

BHARTIA SONS LIMITED

CIN: L15205WB1944PLC011711

Phone: 22481143 / 1374 / 6007 Registered Office: 12, Government Place East, Kolkata-700069, WB India
Fax: (033) 22435068 Email: bhartiasons@gmail.com
Website: www.bhartiasons.in

NOTICE

Notice is hereby given that the 77th Annual General Meeting (AGM) of the members of M/s **Bhartia Sons Ltd** will be held at the Registered Office of the Company at 12, Government Place East, Kolkata 700069, on **Thursday, September 30th 2021** at 11.30 A.M to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the financial year ended **March 31, 2021** and the Reports of Board of Directors and the Auditors thereon.

*"RESOLVED THAT the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the Financial Year ended **March 31, 2021** and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."*

2. To appoint a Director in place of **Mr. Sanjay Bhartia (DIN: 00236217)**, who retires by rotation and being eligible, offer himself for re-appointment.

*"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, **Mr. Sanjay Bhartia (DIN: 00236217)**, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."*

3. To appoint a Director in place of **Mr. Navin Kumar Bhartia (DIN: 00259552)** who retires by rotation and being eligible, offer himself for re-appointment.

*"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 **Mr. Navin Kumar Bhartia (DIN: 00259552)**, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."*



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SPECIAL BUSINESS

4. RE-APPOINTMENT OF MR. SOUGATA DEY (DIN: 07027818) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of sections 149, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with schedule IV to the Act, as amended from time to time and subject to the approval of members in the General Meeting, the consent of the Board be and is hereby accorded for the *re-appointment* of **Mr. Sougata Dey (DIN: 07027818)**, as a non-executive Directors of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from *30th May, 2021*.

RESOLVED FURTHER THAT Mohit Srivastava, Company Secretary of the Company or Raj Kumar Bhartia, Director of the Company be and is hereby authorized to do all such acts, things, deed as it would be necessary to give effect to this resolution."

5. RE-APPOINTMENT OF MR. VIJAY SWAMINATHAN (DIN: 03505029) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of sections 149, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with schedule IV to the Act, as amended from time to time and subject to the approval of members in the General Meeting, the consent of the Board be and is hereby accorded for the *re-appointment* of **Mr. Vijay Swaminathan (DIN: 03505029)**, as a non-executive Directors of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from *30th May, 2021*.

RESOLVED FURTHER THAT Mohit Srivastava, Company Secretary of the Company or Raj Kumar Bhartia, Director of the Company be and is hereby authorized to do all such acts, things, deed as it would be necessary to give effect to this resolution."



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6. APPOINTMENT OF MR. RAJ KUMAR BHARTIA (DIN: 00003164), AS A MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to provisions of Section 196 & 203 and other applicable provisions, if any of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to appoint **Mr. Raj Kumar Bhartia (DIN: 00003164)**, as the Managing Director of the Company for a period of five years with effect from **01.10.2021 to 30.09.2026** without any remuneration except reimbursement of expenses with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr Raj Kumar Bhartia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution.

7. RE-APPOINTMENT OF MR. SANDEEP BHARTIA (DIN: 00236283), AS A MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to provisions of Section 196 & 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of **Sri Sandeep Bhartia (DIN: 00236283)**, as the Managing Director of the Company for a period of five years from **30.05.2021 to 29.05.2026** without any remuneration except reimbursement of expenses."



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RESOLVED FURTHER THAT Mohit Srivastava, Company Secretary of the Company be and is hereby authorized to do all such acts, things, deed as it would be necessary to give effect to these resolutions."

By Order of the Board of Directors



Mohit
(Mohit Srivastava)
Company Secretary

Date: 08th September, 2021

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NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote in the meeting instead of him/her and the proxy need not be a member of the Company.

Pursuant to provisions of section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of a maximum of 50 members and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.

The instrument appointing the proxy, duly completed, must be deposited at the registered office of the company, not less than 48 hours before commencement of the meeting. A proxy form for the AGM is enclosed.

2. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members/Proxies should fill in and sign the attendance slips and deposit at the entrance of Meeting Hall, before attending the Meeting.
4. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, September 27, 2021 to Thursday, September 30, 2021** (both days inclusive).
6. Route map indicating venue of the Annual General Meeting (AGM) is given at the end of the Notice
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('Act'), and the Register of



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Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.

8. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
9. The Board has appointed Mr. Navin Kothari, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting/ballot process in a fair and transparent manner.
10. The remote e-voting period commences on **September 27, 2021** at 9.00 a.m. and ends on **September 29, 2021** at 5.00 p.m. During this period, members holding share either in physical or dematerialized form, as on the cutoff date **September 23, 2021** may cast their vote by remote e-voting. The remote e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
11. The Annual Report **2020-21, Notice of the 77thAGM** and instructions for e-voting along with attendance slip and proxy form are being sent by electronic mode to the members whose e-mail IDs are registered with the Company / depository participant(s) unless a member has requested for physical copy of the documents. For members who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
12. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the Directors seeking appointment/re-appointment at the AGM, forms part of the Notice.
13. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
14. As mandated by SEBI for every participant in securities market, the members holding shares either in physical mode or electronic mode are required to submit their



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Permanent Account Number (PAN) to the Company or their respective Depository Participants (DPs) with whom they are maintaining their demat accounts respectively.

