Sulabh Dikshit (DIN 07070194), Whole Time Director of the Company, retires by rotation in the ensuing AGM and being eligible offers herself for re-appointment.

**Mr. Tapan Garg** (DIN- 07456359), who was appointed as an Additional Director with effect from 14<sup>th</sup> April, 2022 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby regularized as an Independent Director of the Company.

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Mr. Aditya Kohli (DIN: 00822604) resigned from the post of Non-Executive Independent Director w.e.f. 30.06.2022 and Mr. BalMukund Tiwari (DIN: 02566683) resigned from the post of Non-Executive Independent Director w.e.f. 14.04.2022.

### **RISK MANAGEMENT POLICY**

Risk Management Policy is not applicable to your company.

### **SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANY**

During the year under review, the Company has no Subsidiary/Joint Venture/ Associate Company.

### **PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT**

The Company has no subsidiaries, associates and joint venture companies so this point is not applicable on the Company.

### **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT**

Auditors have not reported any frauds during the year under review.

### **LOANS, GURANTEES AND INVESTMENTS**

Company has granted loans to corporates, firms & individual within specified limits prescribed under Section 186 of the Companies Act. All the provisions applicable are complied with.

### **PUBLIC DEPOSITS**

During the year under review, the Company has not accepted any deposit under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 1975.

### **AUDITORS**

#### **i. Statutory Auditors**

M/s. BAS & CO. LLP, Chartered Accountants, the Statutory Auditors of the Company hold the office from 39<sup>th</sup> Annual General Meeting until the conclusion of the 44<sup>th</sup> Annual General Meeting and on such remuneration as may be decided by the Board of Directors with mutual consent of the appointee Auditors.

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The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 139(2) of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 139 (1) of the said Act.

### **ii. Secretarial Auditor**

M/s V Kumar and Associates, Company Secretaries (COP No.10438, FCS 8976), are the Secretarial Auditors of the Company to undertake the Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013.

### **Internal Auditor**

The Board has appointed, Chartered Accountants, Mittal Jindal & Associates (FRN:001467N) to conduct Internal Audit for F/.Y. 2021-2022.

### **AUDITOR'S REPORT**

All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self-explanatory and no qualifications, reservations or adverse remarks have been made by the Statutory Auditors in the said Report.

### **SECRETARIAL AUDIT & COMPLIANCE REPORTS**

The Secretarial Audit Report does not contain any reservation, qualification or adverse remark during F.Y. 2021-2022 and doesn't require/call for any major explanation from the Board of Directors.

### **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and as per SEBI (LODR) Regulations 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholders Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

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### **EXTRACTS OF THE ANNUAL RETURN**

The extract of the Annual Return in Form No.MGT – 9 as per Section 92 of the Companies Act 2013 is annexed as **Annexure 'A'**.

### **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

In terms of the provisions of Regulation 34 of the SEBI (LODR) Regulations, 2015, the Management Discussion and Analysis Report is annexed as **Annexure 'B'** in a separate section forming part of the Annual Report.

### **CORPORATE GOVERNANCE**

As per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Compliance with the Corporate Governance Provisions shall not apply in respect of the listed entity having paid up Equity Share Capital not exceeding Rupees Ten Crores and Net worth not exceeding Rupees Twenty Five Crores as on the last day of the previous financial year.

### **CORPORATE SOCIAL RESPONSIBILITY**

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development. Hence, the provisions of Sec 135 of the Companies Act, 2013 relating to CSR do not mandatorily apply to your company.

### **INDEPENDENT DIRECTOR**

Independent Directors of the company have additionally met 2 times in the financial year 2021-22, including for:-

- (a) To review the performance of non-independent Directors and the Board as a whole,
- (b) To review the performance of Board taking into account the views of executive and non-executive directors;
- (c) To assess the quality, quantity and timeliness of flow of information between the company management and the Board which is necessary for the Board to effectively and reasonably perform their duties.



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Sr. No.	Name of the Member	Meeting held	Meeting Due and Attended
1.	Mr. Sanjeev Kumar Jha	2	2
2.	Mr. Bal Mukund Tiwari	2	2
3.	Ms. Pooja Suri	2	2

### **DECLARATION BY AN INDEPENDENT DIRECTOR(S)**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015.

### **LISTING OF SHARES**

Equity Shares of the Company are listed on Metropolitan Stock Exchange of India (MSEI), Calcutta Stock Exchange (CSE) & Company has complied with the requirements of listing agreement(s) during the period under review. All the Quarterly & Yearly Compliances are upto-date, scanned pdf files are emailed, uploaded on MSEI listing portal, couriered by Speed-Post, XBRL submissions at online Portal, uploaded at Company's Website, etc.

-Listing Fee stands paid to MSEI for & upto 31.03.2023.

-Annual Custodial Fee stands paid to NSDL & CDSL

### **UNIFORM LISTING AGREEMENT**

SEBI issued SEBI (LODR) Regulations, 2015 which become effective from 01.12.2015 by replacing existing Listing Agreement. The Company executed New Listing Agreement with MSEI (MCX) and CSE Ltd. during February 2016.

### **APPOINTMENT OF THE REGISTRAR & SHARE TRANSFER AGENT**

At present Skyline Financial Services Pvt. Ltd is the Registrar & Share Transfer Agent of the Company. Members may contact the RTA for resolving any query related to shares or for effecting transfer of shares, etc.

### **OPERATIONS**

Our reputation for excellence and integrity earned through the consistent delivery of quality work & by adhering the standard of business conduct through principles of Corporate Governance continues to be most valuable assets. As we position ourselves for the future, our standard of excellence, integrity and accountability will serve us well.

Further, no material events, commitment and changes occurred between the end of the financial year of the company to which the financial statements relate and to the date of this Report.

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### **VIGIL MECHANISM**

The Vigil Mechanism Policy of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement includes an Ethics & Compliance Task Force comprising senior executives of the company. Protected disclosures can be made by a whistle blower through an e-mail or telephone call or a letter to the task force or to the Chairman of the Audit Committee.

The policy on vigil mechanism is available on the company's website.

### **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

Code of Conduct for the Prevention of Insider Trading is in accordance with the requirements specified in the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Board has adopted the same. Insider Trading Policy explains the guidelines and procedures to be followed and disclosures to be made while dealing with shares as well as the consequences of violation of norms. Insider Trading Policy is available on the website of the Company.

### **DEMATERIALISATION OF EQUITY SHARES**

As mentioned in company's earlier Annual Reports, the company's equity shares are in compulsory Demat Mode in terms of SEBI Guidelines. This has been facilitated through arrangement with NSDL and CDSL. About 52.89% of the issued shares of the company are already in dematerialized form. M/s Skyline Financial Services Pvt. Ltd, New Delhi is acting as the RTA for this purpose and acts as share transfer agent in terms of SEBI Guidelines.

### **SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY**

No significant and material orders were passed by any Regulator(s) or Court(s) or Tribunal(s) which would impact the going concern status of the company.

### **PARTICULARS OF EMPLOYEES**

In terms of the provisions of the Section 197(2) of the Companies ACT, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, None of the employee drew remuneration in excess of the limit set out in the said rules.

### **BOARD MEETINGS OF THE COMPANY**

The Board met 07 times during the financial year. During the 12 months period ended 31<sup>st</sup> March, 2022. Board Meetings were held on 21.04.2021, 30.06.2021, 13.08.2021, 03.09.2021 and 21.10.2021, 12.11.2021, 10.02.2022.

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### **PREVENTION OF SEXUAL HARRASMENT OF WOMEN AT WORKPLACE**

The Company has a Policy on Prevention of Sexual Harassment of Women at Workplace and has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No case was reported during the year under review.

### **RELATED PARTY TRANSACTIONS**

All the related party transactions that were entered into during the financial year were in the ordinary course of Company's business and on arm's length basis. There are no materially significant related party transactions made by the Company with the Promoters, Key Management Personnel or other designated persons which may have potential conflict with the interest of the Company at large. However the related party transactions are given in **AOC-2**.

### **SHIFTING OF REGISTERED OFFICE**

The Registered office of the Company shifted from C-125, G/F Lajpat Nagar, New Delhi-110024 to 38 G/F Rani Jhansi Road, Motia Khan, Paharganj, New Delhi-110055 in their Board Meeting held on 14.04.2022.

### **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds, errors, accuracy and completeness of the accounting records and timely preparation of financial information.

Company has well placed, proper and adequate internal financial control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is well defined in the Organization. The internal financial control system ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly.

Internal Auditors independently evaluate the adequacy of internal controls and audit the transactions. Independence of the audit and compliance is ensured by timely supervision of the Audit Committee over Internal Audit findings. Significant audit observations and corrective actions as suggested are presented to the Audit Committee on regularly basis.

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### **SHARE TRANSFER SYSTEM**

Shares lodged for physical transfer are registered within a period of 15 days, if the documents are clear and complete in all respects. The shares duly transferred would be dispatched to the Shareholders upon approval of transfers. Adequate care is taken to ensure that, no transfers are pending for more than a fortnight. As most of the Company's shares is currently in dematerialized form, the transfers are processed and approved in the electronic form by NSDL / CDSL through their depository participants. Skyline Financial Services Pvt. Ltd. is the common Share Transfer Agent for both physical and dematerialized mode.

### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unpaid/unclaimed dividend declared and paid in past years, the provisions of Section 125 of the Companies Act, 2013, do not apply.

### **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to Section 134 (3) (c) of the Companies Act, 2013, with respect to Directors Responsibility statement, it is hereby confirmed that:-

- (i) In the preparation of the Annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that 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 or loss of the Company for that period.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The Directors have prepared the annual accounts for the financial year ended 31st March 2022 on a going concern basis.
- (v) The Director had laid down internal financial controls to be followed by company and that internal financial controls are adequate and operating effectively.
- (vi) The Director had devised proper system to ensure compliance with provision of all applicable laws and such is adequate and operating effectively.

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## PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information required to be given pursuant to this Clause are given below:

### **A. CONSERVATION OF ENERGY**

Your company did not use any significant energy during the year under review. Your Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We emphasise towards a safe & clean environment & continue to adhere to all regulatory requirements & guidelines.

### **B. RESEARCH & DEVELOPMENT**

Your Company has not imported any technology for any research and development.

### **C. TECHNOLOGY ABSORPTION**

Your Company has not imported any technology; however, we believe and use information technology in all spheres of our activities to improve efficiency levels.

### **D. FOREIGN EXCHANGE EARNINGS AND OUTGO.**

	<b>31.03.2022</b>	<b>31.03.2021</b>
	<b>(Amt.)</b>	<b>(Amt.)</b>
Foreign Exchange earning	Nil	Nil
Foreign Exchange outgo	Nil	Nil

### **ACKNOWLEDGEMENT**

Your Directors wish to place on record and acknowledge their appreciation for the continued support and co- operation received from Government agencies and the shareholders. Your Directors also record their appreciation for the total dedication of employees at all levels.

**By Order of the Board of Directors  
For Buckingham Industries Limited**

**Place: New Delhi  
Date: 30.07.2022**

**Sd/-  
Sanjeev Kumar Jha  
Director  
DIN: 02840583**

**Sd/-  
Sulabh Dikshit  
Whole Time Director  
DIN: 07070194**

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## COMMITTEES OF THE BOARD

The Board has constituted & reconstituted the following standing Committees:

[A] Audit Committee

[B] Remuneration and Nomination Committee

[C] Shareholders/Investor's Grievance Committee

### [A] AUDIT COMMITTEE

In pursuance of section 177 of the Companies Act, 2013 and other applicable laws Board of Directors of the Company has constituted/reconstituted an Audit Committee. The purpose of the audit committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax Policies, compliance and legal requirements and associated matters.

#### i) Terms of reference

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment, remuneration and terms of appointment and change of statutory and internal auditors, fixation of audit fee and also approval for payment for any other services.
3. To review and monitor the independence and performance of Auditors & effectiveness of audit process.
4. Reviewing with Management the quarterly / half yearly and the annual financial statements before submission to the Board, focusing primarily on:
  - Matters required being included in the Director's Responsibility Statement to be included in the Board's report interms of clause 3 (c) of section 134 of the Companies Act, 2013.
  - Any Change in accounting policies and practices.
  - Major accounting entries based on exercise of judgment by management.
  - The going concern assumption.
  - Compliance with accounting standards.
  - Compliance of legal requirements concerning financial statements.
  - Any related party transactions, etc.
5. Reviewing with the management, statutory and internal Auditors, the adequacy and compliance of internal control system.
6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
7. Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit.
8. Discussion on internal Auditors significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussions with statutory Auditors about the scope of audit as well as have post audit discussion to ascertain any area of concern.
11. Reviewing the Company's financial and risk management policies.
12. Approval or any subsequent modification of transaction of the Company with the related parties.

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13. Scrutiny of inter corporate loans and investments.

14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

Further the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal Audit Reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.

### ii) Composition:

Sr. No.	Name of the Director	Category of Director
1.	Mr. Bal Mukund Tiwari	Chairman, Independent Director
2.	Mr. Sanjeev Kumar Jha	Member, Independent Director
3.	Ms. Pooja Suri	Member, Independent Director
4.	Ms. Sonam Nandwani	Company Secretary

Audit Committee comprise of three members- Mr. Bal Mukund Tiwari, Chairman, Independent Director, Mr. Sanjeev Kumar Jha, Member, Independent Director and Ms. Pooja Suri, Member, Independent Director. Mr. Bal Mukund Tiwari is heading the Audit Committee.

The terms of reference of the Audit Committee, inter alia, include overseeing financial reporting process, reviewing the financial statements and recommending appointment of Auditors.

### Meeting and attendance:

Audit committee has met 4 (Four) times i.e. 30.06.2021, 13.08.2021, 12.11.2021 and 10.02.2022 during financial year 2021-22

Sr. No.	Name of the Member	Meetings held	Meetings Attended
1.	Mr. Bal Mukund Tiwari	4	4
2.	Mr. Sanjeev Kumar Jha	4	4
3.	Ms. Pooja Suri	4	4
4.	Ms. Sonam Nandwani	4	4



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### [B] REMUNERATION AND NOMINATION COMMITTEE

In Accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company also constituted/re-constituted a Committee of Directors to be known as Remuneration and Nomination Committee. The Role of The Remuneration and Nomination Committee and its constitution is given below.

#### **Role of Remuneration and Nomination Committee:**

1. To identify the persons who are qualified to become the director and who may be appointed in the senior management.
2. To lay down the criteria and policy for selection relating to the appointment of Directors, Officers in the senior Management position and their remuneration.
3. To recommend to the Board of Directors appointment and removal of Directors or officers in the senior management.

#### **Constitution of the Committee:**

Remuneration and Nomination Committee consist of the following Directors:

1. Mr. Bal Mukund Tiwari, Chairman, Independent Director,
2. Mr. Sanjeev Kumar Jha, Independent Director
3. Ms. Pooja Suri, Independent Director

Mr. Bal Mukund Tiwari is the chairman of the committee.

#### **Remuneration Policy**

The Company has adopted a Remuneration Policy for the Directors, KMP and other employees, pursuant to the provisions of Act and SEBI (LODR) of the Listing Agreement.

#### **ATTENDANCE RECORD & DETAILS OF THE COMMITTEE MEETING**

Remuneration and Nomination committee have met 2 (Two) times i.e. 03.09.2021 and 12.11.2021 during financial year 2021-22.

Sr. No.	Name of the Member	Meetings held	Meetings Attended
1.	Mr. Bal Mukund Tiwari	2	2
2.	Mr. Sanjeev Kumar Jha	2	2
3.	Ms. Pooja Suri	2	2

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### [C] SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

The purpose of constituting shareholders / Investors grievance committee is to expedite the process of redressal of investors grievances and it is responsible for specifically to look into the matters related to the shareholders grievances and their complaints related to non-receipt of share certificates, transfers, non-payment of dividend, etc.

**i) Terms of reference**

1. To consider and review the queries/complaints received from Shareholders
2. To take steps to redress queries/ complaints and ensure speedy satisfaction.
3. To work under the control & supervision of the Board of Directors.

**ii) Composition:**

Shareholders/Investors Grievance Committee comprises of three members-

Sr. No.	Name of the Director	Category of Director
1.	Mr. Bal Mukund Tiwari	Chairman, Independent Director
2.	Mr. Sanjeev Kumar Jha	Member, Independent Director
3.	Ms. PoojaSuri	Member, Independent Director

Stakeholders Relationship Committee comprise of three members- Mr. Bal Mukund Tiwari, Chairman, Independent Director, Mr. Sanjeev Kumar Jha, Member, Independent Director and Ms. Pooja Suri, Member, Independent Director. Mr. Bal Mukund Tiwari is heading the Stakeholders Relationship Committee.

The Committee inter alia approves issue of duplicate share certificates and oversees and reviews all matters connected with the securities transfer. The Committee also looks into redressal of shareholders complaints like transfer/transmission of shares, non- receipt of Annual Report, non receipt of declared dividends, etc. During the year, nil complaints were received from investors in respect of share transfers.

**Meeting and attendance:**

Shareholders/Investors Grievance committee has met 4 (Four) times i.e. 21.04.2021, 21.07.2021, 21.10.2021 and 21.01.2022 during financial year 2021-22.

Sr. No.	Name of the Member	Meetings held	Meetings Attended
1.	Mr. Bal Mukund Tiwari	4	4
2.	Mr. Sanjeev Kumar Jha	4	4
3.	Ms. Pooja Suri	4	4

**(i) Name, designation and address of Compliance Officer:**

**Ms. Sonam Nandwani**

Company Secretary & Compliance Officer

Add:409-R, Model Town, Panipat, Haryana-132103

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### (ii) Status For Shareholders' Complaints For The Period 01.04.2021 to 31.03.2022

Complaint received from the shareholders of the Company during the year was duly resolved upto the satisfaction of our shareholders & no complaint was pending at the end of financial year.

#### Role and Powers of Shareholders'/Investor's Grievance Committee:

Shareholders'/ Investors' Grievance Committee shall have the following role, functions and responsibilities:

- (i) To look into and supervise the redressal of shareholders/Investors Complaints.
- (ii) To oversee the performance of the RTA and recommend measures for overall improvement of the quality of investor services.
- (iii) To consider & approve transfer of shares, transmission of shares, dematerialization of shares, transposition of shares, issuance of duplicate share, deletion of names, splitting and consolidation of shares, etc.

#### [D] RISK MANAGEMENT COMMITTEE :

Not Applicable to the company.

#### ANNUAL GENERAL MEETINGS

### (i) Location and time for the last 3 AGMs:-

Particulars	FY 2018-2019	FY 2019-2020	FY 2020-2021
Date and time	25 <sup>th</sup> September, 2019	24 <sup>th</sup> September, 2020	30 <sup>th</sup> September, 2021
Venue	R-489, GF-D, New Rajinder Nagar, New Delhi-110060	R-489, GF-D, New Rajinder Nagar, New Delhi-110060	C-125, G/F Lajpat Nagar, New Delhi-110024
Special Resolution	No	YES	YES

#### Details of attendance of Directors at various meetings of the Company is as follows:

Name of the Director	No. of Board Meetings Attended	Last AGM attended	Number of Directorships in other Public Companies		Number of Committee positions held in other Public Companies	
			Listed	Others	Chairman	Member
Mr. Aditya Kohli	1	YES	1	-	-	1
Mr. Sanjeev Kumar Jha	7	YES	2	-	-	2

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Mr. Bal Mukund Tiwari	7	YES	-	-	-	-
Mr. Sulabh Dikshit	7	YES	1	-	-	1
Ms. Pooja Suri	7	YES	1	-	-	1

\* Denotes number of meetings held during the tenure of directorship of each director.

### NOTES:

-None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than five Committees across all the Public Companies in which they are Directors.

-The directorship/ committee membership is based on the disclosures received from the directors.

-No Director is inter-se related to any other Director on the Board of the Company.

### CODE OF CONDUCT

A Code of Conduct for Board Members and Senior Management is a comprehensive Code applicable to Executive and Non -Executive Directors as well as members of the Senior management.

Code of Conduct is available on the Company's website [www.buckingham.co.in](http://www.buckingham.co.in).

The Whole Time Director has stated that all Board Members have affirmed that they have complied with the code of conduct for the F.Y. 2021-22.

SEBI has notified the Prohibition of Insider Trading Regulations, 2015 applicable to all the listed companies' w.e.f. 15.05.2015.

Accordingly, Company has adopted code of internal procedures and conduct for prohibition of insider trading, as amended, in dealing with the securities of the company.

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### FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.**

- Details of contracts or arrangements or transactions not at arm's length basis.

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

- Details of contracts or arrangements or transactions at Arm's length basis.

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date (s) of approval by the Board, if any	Amount paid as advances , if any
Sadhna Broadcast Limited (Company under Common Control)	Loan Received and Loan Repaid	During the F.Y. 2021-22.	During the F.Y. 2021-22 Loan Received, Loan Repaid	31/03/2022	NIL
Sharpline Broadcast Limited (Company under Common Control)	Loan Received, Loan Repaid and Commission Income	During the F.Y. 2021-22.	During the F.Y. 2021-22. 1. Loan Received, 2.Loan Repaid, 3.Commission	31/03/2022	NIL
Sonam Nandwani (Company Secretary)	Salary	During the F.Y. 2021-22.	During the F.Y. 2021-22. 1. Salary	31/03/2022	NIL
Sanjeev Kumar Jha (Director)	Director Remuneration	During the F.Y. 2021-22.	During the F.Y. 2021-22. 1.Director Remuneration	31/03/2022	NIL

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Bal Mukund Tiwari (Director)	Director Remuneration	During the F.Y. 2021-22.	During the F.Y. 2021-22. 1. Director Remuneration	31/03/2022.	NIL
SulabhDikshit (Director)	Director Remuneration	During the F.Y. 2021-22.	During the F.Y. 2021-22. 1. Director Remuneration	31/03/2022	NIL
PoojaSuri (Director)	Director Remuneration	During the F.Y. 2021-22.	During the F.Y. 2021-22. 1. Director Remuneration	31/03/2022	NIL
Naman Broadcasting &Telecommunication Pvt. Ltd. (Company under Common Control)	Telecast Exp.	During the F.Y. 2021-22.	During the F.Y. 2021-22. 1. Telecast Exp.	31/03/2022	NIL

**By Order of the Board of Directors  
For Buckingham Industries Limited**

**Place: New Delhi  
Date: 30.07.2022**

**Sd/-  
Sanjeev Kumar Jha  
Director  
DIN: 02840583**

**Sd/-  
Sulabh Dikshit  
Whole Time Director  
DIN: 07070194**

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## ANNEXURE 'A'

### FORM NO. MGT-9EXTRACT OF ANNUAL RETURN as on Financial Year Ended on 31<sup>st</sup> March, 2022

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

CIN	L22100DL1983PLC314401
Registration date	16 <sup>th</sup> March, 1983
Name of the Company	BUCKINGHAM INDUSTRIES LIMITED
Category / sub-category of the Company	Company limited by shares
Address of the Registered office & Contact Details	38 G/F Rani Jhansi Road, Motia Khan, Paharganj, Delhi-110055 Tel: 8527260705 Email: <a href="mailto:buckingham1983@yahoo.com">buckingham1983@yahoo.com</a> Website: <a href="http://www.buckingham.com">www.buckingham.com</a>
Whether listed Company	Yes Metropolitan Stock Exchange of India-MSEI Calcutta Stock Exchange Ltd.-CSE
Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Pvt. Ltd. R.O. D-153a, First Floor Okhla Industrial Area, Phase- New Delhi 110020 Tel.: 11-40450193-97 <a href="http://www.skylinerta.com">www.skylinerta.com</a>

#### 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	Commission	997212	26.35
2	Other Income		73.65

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### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary	% of shares held	Applicable Section
	N.A	N.A	N.A.	N.A	N.A

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category wise shareholding

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	De-mat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/ HUF	72,000	0	72,000	29.39	72,000	0	72,000	29.39	-
b) Central Govt/ State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Bank/ FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL: (A) (1)</b>	<b>72,000</b>	<b>0</b>	<b>72,000</b>	<b>29.39</b>	<b>72000</b>	<b>0</b>	<b>72,000</b>	<b>29.39</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>72,000</b>	<b>0</b>	<b>72,000</b>	<b>29.39</b>	<b>72000</b>	<b>0</b>	<b>72,000</b>	<b>29.39</b>	<b>0%</b>



