

60 years  
with you

**BHARAT  
BHUSHAN**

SINCE 1954

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LTD.

(Corporate Identity Number : L67120DL1992PLC049038)

Regd. Office : 503, Rohit House, 3, Tolstoy Marg, New Delhi-110001

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

E-mail : commodities@bharatbhushan.com • Website : www.bbinvestments.in

REF: BBFCB/BSE/2020-21

03<sup>rd</sup> September, 2020

To,

BSE Ltd.

Phiroze Jeejeebhoy Towers,

Dalal Street

Mumbai-400001

Scrip Code: 511501

**SUB: SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YEAR 2019-20  
AND NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM")**

Dear Sir,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 the copy of Annual Report for the Financial Year 2019-20, which is being sent to shareholders through permitted mode, is enclosed herewith and Notice of the AGM forms integral part of the Annual Report.

The Annual Report and Notice of AGM are also available on the Company's websites i.e. <http://www.bbinvestments.in>.

This is for your information and record.

Thanking You,

Yours Faithfully,

For Bharat Bhushan Finance & Commodity Brokers Ltd.

  
Pankaj Singh Bisht  
Company Secretary



Encl.: As above

*28th Annual Report*

**BHARAT  
BHUSHAN**

**BHARAT  
BHUSHAN  
FINANCE  
COMMODITY  
BROKERS  
LIMITED**

**&**

**2019-2020**

# **BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED**

**BHARAT  
BHUSHAN**

CIN: L67120DL1992PLC049038

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

Email : [commodities@bharatbhushan.com](mailto:commodities@bharatbhushan.com); website : [www.bbinvestments.in](http://www.bbinvestments.in)

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<b>BOARD OF DIRECTORS</b>	:	SANT KUMARI AGRAWAL ARUN KUMAR GARG NISHA AHUJA VIJAY BHUSHAN KULDEEP KUMAR GUPTA RAVINDRA SINGH VARUN SAIHGAL MADHVI AHUJA
<b>AUDITORS</b>	:	M/S. G.C . AGARWAL & ASSOCIATES 240, GHALIB APARTMENT, PARWANA ROAD, PITAMPURA, DELHI-110034
<b>REGD. OFFICE</b>	:	503, ROHIT HOUSE, 3, TOLSTOY MARG, NEW DELHI - 110001 PHONE NO. 011-49800900 FAX : 011-49800933
<b>SHARE TRANSFER AGENTS</b>	:	ALANKIT ASSIGNMENTS LTD. 205-208, ANARKALI COMPLEX, JHANDEWALAN EXTN., NEW DELHI - 110055 PHONE : 42541234
<b>BANKERS</b>	:	ICICI BANK LTD. 9A PHELPS BUILDING CONNAUGHT PLACE NEW DELHI - 110001

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

**BHARAT  
BHUSHAN**

## NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 28<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF M/S. BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED (CIN: L67120DL1992PLC049038) WILL BE HELD ON MONDAY, 28<sup>TH</sup> SEPTEMBER, 2020 THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM"), AT 12:00 P.M. TO TRANSACT THE FOLLOWING BUSINESSES:-

### ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year 2019-20 including Audited Balance Sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2020.
3. To appoint a Director in place of Mr. Vijay Bhushan (DIN:00002421), who retires from the office by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

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

Sd/-

**Nisha Ahuja  
(Director)**

**DIN : 00001875**

### Registered Office:

503, Rohit House, 3,  
Tolstoy Marg,  
New Delhi-110001  
Date : 17th August, 2020  
Place : New Delhi

### NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 ("MCA circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular"), physical attendance of the Members to the AGM venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). In accordance with the said MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and

the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting

3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 28<sup>th</sup> AGM and the Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

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

Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at [www.bbinvestments.in](http://www.bbinvestments.in), websites of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated April 08, 2020 read with Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.bbinvestments.in](http://www.bbinvestments.in). The Notice can also be

accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The requirement to place the matter relating to the appointment of Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors.
9. The Dividend, if any declared at the AGM, shall be payable within thirty days from the date of AGM to those Shareholders whose name(s) stand registered:
  - (a) As Beneficial Owner as at the end of working hours of 21<sup>st</sup> September, 2020 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
  - (b) As Member in the Register of Members of the Company/ Registrar & Share Transfer Agent after giving effect to valid share transfer documents physical form re-lodged with the Company at the end of working hours of 21<sup>st</sup> September, 2020.
10. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants / demand drafts will be despatched to the registered address of the shareholders who have not updated their bank account details, after normalisation of the postal service. Shareholders are requested to register / update their complete bank details:
  - (a) with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and
  - (b) with company/ RTA by sending following documents by email at [commodities@bharatbhushan.com](mailto:commodities@bharatbhushan.com) or [rtat@alankit.com](mailto:rtat@alankit.com), if shares are held in physical mode, by submitting (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf bearing the name of the member or copy of bank passbook /statement duly attested by the bank.

Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates (i.e., @ 7.5% where a valid Permanent Account Number (PAN) has been furnished by the concerned resident shareholders to their respective Depository Participants (DPs) (in case shares are held in dematerialised form) or to the RTA/ Company (in case shares are held in physical form, in the absence of a valid PAN, TDS will be deducted @ 20%) on the amount of dividend payable to its shareholders w.e.f. 1st April 2020. Shareholders who are yet to furnish their PAN to their respective DPs / RTA/ Company are therefore requested to do so immediately. No

tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed 5,000/- or their income is below the taxable limit and a declaration is received from the concerned shareholders in Form 15G (for persons up to age of 60 years) or in Form 15H (for persons above the age of 60 years) and in case of Insurance Companies (viz. LIC, GIC etc.), Mutual Funds and Alternative Investment Funds (incorporated in India), where completed documents are received from them viz. requisite declaration, copies of registration certificate, PAN card etc. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company. In case of Non-Resident Shareholders: [(A) For Foreign Portfolio Investors and Foreign Institutional Investors: TDS will be deducted @ 20% (plus applicable surcharge and cess) on the amount of dividend payable; (B) For other non-resident shareholders: TDS will be deducted @ 20% (plus applicable surcharge and cess) or the Tax Treaty Rate, whichever is lower, on the amount of dividend payable] for availing the benefit of Tax Treaty Rate, the shareholders will be required to submit necessary documents to the Company duly completed in all respects, viz. self-attested copy of Tax Residency Certificate (TRC) covering the financial year 2020-21 issued by the tax authorities of the country of which the shareholder is a tax resident, Form 10F, requisite declaration, copy of PAN card etc. The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / RTA post payment of the dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS). Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / RTA.

The duly completed and signed documents viz. Form 15G, Form 15H, TRC, Form 10F etc., as stated above, may please be submitted to the RTA/ Company, **on or before 15th September, 2020.**

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

11. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on 28<sup>th</sup> August, 2020.
12. Notice of 28<sup>th</sup> Annual General Meeting and full version of the Annual Reports and the notice of e-voting will also be available on the website of the Company at [www.bbinvestments.in](http://www.bbinvestments.in) and websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
13. The register of members and share transfer books of the Company will remain closed from Tuesday, 22<sup>nd</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020 (both days inclusive) in accordance with the

provisions of Section 91 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of the AGM.

14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the RTA/ Company.
16. Regulation 12 and Schedule I of Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulation, 2015, SEBI has made it mandatory for the Companies to make payment to its investors using electronic mode viz. ECS, NECS, RTGS, NEFT etc. Hence, the investors are requested to update their bank details with our Registrar and Share Transfer Agent (RTA) i.e. Alankit Assignments Limited or Company or with their respective depository participants, where shares are held in demat form.
17. Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares physical / dematerialized form are, therefore requested to submit their PAN to our Registrar & share Transfer Agent (RTA) / Company.
18. The members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority. The members whose unclaimed shares/ dividends have been transferred to IEPF, may claim the same by making application to the IEPF Authority in Form No.- IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in) and following the procedure mentioned at the said website and in IEPF Authority (Accounting, Audit, Transfer and Refund) rules, 2016. The details of the unpaid and unclaimed dividend lying with the company as on March 31, 2020 is available in the Corporate Governance Report which forms the part of the Annual report for the financial year 2019-20. The company has uploaded the details of unpaid and unclaimed dividends up to March 31, 2019 on the website of the Company ([www.bbinvestments.in](http://www.bbinvestments.in)) as well as on the website of Ministry of Corporate Affairs. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011- 12, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has during the financial year ended 31st march, 2020, transferred 28,200 equity shares of Rs. 10/-each, held by 91 shareholders in respect of which dividend had not

been paid or claimed by the members for seven consecutive years. The following are the details of dividend declared by the company and that are due to transfer to IEPF:

Dividend Year	Date of declaration of dividend	Tentative date for transfer to Investor Education and Protection Fund
2012-13	23.09.2013	24.10.2020
2013-14	25.09.2014	28.10.2021
2014-15	28.09.2015	29.10.2022
2015-16	29.09.2016	01.11.2023
2016-17	24.08.2017	26.09.2024
2017-18	27.09.2018	30.10.2025
2018-19	27.09.2019	29.10.2026

In respect of Final Dividend for the financial year ended March 31st, 2013, it will not be possible to entertain claims which are received by the Company after 15th October, 2020. In view of this, the members are advised to send their requests for payment of unpaid dividend to the M/s Alankit Assignments Ltd, Registrar and Share Transfer Agent ("RTA") or to the Company, within the stipulated timeline. Members are requested to provide request letter duly signed by Member along with self-attested copy of PAN card and copy of cancelled cheque leaf to claim such unpaid dividends either in soft or hard copies to the RTA.

19. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
20. Information regarding particulars of the Directors seeking re-appointment requiring disclosure in terms of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard-2 on General Meeting is provided as Annexure to this notice.
21. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
22. **There will be no distribution of gift or gift coupons or cash in lieu of gifts at or in connection with the Annual General Meeting.**
23. As per the provisions of Section 72 of the Companies Act 2013, facilities for making nomination is now available to the members in respect of shares held by them. Nomination forms are available for this purpose with the Company's Registrar & Share Transfer Agent. Members holding shares in electronic mode are advised to contact their respective DPs for registering nomination.
24. Members who have not registered their email address so far are requested to register their e-mail address with their DP in case the shares are held in electronic form or with the Company's RTA in case the shares are held in physical form so that they can receive all communication(s) including Annual Report, Notices, Circulars etc. from the Company electronically.
25. The Shares of your company is listed on the BSE Limited. The annual listing fees upto March 2020, already stand paid to BSE Limited.



26. Queries at the AGM: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office or via email at [commodities@bharatbhushan.com](mailto:commodities@bharatbhushan.com) from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.
27. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, at least seven days prior to the date of AGM, so as to enable the management to keep the information ready. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.
28. Members who hold shares in multiple folios in identical names are requested to send the share certificates to the registrar and transfer agents for consolidations into a single folio. Members are requested to notify correction/change in address if any, to the RTA/ Company at its registered office, quoting their folio number along with the proof thereof.
29. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of the meeting and the Annual Report of the Company for the Financial Year 2019-20 being sent by e-mail to those Members who have registered their e-mail addresses with the Company/RTA in respect of shares held in physical form or with their Depository Participant in respect of shares held in electronic form and made available to the Company by the Depositories.
30. Inspection of Documents: The register of Directors and Key managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members on the website of the Company at [http://www.bbinvestments.in/Static/Downloadnew.aspx#> Reports & Compliances](http://www.bbinvestments.in/Static/Downloadnew.aspx#>Reports%20&Compliances) during the time of AGM. All the Documents referred to in this Notice will also be available for inspection, electronically, on all working days except Saturdays and Sundays between 11:00 A.M. to 4:00 P.M., without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such document can send an email to [commodities@bharatbhushan.com](mailto:commodities@bharatbhushan.com).
31. The Annual Report for the Financial Year 2019-20 of the Company circulated to the Members of the Company will be made available on the Company's website at [www.bbinvestments.in](http://www.bbinvestments.in) and on the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) for your download.
32. Voting through electronic means
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020

and May 05, 2020 the Company is pleased to provide facility of remote e-voting and e-voting on the day of the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.

- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on Friday, 25<sup>th</sup> September, 2020 (9:00 A.M.) and ends on Sunday, 27<sup>th</sup> September, 2020 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September 2020, may cast their vote by remote e-voting. The remote e-voting module shall 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.
- IV. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

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

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

##### Step 1: Log-in to NSDL e-Voting system at

<https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

##### Details on Step 1 is mentioned below:

#### 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 IDFor 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 IDFor 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. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - 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:
- 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).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 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.
  - 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.

**Details on Step 2 is given below:**

- How to cast your vote electronically on NSDL e-Voting system?
- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  - After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  - Select "EVEN" of company for which you wish to cast your vote.
  - Now you are ready for e-Voting as the Voting page opens.
  - 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.
  - Upon confirmation, the message "Vote cast successfully" will be displayed.
  - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kavitasewani1@gmail.com](mailto:kavitasewani1@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 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.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means

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

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

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

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [commodities@bharatbhushan.com](mailto:commodities@bharatbhushan.com), from their registered email address, at least seven days prior to the date of AGM. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker, will only be allowed to express their views/ask questions during the meeting.

**VII. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.****VIII. 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).**

33. 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 **21<sup>st</sup> September, 2020**.

34. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **21<sup>st</sup> September, 2020**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kavitasewani1@gmail.com](mailto:kavitasewani1@gmail.com).

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

35. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
36. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
37. Ms. Kavita Pamnani, Practicing Company Secretary (Membership No. F6288) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
38. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer/ coordinator, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
39. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast during the AGM through e-voting facility and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
40. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.bbinvestments.in](http://www.bbinvestments.in)) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai where the shares of the company are listed.
41. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1st, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
42. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company/ RTA, as mandated by SEBI by writing to the Company at [commodities@bharatbhushan.com](mailto:commodities@bharatbhushan.com)

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

**BHARAT  
BHUSHAN**

or to RTA at [rtat@alankit.com](mailto:rtat@alankit.com) along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque leaf bearing the name of the member or copy of bank passbook /statement duly attested by the bank. Members are requested to furnish details such as Bank Account No., name of the Bank, Branch, IFSC Code and Place with PIN Code No. where the account is maintained to prevent fraudulent encashment of dividend warrants.

43.. Members holding shares in electronic mode are requested to submit/ update their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.

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

Sd/-

Nisha Ahuja  
(Director)

DIN : 00001875

**Registered Office:**

503, Rohit House, 3,  
Tolstoy Marg,  
New Delhi-110001  
Date : 17th August, 2020  
Place : New Delhi

## Annexure to Notice

Details of the Directors seeking re-appointment at 28<sup>th</sup> Annual General Meeting [pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standard-2 on General Meeting]

<b>Name</b>	<b>MR. Vijay Bhushan</b>
<b>Date of Birth</b>	22.10.1958
<b>Nationality</b>	Indian
<b>Date of appointment on the Board</b>	03.06.1992
<b>Qualification</b>	M.B.A.
<b>Expertise in Specific functional area</b>	Stock Broker
<b>Directorship held in other Indian public company(ies) as on March 31, 2020</b>	5* (including 2 in other listed company)
<b>Memberships/Chairmanships of board committees in other Indian public companies as on March 31, 2020**</b>	Membership- 4 Chairmanship- 2
<b>Number of Board Meetings attended during the financial year 2019-20</b>	4
<b>Shareholding in the Company as on March 31, 2020</b>	8,04,323
<b>Disclosure of Interest / relationship between directors inter-se, Manager and other Key Managerial Personnel</b>	Son of Mrs. Sant Kumar Agrawal, Non-Executive Director of the Company
<b>Sitting fee received during the financial year 2019-20</b>	Rs, 30,000/-

\* Directorship held by Mr. Vijay Bhushan in Association of National Exchanges Members of India, a public company Limited by Guarantee is also included.

\*\* Chairmanship/ Membership of Board Committees includes Chairmanship/ Membership only in Audit Committee and Stakeholders' Relationship Committee held by him in other Indian Public Limited Companies.

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

Sd/-

Nisha Ahuja  
(Director)

DIN : 00001875

**Registered Office:**

503, Rohit House, 3,  
Tolstoy Marg,  
New Delhi-110001  
Date : 17th August, 2020  
Place : New Delhi

**NOTICE**

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## DIRECTORS' REPORT

To,

The Members,

Bharat Bhushan Finance & Commodity Brokers Limited

Your Directors have pleasure in presenting the 28<sup>th</sup> Annual Report, together with the Audited Standalone Financial Statements of your Company for the financial year ended March 31, 2020.

### FINANCIAL PERFORMANCE HIGHLIGHTS

The Company's financial performance for the year ended March 31st, 2020 along with previous year's figures are summarized below:

Particulars	(Rs. In Lakhs)	
	2019-20	2018-19
Total Income	56.73	52.29
Total Expenses	30.52	29.52
Profit Before Tax	26.21	22.76
Provision for Taxation	5.43	14.87
Profit After Tax	20.78	7.89

Your Company has adopted Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (India Accounting Standards) Rules, 2015, from 1st April, 2019 and the effective date of such transition is 1st April, 2018. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act read with relevant Rules issued thereunder (referred to as "the Previous GAAP"). The impact of transition has been recorded in the opening reserves as on 1st April, 2018 and the corresponding figures presented in these results have been restated / reclassified.

Members will note that reserves of the company were Rs. 558.37 lakhs as on 1<sup>st</sup> April 2018 which now as per 'Ind AS', our assets are valued at market price thereby resulting in an increase of Rs. 495.77 lakhs and now stand at Rs. 1054.14 lakhs As on 1st April 2018.

### RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S

#### AFFAIRS

- Total Income for the financial year 2019-20 is Rs. 56.73 Lakhs as compared to Rs. 52.29 Lakhs in the financial year 2018-19;
- Profit before Tax for the financial year 2019-20 is Rs. 26.21 Lakhs as compared to Rs. 22.76 Lakhs in the financial year 2018-19;
- Profit after Tax for the financial year 2019-20 is 20.78 Lakhs as compared to Rs. 7.89 Lakhs in the financial year 2018-19.

There is a rise of 15.11% in Profit Before Tax and a rise of 163.04% in profit after tax in the current year as compared to last year.

#### TRANSFER TO RESERVES

The Company proposes to transfer Rs. 4,15,631 /- to the Statutory Fund out of the amount available for distribution.

#### DIVIDEND ON EQUITY SHARES

Your directors are pleased to recommend a Dividend at the rate of 6% i.e. Rs. 0.60 per equity share for the financial year 2019-20. The proposed dividend is subject to approval of shareholders in the ensuing Annual General Meeting of the Company.

The above dividend of 6% would require an appropriation of Rs. 20,28,240/-. The dividend would be payable to all those shareholders whose names appear in the Register of Members as on the Book Closure date for the Financial Year 2019-20.

The Register of Members and Share Transfer books shall remain closed from Tuesday, 22<sup>nd</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020

(both days inclusive).

#### DIVIDEND DISTRIBUTION POLICY

Pursuant to the provisions of regulation 43A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, your company is not required to formulate Dividend distribution policy.

#### SHARE CAPITAL

The paid up Equity Share Capital as on 31<sup>st</sup> March, 2020 was Rs.3,38,04,000/- During the year under review, the company has not issued any further Share Capital.

#### FINANCE

The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring. The Company's relationships with its bankers continued to be cordial during the year.

#### CHANGE IN THE NATURE OF BUSINESS

There has been no significant change in the nature of business of the Company during the Financial Year 2019-20.

#### DEPOSITS

Your Company has not accepted or renewed any deposit from the public as covered under Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the Financial Year 2019-20 and your Board of Directors have also passed the necessary Resolution for non-acceptance of any Public deposits during the Financial Year 2020-21 pursuant to Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016. There was no public deposit outstanding as at the beginning and end of the financial year 2019-20.

#### COST RECORDS AND COSTAUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of section 148(1) of the Companies Act 2013 are not applicable for the business activities carried out by the Company.

#### CORPORATE GOVERNANCE AND CODE OF CONDUCT

Corporate Governance refers to a set of systems, procedures and practices which ensures that the company is managed in the best interest of all stakeholders i.e. shareholders, employees, customers and society on general. Fundamentals of corporate governance include transparency, accountability and independence. Your directors strive to maintain high standards of Corporate Governance in all its interactions with its stakeholders. The Company has complied with the Corporate Governance norms as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The report on Corporate Governance for the year ended 31<sup>st</sup> march, 2020. In terms of Regulation 34(3) read with Section C of Schedule V to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report. The practicing Company Secretary's certificate confirming compliance with Chapter IV of SEBI (LODR) Regulations, 2015 also forms part of this Annual Report. All the Directors of the Company and senior management personnel have confirmed the compliance of Code of Conduct for Board of Directors & Senior Management personnel of the Company. The declaration of the Manager confirming compliance with the 'Code of Conduct for Board of Directors & Senior Management personnel' of the Company forms part of this Annual Report.

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (3) read with Schedule V (B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 is presented in a separate section and forming part of this Annual Report.

#### **SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

Your Company does not have any Subsidiary/Subsidiaries, Joint Ventures and Associate Company within the meaning of Companies Act, 2013 as at March 31st, 2020.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

No significant and material orders were passed by the regulators or courts or tribunals or statutory and quasi-judicial bodies during the Financial Year 2019-20 which have an impact on the going concern status and company's operations in future.

#### **MATTER RELATING TO NATIONAL SPOT EXCHANGE LTD.**

The Company had received a Show Cause Notice under Regulation 25(1) of SEBI (Intermediaries) Regulations, 2008, from Securities and Exchange Board of India (SEBI) regarding the trades done on National Spot Exchange Limited (NSEL). The Company had traded from 01.07.2011 (2011-12) to 31.07.2013 (2013-14). We have duly replied to SEBI on the issues raised by them in their show cause notice. Further, the Company is suitably replying to notices received from the SEBI in this regard.

SEBI had also filed a criminal complaint against 300 brokers including us for trading on NSEL with Economic Offence Wing (EOW), Mumbai. The Company had submitted the required information to EOW.

#### **INTERNAL FINANCIAL CONTROL**

Internal Financial Controls are an integral part of the management process addressing financial and financial reporting risks. The internal financial controls have been embedded in the business processes. Such internal financial controls encompass policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of business, including adherence to its policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of accounting records and the timely preparation of reliable financial information. Appropriate review and control mechanism are built in place to ensure that such control systems are adequate and are operating effectively.

The board of directors have instituted / put in place a framework of internal financial controls and compliance systems, which is reviewed by the management and the relevant board committees, including the audit committee and independently reviewed by the internal, statutory and secretarial auditors.

The Company's Internal Audit is conducted by Rajesh Suresh Jain & Associates, Chartered Accountant. The Internal Auditors independently evaluate the adequacy of internal controls and reviews major transactions. The Internal Auditors report directly to the Audit Committee to ensure complete independence.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The provisions of Section 186 are not applicable on the Company as pursuant to sub-section (11) of Section 186, the Company is exempted.

However, as regards investments made by the company, the details of the same are provided under notes to the financial statements of the company for the year ended 31 March, 2020.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The particulars of contracts or arrangements entered into by the Company during the financial year 2019-20 with related parties referred to in sub-section

(1) of Section 188 of the Companies Act, 2013 ("Act") and as required to be disclosed as per Section 134 (3) (h) are given in Form AOC-2 (**Annexure -A**) attached with this report. Your Company has taken necessary approvals as required by Section 188 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 from time to time. There are no materially significant transactions made by the company with promoters, directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the company at large. All transactions with related parties were placed before the audit committee for approval, review and ratification thereof on a quarterly basis.

#### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The provisions of section 135 of the Act, with regard to Corporate Social Responsibility (CSR) are at present not applicable on the Company.

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

The information relating to the Conservation of Energy and Technology Absorption required under Rule 8(3) (A) and 8(3) (B) of Companies (Accounts) Rules, 2014 are not applicable to the Company due to the very nature of the industry in which it operates. The company has no activity relating to consumption of energy or technology absorption. During the year under review, there were no foreign exchange earnings (Previous Year- Nil) and outgo (Previous Year- Nil) respectively.

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

The current composition of the Board of Directors of your Company is as under:

S.NO.	NAME OF DIRECTOR	DESIGNATION	DATE OF APPOINTMENT
1.	Mr. Vijay Bhushan	Non-Executive Director	03.06.1992
2.	Mrs. Nisha Ahuja	Non-Executive Director	03.06.1992
3.	Mrs. Sant Kumari Agrawal	Non-Executive Director	29.01.1998
4.	Mr. Arun Kumar Garg	Non-Executive Director	26.07.2012
5.	Ms. Madhvi Ahuja	Non-Executive Director	27.09.2019
6.	Mr. Ravindra Singh	Non-Executive & Independent Director	12.06.2008
7.	Mr. Kuldeep Kumar Gupta	Non-Executive & Independent Director	28.01.2010
8.	Mr. Varun Saihgale	Non-Executive & Independent Director	21.05.2013

#### **Key Managerial Personnel**

S. NO.	NAME OF PERSON	DESIGNATION	DATE OF APPOINTMENT	DATE OF CESSATION
1.	Mr. Satish Aggarwal	Chief Financial Officer	04.02.2017	-
2.	Mrs. Sandhya Jhalani	Manager	04.02.2017	-
3.	Mr. Piyush Kumar	Company Secretary	30.01.2019	08.02.2020
4.	Mr. Pankaj Singh Bisht	Company Secretary	10.02.2020	-

Mr. Piyush Kumar resigned from the post of Company Secretary and Compliance Officer with effect from the close of business hours on February 08th, 2020. Further, Board of Directors at its meeting held on January 30th, 2020 has approved the appointment of Mr. Pankaj Singh Bisht for the position of Company Secretary and Compliance Officer of the company with effect from February 10<sup>th</sup>, 2020.

#### **RETIRE BY ROTATION**

In terms of Section 152 (6) of the Companies Act, 2013, the Board of Directors

of the Company recommends the reappointment of Mr. Vijay Bhushan (DIN: 00002421) as Director of the Company, who is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. Based on the performance evaluation and recommendation of the nomination and remuneration committee, the Board recommends his reappointment.

Brief resume has been attached as annexure of notice of AGM.

#### **APPOINTMENT OF DIRECTOR**

Pursuant to the provision of Section 152 of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) and re-enactment thereof for the time being in force) the Nomination and Remuneration Committee and Board of Directors in its meeting held on 23rd August, 2019 recommended the appointment of Ms. Madhvi Ahuja having (DIN: 00001869) as Non-Executive Director of the Company in the ensuing Annual General Meeting. The Company had received the Necessary disclosures from Ms. Madhvi Ahuja regarding her appointment.

The appointment of Ms. Madhvi Ahuja as Non-Executive Director of the Company was approved by the members with the requisite majority at the 27<sup>th</sup> Annual General Meeting held on 27th September, 2019.

#### **RE-APPOINTMENT OF INDEPENDENT DIRECTORS**

Mr. Varun Saihgal, Mr. Kuldeep Kumar Gupta and Mr. Ravindra Singh hold office as Independent Directors till the 24<sup>th</sup> September, 2019. Mr. Varun Saihgal, Mr. Kuldeep Kumar Gupta and Mr. Ravindra Singh have offered themselves for re-appointment for a second term of five consecutive years with effect from 27th September, 2019 till 26th September 2024.

In accordance with the provision of Section 149 of the Companies Act 2013, the Independent Directors have given a declaration that they meet the criteria of independence as provided in the said Section and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Re- Appointment of Mr. Varun Saihgal, Mr. Kuldeep Kumar Gupta and Mr. Ravindra Singh as Independent Directors was approved by the members with the requisite majority at the 27<sup>th</sup> Annual General Meeting held on 27th September, 2019.

#### **EVALUATION OF DIRECTORS, COMMITTEE AND BOARD**

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing regulations"), the Board of Directors has carried out evaluation of its own performance, its committees and individual directors. The performance evaluation of the independent directors was carried out by the entire Board, which includes performance of the directors and fulfillment of the independence criteria as specified in listing regulations and their independence from the management, excluding the Director being evaluated. The evaluation process has been explained in the report on Corporate Governance, which forms part of this Annual Report.

Also, the Independent Directors, at their meeting reviewed the performance of the Board, its Chairman and Non-Executive Directors of the Company.

#### **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

The meetings of the Board are scheduled at regular intervals to decide and discuss on the business performance, policies, strategies and other matters of significance. The schedules of the meetings are circulated in advance, to ensure proper planning and effective participation in meetings. Detailed information's regarding the meetings of the board is included in the report on Corporate Governance, which forms part of this Annual Report. Four (4) Board meetings were held during the financial year 2019-20 on 24.05.2019,

23.08.2019, 01.11.2019 and 30.01.2020.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

Pursuant to the provisions of Section 149 (6) & (7) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing regulations"), the Company has received individual declaration from all the Independent Directors, whose names are appended herein below, confirming, inter-alia, that they fulfill the criteria of independence as prescribed under Regulation 16 (1) (b) & other provisions of listing regulations and Section 149(6) of the Companies Act, 2013 ("Act") and the rules made there under to hold the office of Independent Director of the Company for the financial year ended March 31<sup>st</sup>, 2020 and that they have complied with the code of independent directors prescribed in Schedule IV to the Act.

1. Mr. Varun Saihgal
2. Mr. Kuldeep Kumar Gupta
3. Mr. Ravindra Singh

There has been no change in the circumstances which may affect their status as Independent Director during the financial year under review. Further, they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs ("MCA"), all the Independent Directors of the company have registered their names with the data bank of Independent Directors. Mr. Ravindra Singh and Mr. Kuldeep Kumar Gupta are exempt from online proficiency self-assessment test and Mr. Varun Saihgal is in the process of completion of online proficiency self-assessment test as per the timeline notified by the MCA.

#### **FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS**

The familiarization programme for Independent Directors is available on the website of the Company under the weblink: <http://www.bbinvestments.in/Upload/Familiarisation-Programme-For-Independent-Directors.pdf>.

#### **PARTICULARS OF EMPLOYEES AND REMUNERATION**

- A. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable on the Company.
- B. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report named as **Annexure-B**. In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company. Copies of this statement may be obtained by the members by writing to the Company Secretary.
- C. There are no employees employed throughout the financial year and in receipt of remuneration of Rupees One crore and two lakh rupees or more, or employed for part of the year and in receipt of Rupees Eight lakh and fifty thousand rupees per month or more a month, or employed throughout the financial year or part thereof, and is in receipt of remuneration in the financial year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by manager and holds by himself or along with his spouse and dependent children, not less



# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

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than two percent of the equity shares of the company, to be reported under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **POLICIES OF THE COMPANY**

### **NOMINATION AND REMUNERATION POLICY**

During the financial year 2019-20, the Company has amended the Nomination and Remuneration Policy ("policy"), by inserting the following two new conditions in criteria of independence- for directors to be appointed as Independent Directors on board of the company:

1. Who is not less than 21 years of age.
2. Who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director.

and adopted the same in accordance with the provisions of Companies Act, 2013 read with the rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of directors has further amended the policy in its meeting held on 17.08.2020 and the existing policy set out as **Annexure-C** which forms part of this report.

The Nomination and Remuneration Policy of the Company provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Nomination and Remuneration Policy can also be accessed on the website of the Company ([www.bbinvestments.in](http://www.bbinvestments.in)).

### **RISK MANAGEMENT POLICY**

The Board of Directors of the Company has approved Risk Management Policy and Guidelines, wherein all material risks faced by the Company are identified and assessed. Moreover in the said Risk Management Policy the Board has defined the structured approach to manage uncertainty, cultivating the same in their decision making pertaining to all business divisions and corporate functions. For each of the risks identified, corresponding controls are assessed and policies and procedures are put in place for monitoring, mitigating and reporting on periodic basis.

### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

Pursuant to the provisions of Section 177 of the Companies Act, 2013 a "Vigil Mechanism Policy/ Whistle Blower Policy" for Directors and employees of the Company is in place, to report their genuine concern of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports etc. During the financial year under review, no employee has been denied access to the Chairman of the Audit Committee. Also, whistle blower complaints, if any and their redressal are discussed at the meeting of Audit Committee of the Board. During the financial year under review, no such complaints were received.

Your company has maintained Vigil Mechanism/Whistle Blower Policy and posted its policy on the website [www.bbinvestments.in](http://www.bbinvestments.in)

## **COMMITTEES OF THE BOARD**

### **AUDIT COMMITTEE:**

An Audit Committee as constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013, and Regulation 18 of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 comprises of following Directors, namely:

S.No.	Name of the Member	Category
1.	Mr. Kuldeep Kumar Gupta (Chairman) DIN: 00915376	Non-Executive & Independent Director
2.	Mr. Vijay Bhushan (Member) DIN: 0002421	Non-Executive Director
3.	Mr. Ravindra Singh (Member) DIN: 00429417	Non-Executive & Independent Director
4.	Mr. Varun Saihgal (Member) DIN: 06512573	Non-Executive & Independent Director

All recommendations made by the Audit Committee during the financial year under review were accepted by the Board. The terms of reference of audit Committee and other details are included in the Corporate Governance Report.

### **NOMINATION & REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee ("NRC") as constituted by the Board of Directors of the Company, in accordance with the provisions of Section 178(3) of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, comprises of:

S.No.	Name of the Member	Category
1.	Mr. Varun Saihgal (Chairman) DIN: 06512573	Non-Executive & Independent Director
2.	Mr. Ravindra Singh (Member) DIN: 00429417	Non-Executive & Independent Director
3.	Mrs. Nisha Ahuja (Member) DIN: 00001875	Non-Executive Director

Further the NRC has formulated necessary policy on appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director. The details of "Nomination and Remuneration Policy" are explained in the Report on Corporate Governance along with the other details, which forms part of this Annual Report.

### **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholder Relationship Committee ("SRC") is constituted by the Board of Directors of the Company in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Now the Committee comprises of :

S.No.	Name of the Member	Category
1.	Mrs. Nisha Ahuja (Chairperson) DIN: 00001875	Non-Executive Director
2.	Mr. Arun Kumar Garg (Member) DIN: 00178582	Non-Executive Director
3.	Mr. Varun Saihgal (Member) DIN: 06512573	Non-Executive & Independent Director

The detailed terms of reference and other information about the committee has been provided in the Corporate Governance Report, which Forms Part of this Annual Report.

### **AUDITORS**

#### **STATUTORY AUDITOR**

M/s G.C. Agarwal & Associates, Chartered Accountants (Firm Registration No. : 017851N), were appointed as Auditors of the Company at the 25<sup>th</sup>

Annual General Meeting held on 24<sup>th</sup> August, 2017, for a term of Five (5) consecutive years from the conclusion of 25<sup>th</sup> Annual General Meeting till the conclusion of 30<sup>th</sup> Annual General Meeting of the Company to be held in the year 2022.

## **ACCOUNTING STANDARDS FOLLOWED BY THE COMPANY**

The Financial Statements of your Company have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (India Accounting Standards) Rules, 2015 and the relevant provisions of the Act and the Guidelines prescribed by the Reserve Bank of India, as applicable. Your Company has adopted Ind AS from 1st April, 2019 and the effective date of such transition is 1st April, 2018.

## **REPORTING OF FRAUDS BY AUDITORS**

During the year under review, neither the statutory auditor nor the secretarial auditor has reported, under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

## **AUDIT OBSERVATIONS**

The observations and comments given in the Auditors' Report read together with notes to accounts are self-explanatory and do not call for any further information and explanation under Section 134 (3)(f) of the Companies Act, 2013.

## **SECRETARIAL AUDITORS AND THEIR REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. Kavita Pamnani & Associates, Company Secretaries, a firm of Company Secretaries in Practice at Delhi (Membership No. FCS-6288 & CP No. 11099), as its Secretarial Auditor to conduct the secretarial audit of the Company for the financial year 2019-20.

The Report on Secretarial Audit for the financial year 2019-20, in Form MR-3, as **Annexure-D**, forms integral part of this Annual Report. There is no qualifications, reservation or adverse remarks made by Secretarial Auditors in their Report.

## **ANNUAL SECRETARIAL COMPLIANCE REPORT**

Pursuant to Securities and Exchange Board of India ("SEBI") circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, every Listed entity shall on annual basis, require a check by the Practicing Company Secretary on compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder.

In compliance with the above mentioned regulation the Company has undertaken an audit for the financial year 2019-20 for all applicable compliances as per SEBI Regulations and Circular / Guidelines issued thereunder.

The Annual Secretarial Compliance Report has been submitted to the stock exchange and also uploaded on the website of the company at [http://www.bbinvestments.in/Upload/Annual\\_Secretarial\\_Report\\_2019-20.pdf](http://www.bbinvestments.in/Upload/Annual_Secretarial_Report_2019-20.pdf). Further such report also forms part of this Annual Report as **Annexure F**.

## **SECRETARIAL STANDARDS**

The Company complied with all applicable mandatory secretarial standards, prescribed under Section 118(10) of the Companies Act, 2013, issued by the Institute of Company Secretaries of India. The directors have devised proper systems to ensure compliance with the provisions of all applicable secretarial standards and such systems are adequate and operating effectively.

## **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")**

### **(A) TRANSFER OF UNPAID/UNCLAIMED DIVIDEND**

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the dividend, which remains unpaid or unclaimed for a period of 7 years from the date of transfer to the unpaid dividend account of the Company, is required to be transferred to IEPF. During the financial year ended March 31, 2020 your Company has transferred Rs. 203727/- for the financial year 2011-12 to the IEPF.

### **(B) TRANSFER OF SHARES UNDERLYING UNCLAIMED/UNPAID DIVIDEND**

In Pursuance of the provisions of Section 124(6) of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, in addition to the transfer of amount of unclaimed/unpaid dividend to the IEPF, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

Individual reminders has been sent to concerned shareholders advising them to encash their dividend and the complete list of such shareholders whose shares are due for transfer to the IEPF is also placed on the website of the Company i.e. [www.bbinvestments.in](http://www.bbinvestments.in).