15. The process and manner for remote e-voting is as under:

A. Members whose e-mail IDs are registered with the Company/ Depository Participant(s) will receive an e-mail from NSDL informing them of their User ID and password. Once the member receives the e-mail, he or she will need to go through the following steps to complete the e-voting process:

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

(ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - **Login**

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click **Login**.

(v) **Password change** menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on **remote e-voting: Active Voting Cycles**.

(vii) Select "**EVEN**" (Remote E-Voting Event Number) of "BHARTIA SONS LTD".

(viii) Now you are ready for remote e-voting as **Cast Vote** page opens.

(ix) Cast your vote by selecting appropriate option and click on "**Submit**" and also "**Confirm**" when prompted.



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(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kothari.navin@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) USER IDPASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: **1800-222-990**.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. (Note: If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No +Folio No).
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. 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 September 23rd 2021**.



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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. **23rd September, 2021** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Registrar of the Company.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- V. 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.
- VI. 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.
- VII. Shri Navin Kothari, (Membership No. FCS 5935 and C P No 3725) Proprietor of M/s. N.K. & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VIII. 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, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer shall after the conclusion of voting at the AGM, 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 any other Director authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Result of the voting with details of number of votes cast for and against the resolutions, invalid votes and whether the resolutions have been carried or not shall be displayed on the notice board of the company at its registered and corporate office immediately after the declaration of result by the chairman or a director authorized by him in writing. Further, the results of



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voting along with the scrutinizer's report shall also be placed on the company's website www.bhartiasons.com. The result shall also be immediately forwarded to the stock exchanges.

XI. Name, designation, address, e-mail ID and phone number of person responsible to address the grievances connected with e-voting is given:

Mr. Mohit Srivastava

Company Secretary

Bhartia Sons Ltd

12, Government Place East, Kolkata 700069

Phone: (033) 2248-6007

Email: bhartiasons@gmail.com

By Order of the Board of Directors



Mohit Srivastava
(Mohit Srivastava)
Company Secretary

Date: 08th September, 2021

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013:

ITEM NO. 4:

The Board of Directors proposed the re-appointment of Mr. Sougata Dey (DIN: 07027818) at the ensuing Annual General Meeting of the Company as an Independent Director under Section 149 of the Act, not liable to retire by rotation, to hold office for five years for a term upto the conclusion of the 82nd Annual General Meeting of the Company in the calendar year 2026.

Mr. Sougata Dey has declared to the Company that he meets the criteria of independence as provided under section 149(6) of the Act. Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board recommends availing the service of Mr. Sougata Dey as an Independent Director and hence recommending the shareholders for passing of the resolution of his re appointment as an Independent Director.

Except Mr. Sougata Dey, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item no 4 of the Notice.

ITEM NO. 5:

The Board of Directors proposed the re-appointment of Mr. Vijay Swaminathan (DIN: 03505029) at the ensuing Annual General Meeting of the Company as an Independent Director under Section 149 of the Act, not liable to retire by rotation, to hold office for five years for a term upto the conclusion of the 82nd Annual General Meeting of the Company in the calendar year 2026.

Mr. Vijay Swaminathan has declared to the Company that he meets the criteria of independence as provided under section 149(6) of the Act. Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board recommends availing the service of Mr. Vijay Swaminathan as an Independent Director and hence recommending the shareholders for passing of the resolution of his re appointment as an Independent Director.



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Except Mr. Vijay Swaminathan, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item no 5 of the Notice.

ITEM NO. 6:

The Board of Directors of the Company ("the Board") at their meeting held on 13th August, 2021 decided to appoint Mr. Raj Kumar Bhartia (DIN: 00003164) as Managing Directors of the company for a period of five years commencing from 01/10/2021 To 30/09/2026 subject to approval of members in the ensuing General Meeting has attained the age of 74 yrs .

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall appoint or continue the employment of any person as Managing Director, Whole time director or Manager who has attained the age of 70 years, unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation. Keeping in view that Mr. Raj Kumar Bhartia has rich and varied experience in the Industry and has been a Director of the Company over a long period of time, it would be in the interest of the Company to appoint Mr Raj Kumar Bhartia as Managing Director of the Company

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

ITEM NO. 7:

The Board of Directors of the Company ("the Board") at their meeting held on 12.05.2021 decided to re-appoint Mr. Sandeep Bhartia (Din: 00236283) as Managing Director of the company for a period of five years commencing from 30.05.2021 to 29.05.2026, subject to approval of the members in the ensuing General meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

A brief Profile of the Director is given below:

Mr. Sandeep Bhartia is a B. Com (Hons) Graduate, from St Xaviers College, Kolkata. He has business experience of nearly twenty-five years. He has been Directors in many Listed and unlisted Companies.

Mr. Sandeep Bhartia is vested with powers of overall management of the affairs of the Company subject to the superintendence and guidance of the Board of Directors. He is also involved in policy planning, vision & strategy and long term development activities of the Company.



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With the requisite knowledge and experience and considering the talent and skills acquired in the course of his career development, it is considered that Mr Sandeep Bhartia is suitable for the post of Managing Director of the Company.

The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director, for the approval of the shareholders of the Company. The Board recommends the resolution for approval of the member.

Route Map:

