

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.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 77th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF BHARTIA SONS LIMITED, HELD AT 12, GOVERNMENT PLACE EAST, KOLKATA- 700069 ON 30TH SEPTEMBER, 2021 FROM 11.30 A.M to 12.48 P.M.

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."

For **Bhartia Sons Limited**



(Mohit Srivastava)

Company Secretary

Date: 25th October, 2021

Place: Kolkata



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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.

For Bhartia Sons Limited



(Mohit Srivastava)
Company Secretary

Date: 25th October, 2021

Place: Kolkata



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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."

For Bhartia Sons Limited



(Mohit Srivastava)

Company Secretary

Date: 25th October, 2021

Place: Kolkata



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

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.

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.

For **Bhartia Sons Limited**



(Mohit Srivastava)
Company Secretary

Date: 25th October, 2021

Place: Kolkata



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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.

For Bhartia Sons Limited



(Mohit Srivastava)
Company Secretary

Date: 25th October, 2021

Place: Kolkata



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

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.

For Bhartia Sons Limited



(Mohit Srivastava)
Company Secretary

Date: 25th October, 2021

Place: Kolkata



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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."

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."

For Bhartia Sons Limited



(Mohit Srivastava)
Company Secretary

Date: 25th October, 2021

Place: Kolkata



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) 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:

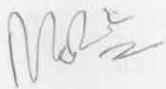
Mr. Sandeep Bhartia is a B. Com (Hons) Graduate, from St Xaviers College, Kolkata. He has business experience of nearly twenty-five years. He has been Directors in many Listed and unlisted Companies.

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.

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.

For **Bhartia Sons Limited**



(Mohit Srivastava)
Company Secretary

Date: 25th October, 2021

Place: Kolkata