The Company In Compliance with the aforesaid Provisions and the Rules has transferred 28,200 Equity Shares Having Face Value of Rs. 10/- each belonging to 91 shareholders underlying the unclaimed dividends considering the final dividend declared for the Financial Year 2011-12 as the base.

Members may note that the dividend and shares transferred to the IEPF can be claimed back by the concerned shareholders from the IEPF authority after complying with the procedure prescribed under the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

## **ANNUAL RETURN**

In accordance with the Companies Act, 2013, an Extract of the Annual Return for the financial year ended March 31, 2020 in the prescribed format is attached as **Annexure-E**, which forms part of this report. A Copy of annual return of the Company is also available on the website of the Company at <http://www.bbinvestments.in/Static/Downloadnew.aspx#>.

## **DISCLOSURE OF SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company does not fall in requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. No employees (permanent, contractual, temporary, trainees) are covered under this policy.

Further the requirement to constitute the Internal Complaints Committee (ICC) to resolve sexual harassment complaints, are not applicable on the Company.

## **DIRECTORS RESPONSIBILITY STATEMENT**

In terms of provisions of Section 134(3) (C) read with Section 134(5) of the Companies Act, 2013 ("the Act"), the Board of Directors hereby confirms that:

- a. in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March 2020, all the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- b. such accounting policies have been selected and applied consistently and the Directors have 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 as at March 31<sup>st</sup>, 2020 and of the profit and loss of the company for the year ended on that date;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company for the year ended 31<sup>st</sup> March 2020 have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively during the year ended 31<sup>st</sup> March, 2020; and
- f. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively during the year ended 31<sup>st</sup> March, 2020.

**STATUTORY COMPLIANCES**

Your Company has complied with all the rules and regulations which are stipulated on the corporate sector from time to time by various Statutory Authorities.

**MATERIAL CHANGES AND COMMITMENT IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FINANCIAL YEAR AND TILL THE DATE OF THIS REPORT**

No material changes and commitments which could affect the Company's Financial Position have occurred since the close of the financial year i.e. March 31<sup>st</sup>, 2020 till the date of this Board's Report.

**RBI GUIDELINES**

Your Company is complying with all the guidelines of the Reserve Bank of India for Non-Banking Finance Company. In terms of Para 13 of the NBFC Regulations, the particulars as applicable to the Company are appended to

the Balance Sheet.

**LISTING OF EQUITY SHARES**

The equity shares of the Company are listed on BSE Limited. The BSE have nation-wide trading terminals and therefore provide full liquidity to investors. The listing fee for the year 2020-21 has already been paid.

**HUMAN RESOURCE & INDUSTRIAL RELATIONS**

Industrial Relations were harmonious throughout the year. The Board wishes to place on record their sincere appreciation to the co-operation extended by all employees in maintaining cordial relations and their commitment towards the growth of the Company.

**ACKNOWLEDGMENT**

Your Company takes pride in all of its highly motivated officers, employees and workers, who have been wholeheartedly supporting and sincerely contributing their best for the sustained success and growth of your Company as well as maintaining harmonious relations throughout the Company.

Your Directors also place on record their sincere thanks and appreciation for the continuing support and assistance received from the banks, government as well as non-government authorities, customers, vendors and members during the period under review.

The Board would like to take this opportunity to express its gratitude to you all, partners in our enterprise, for your confidence, encouragement and unstinting support.

For & on Behalf of the Board of Directors  
For Bharat Bhushan Finance & Commodity Brokers Limited

Sd/-	Sd/-
NISHA AHUJA	VIJAY BHUSHAN

Place : New Delhi	DIRECTOR	DIRECTOR
Date :17 <sup>th</sup> August, 2020	(DIN : 00001875)	(DIN : 00002421)

### ANNEXURE 'A'

#### 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

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

Name(s) of the related party and 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	Justification for entering into such contracts or arrangements or transactions	Date (s) 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
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Booking of Profit/Loss on F&O transaction	25.04.2019	1. Booking of Profit/Loss on F&O transaction for the month of April, 2019 expired on 25.04.2019. 2. Amount of Brokerage paid is Rs. 30.00. 3. Amount of transaction -15696.93/-	Low Rate of Brokerage	24.05.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Booking of Profit/Loss on F&O transaction	30.05.2019	1. Booking of Profit/Loss on F&O transaction for the month of May, 2019 expired on 30.05.2019. 2. Amount of Brokerage paid is Rs. 62.00. 3. Amount of transaction -(12343.71)-	Low Rate of Brokerage	24.05.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Sale of Shares	07.06.2019	1. Sale of 250 shares of UNITED SPIRITS LTD. @ 563.07 and Sale of 100 shares of WHIRLPOOL INDIA LTD. @ 1541.71. 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -294938.50/-	Low Rate of Brokerage	24.05.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Sale of Shares	07.06.2019	1 Sale of 25 shares of WHIRLPOOL INDIA LTD. @ 1541.71. 2. Brokerage charged by the BBET@0.05/-per share 3.Amount of transaction -38542.75/-	Low Rate of Brokerage	24.05.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Sale of Shares	24.06.2019	1. Sale of 1000 shares of TITAN CO. LTD.. @ 1295.425. 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -1295425.00/-	Low Rate of Brokerage	24.05.2019	Nil	Nil

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Name(s) of the related party and 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	Justification for entering into such contracts or arrangements or transactions	Date (s) 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
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Purchase of Shares	24.06.2019	1. Purchase of 1000 shares of TITAN CO. LTD. @ 1295.791. 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -1295791.00/-	Low Rate of Brokerage	24.05.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Booking of Profit/Loss on F&O transaction	27.06.2019	1. Booking of Profit/Loss on F&O transaction for the month of June, 2019 expired on 27.06.2019. 2. Amount of Brokerage paid is Rs. 113.00. 3. Amount of transaction -33804.30/-	Low Rate of Brokerage	24.05.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Booking of Profit/Loss on F&O transaction	25.07.2019	1. Booking of Profit/Loss on F&O transaction for the month of July, 2019 expired on 25.07.2019. 2. Amount of Brokerage paid is Rs. 126.00. 3. Amount of transaction -55701.05/-	Low Rate of Brokerage	23.08.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Sale of Shares	23.08.2019	1. Sale of 1500 shares of Deewan Housing Finance Corporation Ltd. @ 45.939 . 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -68908.50/-	Low Rate of Brokerage	23.08.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Booking of Profit/Loss on F&O transaction	29.08.2019	1. Booking of Profit/Loss on F&O transaction for the month of August, 2019 expired on 29.08.2019. 2. Amount of Brokerage paid is Rs. 91.00/- 3. Amount of transaction -38642.55/-	Low Rate of Brokerage	23.08.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Sale of Shares	20.09.2019	1. Sale of 800 shares of Reliance Nippon Life Asset Ltd. @ 233.5075. 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -186806.00/-	Low Rate of Brokerage	23.08.2019	Nil	Nil