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<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>									
<b>(2) Non Institutions</b>									
a) Bodies corporate	-	-	-	-	-	-	-	-	-
i) Indian	8000	-	8000	3.37%	8000	-	8000	3.37%	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto INR1 lakhs	1,600	14,650	16,250	6.632%	1,600	14,630	16,250	6.632%	-
ii) Individuals shareholders holding nominal share capital in excess of INR 1 lakhs	48,000	88,000	1,36,000	55.51%	48,000	88,000	1,36,000	55.51%	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non-Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Clearing Member	-	-	-	-	-	-	-	-	-
Hindu Undivided	-	12,750	12,750	5.20	-	12,750	12,750	5.20	-

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Families									
<b>SUB TOTAL (B)(2):</b>	NIL	173,000	173,000	70.61	40,000	1,33,000	1,73,000	52.51	0%
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	NIL	245,000	245,000	100	NIL	112,000	245,000	100	0%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	NIL	245,000	245,000	100	NIL	112,000	245,000	100	0%

### (ii) SHAREHOLDING OF PROMOTERS

S. No.	Shareholders 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	Mr. S.L. Gupta	72,000	29.39	NIL	72,000	29.39	NIL	NIL
	<b>Total</b>	<b>72,000</b>	<b>29.39</b>	<b>NIL</b>	<b>72,000</b>	<b>29.39</b>	<b>NIL</b>	<b>NIL</b>

### (iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

S. No.	Name of each shareholder	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	<b>Mr. S.L. Gupta</b>				
	At the beginning of the year	72,000	29.39	72,000	29.39
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease	<b>No Change</b>			
	At the End of the year	<b>72,000</b>	<b>29.39</b>	<b>72,000</b>	<b>29.39</b>

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

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Sl. No	Name of Shareholders	Shareholding at the beginning of the year		Increase/ Decrease in Shareholding	Cumulative Shareholding during the year	
		No. of shares at the beginning	% of total shares of the Company		No. of shares at the end	% of total shares of the Company
1.	ARPAN GUPTA	12,000	4.89	NIL	12,000	4.89
2.	RITU AHUJA	12,000	4.89	NIL	12,000	4.89
3.	BUMBI PRAGABHAI	4,000	1.63	NIL	4,000	1.63
4.	ROSHAN KUMAR	4,000	1.63	NIL	4,000	1.63
5.	ALOK KANGAN MALVIY	4,000	1.63	NIL	4,000	1.63
6.	HAMZA KHAN	4,000	1.63	NIL	4,000	1.63
7.	SHELLY GARG	4,000	1.63	NIL	4,000	1.63
8.	ANIL GARG	4,000	1.63	NIL	4,000	1.63
9.	MANSI GARG	4,000	1.63	NIL	4,000	1.63
10.	NARESH KUMAR GARG	4,000	1.63	NIL	4,000	1.63

### (iii) Shareholding of Directors and Key Managerial Personnel

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2021		Shareholding at the end of the year 31 <sup>st</sup> March, 2022	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	BAL MUKUND TIWARI	-	-	12000	-
2	SANJEEV KUMAR JHA	-	-	4000	-
3	SULABH DIKSHIT	-	-	4000	-
4	POOJA SURI	-	-	8000	-

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### V INDEBTNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
I) Principal Amount	-	-	-	-
II) Interest due but not paid				
III) Interest accrued but not due				
<b>Total (I+II+III)</b>	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
• Addition	NIL	26,710.19	NIL	26,710.19
• Reduction				
<b>Net Change</b>				
Indebtedness at the end of the financial year				
I) Principal Amount	NIL	26,710.19	NIL	26,710.19
II) Interest due but not paid				
III) Interest accrued but not due				
<b>Total (I+II+III)</b>	<b>NIL</b>	<b>26,710.19</b>	<b>NIL</b>	<b>26,710.19</b>

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### VI. A Remuneration of Directors and Key Managerial Personnel Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. no	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Sulabh Dikshit	1,20,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
	Stock Option	-	-
	Sweat Equity	-	-
	Commission - as % of profit - others, specify	-	-
	Others, please specify	-	-
	Total (A)	-	<b>1,20,000/-</b>
	Ceiling as per the Act	NIL	5%

**B. Remuneration to other Directors:** The Company has provided remuneration to other Directors during the current financial year 2021-22.

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount (in Rs.)
	1. Independent Directors  • Fee for attending board committee meetings • Commission -Others, please specify	<b>Bal Mukund Tiwari and Sanjeev Kumar Jha and Pooja Suri</b> 1,20,000/ 1,20,000/- 1,20,000/-	  1,20,000/- 1,20,000/- 1,20,000/-

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	<b>Total (1)</b>	<b>3,60,000/-</b>	<b>3,60,000/-</b>
	Other Non-Executive Directors		
	• Fee for attending board committee meetings	NIL	NIL
	• Commission	NIL	NIL
	• Others, please specify	NIL	NIL
	<b>Total (2)</b>	NIL	NIL
	<b>Total (B)=(1+2)</b>	<b>3,60,000/-</b>	<b>3,60,000/-</b>
	<b>Total Managerial Remuneration (A+B)</b>	<b>4,80,000/-</b>	<b>4,80,000/-</b>
	<b>Overall Ceiling as per the Act</b>	NIL	11%

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total (In Rs.)
			<b>Ms. Sonam Nandwani</b>	<b>Ms. Neha Aggarwal</b>	
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	N.A.	Rs. 1,32,000/-	N.A/-	Rs. 1,32,000/-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify-	-	-	-	-
	<b>Total</b>	<b>NIL</b>	<b>Rs. 1,32,000/-</b>	<b>NIL</b>	<b>Rs. 1,32,000/-</b>

## BUCKINGHAM INDUSTRIES LIMITED

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a. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ punishment/compounding Fees imposed	Authority IRD/NCLT/ Court	Appeal made if any give details
NIL	NIL	NIL	NIL	NIL	NIL

By Order of the Board of Directors  
For Buckingham Industries Limited

Place: New Delhi  
Date: 30.07.2022

Sd/-  
Sanjeev Kumar Jha  
Director  
DIN: 02840583

Sd/-  
Sulabh Dikshit  
Whole Time Director  
DIN: 07070194

# **BUCKINGHAM INDUSTRIES LIMITED**

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## **ANNEXURE 'B'**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors presents, Company's Management Discussion and Analysis Report for the year ended on 31.03.2022.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

### **FORWARD LOOKING STATEMENT**

Statement in this report, particularly those which relate to Management Discussion and Analysis, describing the company's future plans, objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may vary materially from those either expressed or implied.

### **REAL ESTATE, CONSULTANCY & SERVICE SECTOR, ETC.**

#### **INDUSTRY STRUCTURE & DEVELOPMENTS**

The Indian real estate sector has come a long way and is today one of the fastest growing markets in the world. It comprises of many sub-sectors -housing, retail, hospitality, farms, residential, and commercial. While housing contributes 5-6% of India's gross domestic product (GDP), the remaining sub-sectors are also increasing at a fast pace. The total realty market in the country is expected to touch US\$ 180 billion by 2025.

Real estate in India is being recognized as an infrastructure service that is driving the economic growth engine of the country. Growing infrastructure requirement in diverse sectors such as tourism, education, healthcare, etc., are offering several investment opportunities for both domestic as well as foreign investors. The role of the Government of India has been instrumental in the development of the sector including FDI in Real Estate. With the government trying to introduce developer and buyer friendly policies and law enforcement against delay in delivery & breach of commitments, the outlook for real estate sector does look promising.

#### **OPPORTUNITIES**

- Real estate contributes about 5% to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2% during F.Y. 2020-30.
- The Indian construction and real estate sector continues to be a favoured destination for global investors. Several large global investors, including a number of sovereign funds, have taken the first move by partnering with successful local investors and developers for investing in the Indian real estate market.



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- Residential asset class looks to have great potential for growth with housing requirements growing across cities.
- Demand for space from sectors such as education and healthcare has opened up ample opportunities in the real estate sector.
- The country still needs to add 3 million hospital beds to meet the global average of 3 for every 1,000 people.
- Government of India focus on affordable homes for all by 2022, the creation of 100 Smart Cities and infrastructure development across India, the real estate industry has much to look forward.

### **THREATS**

- Covid & other pandemics, shortage of migrant labour, capital crunch in market.
- High inflation rate may increase the cost and company's profit margins may suffer.
- High interest rate may also prove to be adverse.
- Real estate industry is capital intensive sector which require high capital and in present scenario, it is challenge in front of management to arrange for the funds requirement.
- Tough competition from the other existing players in the industry also poses a threat.

### **OUTLOOK**

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The company has a proper and adequate system of internal controls & audit commensurate with its size to ensure that all assets are safe guarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly. Proper controls and checks are exercised by the company by following the procedures prescribed in the various manuals. Audit Committee of the Board will review Internal Control Systems of the company on periodical basis.

#### **DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS**

Your company recognizes the value of human resource, therefore, the human resource policies are being framed in such fashion that they not only aim to achieve the organizational goal but also recognize, appreciate and develop the individual interest of the employees. The Human Resource Development policies of the company are being framed so that it is in the best interest of the organization as well as employees of the company.

#### **BULLION, COMMODITIES, GEMS & JEWELLERY, AGENTS, CONSULTANCY, ETC.**

#### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

India has substantial reserves of gold, diamond, ruby and other gemstones. The gems and jewellery sector has been playing a very important role in the Indian economy and contributes about 6-7 % to the country's

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Gross domestic product (GDP), apart from large scale employment generations and foreign exchange earnings (FEE). The government of India has declared the sector as a focus area for export promotion based on its potential for growth and value addition. Sensing its immense potential, the Government of India has declared the sector as a thrust area for export promotion.

Indian gems and jewellery sector contributed US\$ 34,746.90 million to India's FEE. The primary segments of the sector in India are gold jewellery and diamonds & gems. India is the world's largest consumer of gold, accounting for over 20 % of the global gold consumption. The country is also the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. India exports 95% of the world's diamonds, as per statistics from the Gems and Jewellery Export Promotion Council (GJEPC). The industry is projected to generate up to US\$ 35 billion of revenue from exports.

### **OPPORTUNITIES:**

- The country is slowly starting to move towards branded jewellery and consumers are progressively accommodating modern retail formats.
- Gold jewellery exports from India increased on year to year basis.
- India has the high skilled low cost Labour.
- The Indian cut diamonds and designed jewellery which are in demand in the international market.

### **THREATS:**

- Gold import is subject to high custom duty which fluctuates & can affect the business severely.
- Gold prices are also not stable that poses threat to the profit margin consequently.
- Tough competition from the other players may compel Company to offer competitive price and ultimately affect our profit margin.
- Money Market tightness and financial crunch.
- Alternative to Diamonds such as American Zirconia and CVD.
- Consumer avoiding Gold Jewellery as an investment option.
- Consumer preference towards branded & imported Designer Jewellery & Watches.
- Working Women does not prefer wearing any type of jewellery.

### **OUTLOOK**

Overall business situation appears to be positive. Company has to concentrate on Project Development; in order to gain some ground in mass market segment. Assuming the inflation is brought under control and input prices remain at reasonable level, the domestic market is expected to continue to deliver a modest top line growth. With the continued effort on Retail upgradation and contemporary experience, the footfall and Brand image at the Retail level would be improved.

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### **RISK & CONCERN & BUSINESS ACTIVITIES**

Aggressive competitions by new players, who wish to enter the category, pose a risk to the Company losing its market share. The Company will focus on contemporary designs, better value proposition in the product basket through continuous innovation and on cost management to mitigate the risks.

Business activities relating to real estates, commission, agents, brokers, management & business consulting, trading / purchase & sale of jewellery & commodities & bullion, etc. are comparatively risk free, attractive, etc.

**By Order of the Board of Directors  
For Buckingham Industries Limited**

**Place: New Delhi  
Date: 30.07.2022**

**Sd/-  
Sanjeev Kumar Jha  
Director  
DIN: 02840583**

**Sd/-  
Sulabh Dikshit  
Whole Time Director  
DIN: 07070194**

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### **CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

I, Neha Aggarwal, Chief Financial Officer, of **Buckingham Industries Limited**, to the best of my knowledge and belief hereby certify that:

- (a) I have reviewed financial statements and the cash flow statements for the year and that to the best of my knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- b) There are no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct;
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have take or propose to take to rectify these deficiencies.
- d) I have indicated to the auditors and the Audit Committee:
  - (i) Significant changes in the internal control over financial reporting during the year under reference;
  - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - (iii) 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 Company's internal control system over financial reporting.

**By Order of the Board of Directors  
For Buckingham Industries Limited**

**Date: 30.07.2022**

**Place: New Delhi**

**Sd/-  
Neha Aggarwal  
Chief Financial Officer**

## **BUCKINGHAM INDUSTRIES LIMITED**

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### **DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. The Code of Conduct as adopted is available on the Company's website. I confirm that the Company has in respect of the Financial Year ended March 31, 2022, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Presidents, Sr. Vice Presidents and Vice President Cadre as on March 31, 2022.

**By Order of the Board  
For Buckingham Industries Limited**

**Sd/-  
Sanjeev Kumar Jha  
Director  
DIN: 02840583**

**Date:30/07/2022  
Place: New Delhi**

**Sd/-  
Sulabh Dikshit  
Whole Time Director  
DIN: 07070194**

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### **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

The Members of  
**BUCKINGHAM INDUSTRIES LIMITED**

We have examined the compliance of conditions of Corporate Governance by **BUCKINGHAM INDUSTRIES LIMITED** for the year ended on March 31, 2022 as stipulated in SEBI (LODR) Regulations 2015.

The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to procedures and implementation thereof, adopted by the Company to ensure compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Investors Grievance Committee.

We further state that such compliance is neither an 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.

**For V Kumar & Associates  
Company Secretary in Practice**

**Place: New Delhi  
Dated: 02/08/2022**

**Sd/-  
(VIVEK KUMAR)  
FCS: 8976  
COP: 10438  
UDIN: F008976D000725560**

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### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,

The Members,

**Buckingham Industries Limited**

Registered Office: 38 G/F Rani Jhansi Road, Motia Khan, Paharganj, Delhi-110055

We have examined the relevant registers, records, forms, returns and disclosures received from directors of **BUCKINGHAM INDUSTRIES LIMITED** having CIN: L22100DL1983PLC314401 and having registered office at 38 G/F Rani Jhansi Road, Motia Khan, Paharganj, Delhi-110055, (hereinafter referred to as “the Company”) produced before us by the Company for the purpose of issuing this certificate, in accordance with regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers and representation given by the management we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	DIN	Name of Directors	Date of Appointment
1	02566683	BAL MUKUND TIWARI	05/02/2021
2	02840583	SANJEEV KUMAR JHA	05/02/2021
3	07070194	SULABH DIKSHIT	05/02/2021
4	09115153	POOJA SURI	31/03/2021

Ensuring the eligibility for the appointment/continuing of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our 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.

**For V Kumar & Associates  
Company Secretary in Practice**

Place: New Delhi

Date: 02.08.2022

Sd/-  
(VIVEK KUMAR)  
FCS: 8976  
COP : 10438  
UDIN: F008976D000725494

## BUCKINGHAM INDUSTRIES LIMITED

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ANNEXURE 'C'

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED on 31.03.2022

*[Pursuant to section 204(1) of the Companies Act, 2013 and the rules made thereunder]*

To,

The Members,

**Buckingham Industries Limited**

38 G/F Rani Jhansi Road, Motia Khan, Paharganj, Delhi-110055

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Buckingham Industries Limited (CIN : L27310DL1983PLC314401) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.

Based on our verification of the 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year starting from 01.04.2021 ended on 31.03.2022 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:

We 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 2022 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) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-



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- (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 (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the clients/Members;
- (vi) and other laws applicable on the company.

We report that during the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited, Delhi Stock Exchange and Calcutta Stock Exchange, the trading platform is not available with the Calcutta stock exchange and recognition of Delhi Stock Exchange was withdrawn by the SEBI on 19<sup>th</sup> November 2014.

We further report that, except for passing of Resolution of Delisting from Calcutta Stock Exchange, there were no actions/events in pursuance of

- (a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (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; requiring compliance thereof by the company during the financial year.

We further report that based on information provided by the company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by officials of the company taken on records by the Board of Directors of the company, in our opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable laws.

We further report that the compliance by the company of applicable financial laws, like direct and Indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

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The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

As per the minutes of the meetings duly recorded and signed by the director/directors, the decisions of the Board were unanimous and no dissenting views have been recorded.

We 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.

We further Report that during the audit period the company has not indulge in any matter related to the following:-

- (i) Public/Right/ Preferential/debentures/sweat equity issue, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations etc.

For  
V Kumar & Associates  
(Company Secretaries)

Sd/-  
Vivek Kumar  
(Proprietor)  
M. No. : F8976  
COP No. : 10438  
UDIN:- F008976D000725538

Date : 02-08-2022  
Place: New Delhi

## **BUCKINGHAM INDUSTRIES LIMITED**

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### **INDEPENDENT AUDITOR'S REPORT**

**To the Members of  
BUCKINGHAM INDUSTRIES LIMITED**

#### **Report on the Audit of the Standalone Financial Statements**

##### **Opinion**

We have audited the standalone financial statements of Buckingham Industries Limited, which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss, and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and its profit, the changes in equity and its cash flows for the year ended on that date.

##### **Basis for Opinion**

We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

##### **Information other than the financial statements and auditors' 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 Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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

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**E-mail Id: [buckingham1983@yahoo.com](mailto:buckingham1983@yahoo.com), CIN: L22100DL1983PLC314401**

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 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 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, 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 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.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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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 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, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, 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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards 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 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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'.
  - g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid

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down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

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, 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 & on Behalf of  
BAS & CO. LLP  
Chartered Accountant  
FRN 323347E/E300008**

**(CA Ritika Agarwal)  
M. No: 527731  
UDIN: 22527731AJDYHQ4293  
Date: 18.05.2022  
Place: New Delhi**

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### **ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1(f) under "Report on Other Legal and Regulatory Requirements" section of our report to the Members of Buckingham Industries Limited' of even date)**

**Report on the Internal Financial Controls Over Financial Reporting 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 Buckingham Industries Limited ("the Company") as of March 31, 2022 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 Board of Directors of the Company 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively or ensuring the orderly and efficient conduct of its business, 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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 the Institute of Chartered Accountants of India 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



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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.

We believe that the audit evidences we have obtained, are 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 authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **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 of 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**

## **BUCKINGHAM INDUSTRIES LIMITED**

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In our opinion, to the best of our information and according to the explanations given to us, 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, 2022, 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 & on Behalf of  
BAS & CO. LLP  
Chartered Accountant  
FRN 323347E/E300008**

**(CA Ritika Agarwal)  
M. No: 527731  
UDIN: 22527731AJDYHQ4293  
Date: 18.05.2022  
Place: New Delhi**

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### **ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under Report on Other Legal and Regulatory Requirements 'section of our report to the Members of BUCKINGHAM INDUSTRIES LIMITED of even date)**

The Annexure referred to in paragraph 2 of Our Report on “Other Legal and Regulatory Requirements”.

We report that:

1. In respect of its Property, Plant and Equipment and Intangible Assets,
  - a) The company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment. The company does not have any Intangible assets.
  - b) As explained to us, Property Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - c) According to information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (except properties which are leased by the company with duly executed lease agreements in the company's favor) disclosed in the financial statements are held in the name of the company.
  - d) The company has not revalued its Property, Plant and Equipment during the year.
  - e) There is no proceeding initiated against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
2. In respect of its Inventories
  - a) As explained to us, Inventories have been physically verified by the management at reasonable intervals, no material discrepancies were noticed on such verification.
  - b) During the any point of time of the year, the company has not been sanctioned any working capital limit
3. In respect of loans, secured or unsecured, granted to the parties:
  - a) According to the information and explanations given to us, the Company has granted unsecured loan to following parties: -

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### Clause 3 (a):Loans & Advances

	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year				1,30,00,000
Subsidiaries				
- Joint Ventures				
- Associates				
- Others				1,30,00,000
Balance outstanding as at balance sheet date in respect of above cases *				
Subsidiaries				
- Joint Ventures				
- Associates				
- Others				1,30,00,000

\*does not include opening balance

- b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
- c) Loans are granted by the company without specifying any terms or period of repayment. The company is regular in receipt of principal amount wherever applicable.
- d) The company has taken reasonable step to recovery of the principal amount, wherever applicable.
- e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- f) Loans and advances are granted by the company without specifying any terms or period of repayment as follows:

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### Clause 3 (f)

	Other Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans	1,30,00,000		
- Repayable on demand (A)	-		
- Agreement does not specify any terms or period of repayment (B)	-		
- Agreement specify any terms or period of repayment (C)	1,30,00,000		
<b>Total (A+B+C)</b>	<b>1,30,00,000</b>		
Percentage of loans/ advances in nature of loans to the total loans	-		

4. According to the information and explanations given to us, in respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act have been complied with.
5. The company has not accepted any deposits or amounts which are deemed to be deposits from the public covered under sections 73 to 76 of the Companies Act. According to information and explanation provided to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
6. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
7. In respect of statutory dues: -
  - a) According to the records of the company, undisputed statutory dues including Goods and Services Tax, Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Sales-tax, Service Tax, Goods and Service tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st March 2022 for a period of more than six months from the date they became payable.

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- b) According to the information and explanations given to us, no dues were required to be deposited on account of any dispute with income tax or Goods and Services Tax or sales tax or service tax or duty of customs or duty of excise or value added tax. Therefore, this sub-clause is not applicable for this company;
8. There are no transactions which are not recorded in the books of account but have been surrendered or disclosed as income during the year before the income tax authorities under the Income Tax Act,1961.
9. In respect of Defaults, the company has not taken any loan from banks & government and does not have any debentures and hence the provisions of this clause are not applicable.
10. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans; therefore, this clause is not applicable.
11. The company has not issued shares under section 62(1) (a) during the year; therefore, this clause is not applicable.
12. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
13. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
14. In respect of Internal Audit System;
- (a) According to the information and explanations given by the management, the company has an internal audit system commensurate with the size and nature of its business.
- (b) No reports have been issued by the internal auditor during the year, therefore we are unable to comment on it.
15. The company has not entered into non-cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence the provisions of this clause are not applicable to the company.
17. Based on our examination, the company has not incurred any cash losses in the financial year and in the preceding financial year.

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18. There has been no resignation of any statutory auditors during the year
  
19. On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
  
20. The provisions of section 135 of the Companies Act are not applicable on the company. Hence the company has no obligations under Corporate Social Responsibility.
  
21. The company is not required to prepare Consolidated Financial Statement hence this clause is not applicable.

**For & on Behalf of  
BAS & Co. LLP  
FRN 323347E/E300008**

**(CA Ritika Agarwal)  
Mem No: 527731  
UDIN: 22527731AJDYHQ4293**

**Date: 18.05.2022  
Place: New Delhi**

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BUCKINGHAM INDUSTRIES LIMITED			
CIN: L22100DL1983PLC314401			
Balance Sheet as at March 31, 2022			
(All amounts are in thousands, except as otherwise stated)			
Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	2	21.05	28.71
(b) Financial assets			
(i) Loans	3	27,702.99	17,084.22
(ii) Other financial assets		-	-
(c) Deferred tax assets (Net)	4	431.16	-
		<b>28,155.20</b>	<b>17,112.93</b>
<b>Current assets</b>			
(a) Financial assets			
(i) Investments		-	-
(ii) Trade receivables	5	9,001.18	13,115.90
(iii) Cash and cash equivalents	6	682.62	712.37
(iv) Advances		-	-
(b) Other current assets	7	20,517.97	1,708.92
		<b>30,201.77</b>	<b>15,537.20</b>
<b>TOTAL</b>		<b>58,356.97</b>	<b>32,650.13</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	8	2,450.00	2,450.00
Other equity		26,233.87	25,045.53
		<b>28,683.87</b>	<b>27,495.53</b>
<b>Liabilities</b>			
<b>Non- Current Liabilities</b>			
(a) Security	9	1,000.00	-
<b>Current Liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	12	414.50	-
(ii) Borrowings	10	26,710.19	-
(b) Other current liabilities	11	1,090.54	2,205.67
(c) Provisions	13	457.87	2,948.93
		<b>29,673.10</b>	<b>5,154.60</b>
<b>TOTAL</b>		<b>58,356.97</b>	<b>32,650.13</b>
Refer accompanying Note nos. 1 to 25 forming part of the financial statements			
Signed In terms of our report attached.		For and on behalf of the Board of Directors	
For & on behalf of			
BAS & Co. LLP			
Chartered Accountants			
FRN .: 323347E/E300008			
Sd/-		Sd/-	Sd/-
(CA Ritika Agarwal)		(Sulabh Dikshit)	(Sanjeev Kumar Jha)
Designated Partner		Director	Director
M. No. 527731		DIN-07070194	DIN-02840583
Place : New Delhi			
UDIN : 22527731AJDYHQ4293			
Date : 18-05-2022			



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BUCKINGHAM INDUSTRIES LIMITED			
CIN: L22100DL1983PLC314401			
Statement of Profit and Loss for the year ended March 31, 2022			
(All amounts are in thousands, except as otherwise stated)			
Particulars	Note No.	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
I Revenue from operations	14	11,384.80	12,594.34
II Other income	16	2,447.77	1,059.65
III Total income ( I + II )		13,832.57	13,653.99
IV Expenses:			
Purchase of stock-in-trade	15	4,692.00	-
Change in inventories of finished goods, stock-in-trade and work-in-progress		-	-
Employee benefits expense	17	612.00	765.56
Depreciation and amortisation expense	2	7.67	3.78
Other expenses	18	7,326.61	1,167.67
Total expenses		12,638.27	1,937.02
V Profit/(loss) before exceptional item and tax (III-IV)		1,194.30	11,716.97
VI Exceptional item		-	-
VII Profit/(loss) before tax (V-VI)		1,194.30	11,716.97
VIII Tax expense/(credit):			
Current tax		437.11	2,948.93
Deferred tax		-431.16	-
IX Profit/(loss) for the year (VII-VIII)		1,188.35	8,768.05
X Other Comprehensive income/(loss)			
Item that will not be subsequently reclassified to profit or loss			
(a) Re-measurement gains/(losses) on defined benefit obligations		-	-
(b) Income tax effect		-	-
Item that may be subsequently reclassified to profit or loss:			
(a) Cash flow hedges		-	-
(b) Income tax effect		-	-
Total Other Comprehensive income/(loss) for the year		-	-
XI Total Comprehensive income/(loss) for the year		1,188.35	8,768.05
XII Earnings/(loss) per equity share (of Rs. 10/- each)			
Basic and Diluted ( in Rs. per share)	19	4.85	35.79

Refer accompanying Note nos. 1 to 25 forming part of the financial statements

<p>Signed In terms of our report attached.</p> <p>For &amp; on behalf of</p> <p>BAS &amp; Co. LLP</p> <p>Chartered Accountants</p> <p>FRN .: 323347E/E300008</p> <p>Sd/-</p> <p>(CA Ritika Agarwal)</p> <p>Designated Partner</p> <p>M. No. 527731</p> <p>Place : New Delhi</p> <p>UDIN : 22527731AJDYHQ4293</p> <p>Date : 18-05-2022</p>	<p>For and on behalf of the Board of Directors</p>  <p>Sd/-</p> <p>(Sulabh Dikshit)</p> <p>Director</p> <p>DIN-07070194</p>  <p>Sd/-</p> <p>(Sanjeev Kumar Jha)</p> <p>Director</p> <p>DIN-02840583</p>
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BUCKINGHAM INDUSTRIES LIMITED				
CIN: L22100DL1983PLC314401				
Cash Flow Statement for the year ended March 31, 2022				
(All amounts are in thousands, except as otherwise stated)				
Particulars	31.03.2022		31.03.2021	
<b>A. Cash flow from operating activities</b>				
Profit/(Loss) before tax		1,194.30		11,716.97
Interest received		-2,447.77		-1,054.36
Depreciation		7.67		3.78
Other income		-		-5.29
<b>Operating profit before working capital changes</b>		<b>-1,245.81</b>		<b>10,661.11</b>
(Increase)/Decrease in Advance against Property	-		7,645.00	
(Increase)/Decrease in Loans & Advances	-		-7,134.22	
(Increase)/Decrease in Inventories	-		-	
(Increase)/Decrease in Trade Receivables	-4,109.10		-13,115.90	
(Increase)/Decrease in Other current assets	-18,803.43		-1,367.64	
Increase/(Decrease) in Current liabilities	-		-40.75	
Increase/(Decrease) in Trade Payables	414.50		-	
Increase/(Decrease) in Other Current liabilities	-1,115.13		2,066.49	
Increase/(Decrease) in Provisions	20.76		-	
(Increase)/Decrease in Investments	-		103.66	
Increase/ (Decrease) in Security payable	1,000.00			
Direct Taxes paid	-2,948.94	-17,323.15		-11,843.36
<b>Cash flow generated from operations</b>		<b>-18,568.94</b>		<b>-1,182.25</b>
Finance charges		-		-
<b>Net cash used in operating activities (A)</b>		<b>-18,568.94</b>		<b>-1,182.25</b>
<b>B. Cash flow from investing activities</b>				
Interest received		2,447.77		1,054.36
Other income		-		5.29
<b>Net cash flow from investing activities (B)</b>		<b>2,447.77</b>		<b>1,059.65</b>
<b>C. Cash flow from financing activities</b>				
(Increase)/Decrease in Loans & Advances		-10,618.78		-
Increase/(Decrease) in Short term borrowings		26,710.19		-
<b>Net cash flow from financing activities (C)</b>		<b>16,091.41</b>		<b>-</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>		<b>-29.76</b>		<b>-122.60</b>
<b>Cash and cash equivalents</b>				
Beginning of the year		712.37		834.98
End of the year		682.62		712.37

Refer accompanying Note nos. 1 to 25 forming part of the financial statements

For & on behalf of  
**BAS & Co. LLP**  
Chartered Accountants  
FRN : 323347E/300008  
Sd/-  
(CA Ritika Agarwal)  
Designated Partner  
M. No. 527731  
Place : New Delhi  
UDEN : 22527731AJDYHQ4293  
Date : 18-05-2022

For and on behalf of the Board of Directors

Sd/-  
(Sulabh Dikshit)  
Director  
DIN-07070194

Sd/-  
(Sanjeev Kumar Jha)  
Director  
DIN-02840583

# BUCKINGHAM INDUSTRIES LIMITED

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BUCKINGHAM INDUSTRIES LIMITED

CIN: L22100DL1983PLC314401

Statement of Changes in Equity for the year ended March 31, 2022

(All amounts and numbers are in thousands, except as otherwise stated)

**A Equity Share Capital**

Particulars	As at March 31, 2022	
	Shares	Amount
Equity shares of Rs. 10/- each issued, subscribed and fully paid:		
As at March 31, 2021	245	2,450.00
As at March 31, 2022	245	2,450.00

**Details of Promoter Shareholding as on 31st March 2022**

Sl. No.	Promoter Name	No. of Shares held as on 31.03.22	Percentage of shares held	Percentage change during the year
1	Sukhwinder Lal Gupta	72	29.30%	0.00%

**B Other Equity**

Particulars	Securities Premium Reserve	Reserve and Surplus		OCI	Total
		Retained Earnings	Total Reserves (other than OCI)		
Balance as at April 01, 2020	-	16,277.48	16,277.48	-	16,277.48
Profit for the year	-	8,768.05	8,768.05	-	8,768.05
Other comprehensive income/(loss) for the year	-	-	-	-	-
Total comprehensive income/(loss) for the year	-	8,768.05	8,768.05	-	8,768.05
Balance as at March 31, 2021	-	25,045.53	25,045.53	-	25,045.53
Profit for the year	-	1,188.35	1,188.35	-	1,188.35
Other comprehensive income/(loss) for the year	-	-	-	-	-
Total comprehensive income/(loss) for the year	-	1,188.35	1,188.35	-	1,188.35
Balance as at March 31, 2022	-	26,233.87	26,233.87	-	26,233.87

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BUCKINGHAM INDUSTRIES LIMITED								
CIN: L22100DL1983PLC314401								
2. Property, Plant and Equipments								
(All amounts are in thousands, except as otherwise stated)								
Particular	Gross Block			Accumulated Depreciation			Net Block	
	01.04.2021	Additions/ Adjustments	31.03.2022	01.04.2021	Charge for the year	31.03.2022	31.03.2022	31.03.2021
(A) Computers								
Computer	22.65	-	22.65	21.85	-	21.85	0.80	0.80
(B) Furniture & Fixtures								
Furniture & Fixture	47.00	-	47.00	21.37	6.64	28.00	19.00	25.63
(C) Office Equipments								
Mobile	9.50	-	9.50	7.21	1.03	8.24	1.26	2.29
<b>Total</b>	<b>79.15</b>	<b>-</b>	<b>79.15</b>	<b>50.44</b>	<b>7.67</b>	<b>58.10</b>	<b>21.05</b>	<b>28.71</b>
<b>Total - Previous Year</b>	<b>79.15</b>	<b>-</b>	<b>79.15</b>	<b>41,646.67</b>	<b>3,784.00</b>	<b>50.44</b>	<b>-</b>	<b>-</b>

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## BUCKINGHAM INDUSTRIES LIMITED

CIN: L22100DL1983PLC314401

Notes to Financial Statements for the year ended March 31, 2022

(All amounts are in thousands, except as otherwise stated)

### 3. Financial Assets - Non current : Loans

Particulars	31.03.2022	31.03.2021
Unsecured, considered good		
Receivable in cash or in kind or for value to be received.	27,702.99	17,084.22
<b>Total</b>	<b>27,702.99</b>	<b>17,084.22</b>

### 4. Deferred tax assets (Net)

Particulars	31.03.2022	31.03.2021
Deferred tax assets	431.16	-
<b>Total</b>	<b>431.16</b>	<b>-</b>

### 5. Financial Assets - Current : Trade receivables

Particulars	Outstanding for following periods								
	Amounts due from due date of payment						Amounts not due for payment		
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 Years	Total	Unbilled Dues	Not Due	Total
Undisputed									
considered good	9,001.18	-	-	-	-	9,001.18	-	-	-
considered doubtful	-	-	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>9,001.18</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,001.18</b>	<b>-</b>	<b>-</b>	<b>-</b>
Disputed									
considered good	-	-	-	-	-	-	-	-	-
considered doubtful	-	-	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total</b>	<b>9,001.18</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,001.18</b>	<b>-</b>	<b>-</b>	<b>-</b>

### 6. Financial Assets - Current : Cash and cash equivalents

Particulars	31.03.2022	31.03.2021
Balances with banks	676.24	705.94
Cash in hand	6.39	6.44
<b>Total</b>	<b>682.62</b>	<b>712.37</b>

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### 7. Other current assets

Particulars	31.03.2022	31.03.2021
Unsecured, considered good		
TDS receivable	472.89	505.07
Short term Loans and advances	45.08	1,203.85
Advance to suppliers	20,000.00	-
<b>Total</b>	<b>20,517.97</b>	<b>1,708.92</b>



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(All amounts are in thousands, except as otherwise stated)

### 8. Share capital

Particulars	31.03.2022	31.03.2021
<b>Authorised</b>		
Equity shares 1,10,00,000 of par value Rs.10/- each (Previous Year 1,10,00,000 of par value Rs. 10/- each)	110,000.00	110,000.00
<b>Issued, subscribed and fully Paid up</b>		
Equity shares 245,000 of par value Rs.10/- each	2,450.00	2,450.00
<b>Total</b>	<b>2,450.00</b>	<b>2,450.00</b>

### (i) Reconciliation of the number of shares and amount outstanding as at the beginning and at the end of the reporting period :

Particulars	31.03.2022	31.03.2021
<b>EQUITY SHARES</b>		
Equity shares outstanding at the beginning and end of the year (2,45,000 shares of Rs. 10/- each)	2,450.00	2,450.00
<b>Total</b>	<b>2,450.00</b>	<b>2,450.00</b>

### (ii) Details of shares held by each shareholder holding more than 5% shares

Particulars	31.03.2022	31.03.2021
<b>EQUITY SHARES</b>	No. of Shares (%)	No. of Shares (%)
S. L. Gupta	72 (29.39)	72 (29.39)
<b>Total</b>	<b>72000 (29.39)</b>	<b>72000 (29.39)</b>

### 9. Non Current Liabilities- Security

Particulars	31.03.2022	31.03.2021
<b>Unsecured, considered good</b>		
Eveningstar Promoters Private Limited	500.00	-
Prema News	500.00	-
<b>Total</b>	<b>1,000.00</b>	<b>-</b>

### 10. Short term Borrowings

Particulars	31.03.2022	31.03.2021
<b>Unsecured, considered good</b>		
Sadhna Broadcast Limited	1,174.49	-
Sharpline Broadcast limited	25,535.70	-
<b>Total</b>	<b>26,710.19</b>	<b>-</b>

### 11. Other current liabilities

Particulars	31.03.2022	31.03.2021
<b>Unsecured, considered good</b>		
GST payable (Paid on 19-04-2022)	458.04	2,059.75
Expenses payable	632.50	145.92
<b>Total</b>	<b>1,090.54</b>	<b>2,205.67</b>

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All amounts are in thousands, except as otherwise stated								
Particulars	Outstanding Amount							
	For amount Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total	For Unbilled payables	Not due	Total
<b>12. Financial Liabilities - Current : Payables</b>								
Undisputed								
- MSME	-	-	-	-	-	-	-	-
- Others	414.50	-	-	-	414.50	-	-	-
<b>Sub Total</b>	<b>414.50</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>414.50</b>	<b>-</b>	<b>-</b>	<b>-</b>
Disputed								
- MSME	-	-	-	-	-	-	-	-
- Others	-	-	-	-	-	-	-	-
<b>Sub Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total</b>	<b>414.50</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>414.50</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>13. Provisions</b>								
Particulars						31.03.2022		31.03.2021
Provision for Income Tax						437.11		2,948.93
TDS Payable						20.76		-
<b>Total</b>						<b>457.87</b>		<b>2,948.93</b>
<b>14. Revenue from Operations</b>								
Particulars						31.03.2022		31.03.2021
Sale of PVC						4,760		-
Consultancy services						-		760.00
Commission income						3,000.00		11,480.00
Sale of shares						-		354.34
Event assistance service income						3,302.30		-
Telecast income						322.50		-
<b>Total</b>						<b>11,384.80</b>		<b>12,594.34</b>
<b>15. Purchases</b>								
Particulars						31.03.2022		31.03.2021
Purchases of PVC						4,692.00		-
<b>Total</b>						<b>-</b>		<b>-</b>
<b>16. Other income</b>								
Particulars						31.03.2022		31.03.2021
Interest on Loan						2,447.77		1,054.36
Interest on I.T. Refund						-		5.29
<b>Total</b>						<b>2,447.77</b>		<b>1,059.65</b>
<b>17. Employee benefits expense</b>								
Particulars						31.03.2022		31.03.2021
Salary						-		212.56
Salary to Company Secretary						132.00		273.00
Remuneration to Director						480.00		280.00
<b>Total</b>						<b>612.00</b>		<b>765.56</b>

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(All amounts are in thousands, except as otherwise stated)

### 18. Other Expenses

Particulars	31.03.2022	31.03.2021
Advertisement expenses	-	28.08
AGM meeting expenses	4.69	5.65
Amount written off	1,285.42	-
<u>Auditor's remuneration</u>		
Audit fee	65.00	25.00
Bank charges	0.35	2.26
Connectivity charges	2.50	-
Consultancy fees	-	800.00
Courier & postage Expenses	0.83	4.60
DP charges - Alankit Assignments Limited	-	20.00
Event assistance services	2,889.97	-
Fee to MSEI - exchange	55.00	55.00
Filing Fee - ROC	5.20	4.60
Film expenses	38.31	-
Flex charges	456.91	-
Interest on Income tax	537.73	-
Interest on TDS	0.30	-
Interest paid	55.06	4.17
Internal Audit Fee	10.00	10.00
Legal & Professional charges	19.00	25.40
Misc. expenses	-	17.42
NSDL/ CDSL charges	26.32	22.83
Office expenses	-	11.95
Printing and stationery	29.40	38.50
Prior Period expenses	1,169.93	-
Processing charges	23.50	-
Professional fees	316.00	-
Rent	-	72.00
Secretarial Audit Fee	15.00	15.00
Security expenses	5.20	-
Short & excess	0.16	-
Telecast expense	300.00	-
Travelling expenses	11.33	5.22
Website charges	3.50	-
<b>Total</b>	<b>7,326.61</b>	<b>1,167.67</b>

### 19. Earnings per Share (EPS)

Particulars	31.03.2022	31.03.2021
Net profit/(loss) after tax for the year (in Rs.)	1,188.35	8,768.05
Weighted number of ordinary shares for basic EPS	245	245
Nominal value of ordinary share (in Rs. per share)	10	10
Basic and Diluted earnings for ordinary shares (in Rs. 10/- per share)	4.85	35.79