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Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Booking of Profit/Loss on F&O transaction	26.09.2019	1. Booking of Profit/Loss on F&O transaction for the month of September, 2019 expired on 26.09.2019 2. Amount of Brokerage paid is Rs. 65.00/- 3. Amount of transaction -21671.84/-	Low Rate of Brokerage	23.08.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Booking of Profit/Loss on F&O transaction	31.10.2019	1. Booking of Profit/Loss on F&O transaction for the month of October, 2019 expired on 31.10.2019. 2. Amount of Brokerage paid is Rs. 92.00. 3. Amount of transaction -15,610.76/-	Low Rate of Brokerage	01.11.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Sale of Shares	11.11.2019	1. Sale of 500 shares of Waterbase Ltd. @146.09. 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -73,045.00/-	Low Rate of Brokerage	01.11.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Purchase of Shares	22.11.2019	1. Purchase of 1000 shares of ITC Ltd. @ 248.619. 2 Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -2,48,619.00/-	Low Rate of Brokerage	01.11.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Booking of Profit/Loss on F&O transaction	28.11.2019	1. Booking of Profit/Loss on F&O transaction for the month of November, 2019 expired on 28.11.2019. 2. Amount of Brokerage paid is Rs. 90.00. 3. Amount of transaction -(1,739.41)/-	Low Rate of Brokerage	01.11.2019	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Booking of Profit/Loss on F&O transaction	26.12.2019	1. Booking of Profit/Loss on F&O transaction for the month of December, 2019 expired on 26.12.2019. 2. Amount of Brokerage paid is Rs. 62.00. 3. Amount of transaction -69,461.78/-	Low Rate of Brokerage	01.11.2019	Nil	Nil

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Name(s) of the related party and 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	Justification for entering into such contracts or arrangements or transactions	Date (s) 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
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Sale of Shares	03.01.2020	1. Sale of 1000 shares of Waterbase Ltd. @146.915. 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -1,46,915.00/-	Low Rate of Brokerage	30.01.2020	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Purchase of Shares	08.01.2020	1. Purchase of 500 shares of Waterbase Ltd. @ 139.164. 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -69,582.00/-	Low Rate of Brokerage	30.01.2020	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Sale of Shares	09.01.2020	1 Sale of 21 shares of Waterbase Ltd. @141.094. 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -2,962.98/-	Low Rate of Brokerage	30.01.2020	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Purchase of Shares	10.01.2020	1. Purchase of 21 shares of Waterbase Ltd. @ 138.14. 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -2,900.94/-	Low Rate of Brokerage	30.01.2020	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Sale of Shares	16.01.2020	1. Sale of 500 shares of Waterbase Ltd. @157.734. 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -78,867.00/-	Low Rate of Brokerage	30.01.2020	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Sale of Shares	29.01.2020	1. Sale of 1000 shares of Fortis Healthcare Ltd. @155.001. 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -1,55,001.00/-	Low Rate of Brokerage	30.01.2020	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Booking of Profit/Loss on F&O transaction	30.01.2020	1. Booking of Profit/Loss on F&O transaction for the month of January, 2020 expired on 30.01.2020. 2. Amount of Brokerage paid is Rs. 31.00. 3. Amount of transaction -25,126.42/-	Low Rate of Brokerage	30.01.2020	Nil	Nil

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Name(s) of the related party and 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	Justification for entering into such contracts or arrangements or transactions	Date (s) 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
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Purchase of Shares	07.02.2020	1. Purchase of 1701 shares of India Grid Ltd. @ 94.063. 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -1,60,001.00/-	Low Rate of Brokerage	30.01.2020	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Booking of Profit/Loss on F&O transaction	27.02.2020	1. Booking of Profit/Loss on F&O transaction for the month of February, 2020 expired on 27.02.2020. 2. Amount of Brokerage paid is Rs. 67.50. 3. Amount of transaction -8,129.46/-	Low Rate of Brokerage	30.01.2020	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Purchase of Shares	26.03.2020	1. Purchase of 375 shares of Larsen & Tuobro Ltd. @ 842.093 2. Brokerage charged by the BBET@0.05/-per share. 3. Amount of transaction -3,15,785.00/-	Low Rate of Brokerage	30.01.2020	Nil	Nil
Bharat Bhushan Equity Traders Limited, and some of the directors are common in both the Companies	Booking of Profit/Loss on F&O transaction	26.03.2020	1. Booking of Profit/Loss on F&O transaction for the month of March, 2020 expired on 26.03.2020 2. Amount of Brokerage paid is Rs. 37.50. 3. Amount of transaction -(94,095.92)/-	Low Rate of Brokerage	30.01.2020	Nil	Nil

## 2. Details of material contracts or arrangements or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangement/ 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 advance, if any

For & on Behalf of the Board of Directors  
For Bharat Bhushan Finance & Commodity Brokers Limited

Sd/-

Sd/-

NISHA AHUJA  
DIRECTOR

VIJAY BHUSHAN  
DIRECTOR

(DIN : 00001875)

(DIN : 00002421)

Place : New Delhi  
Date :17<sup>th</sup> August, 2020

## ANNEXURE 'B'

### Particulars of Employees

#### A. Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name of Directors & Key Managerial Personnel	Designation	Remuneration of Director/ KMP for Financial Year 2019-20 (in lacs)	% increase in Remuneration in the Financial Year 2019-20	Ratio of Remuneration to Median remuneration of all employees
Satish Aggarwal	Chief Financial Officer	5.25	5.00	1.5:1
Pankaj Singh Bisht (Appointment w.e.f. 10.02.2020)	Company Secretary	3.44	-	1:1
Piyush Kumar (Resigned w.e.f. 08.02.2020)				
Sandhya Jhalani	Manager	4.35	5.00	1.5:1

#### Notes:

- There were 5 permanent employees on the rolls of the Company as on March 31, 2020.
- Compared to the previous year 2018-19, the figures for the current year 2019-20 reflects that:
  - Gross Turnover (increase), PBT (increase) and EPS (increase) has grown by 14.53 %, 15.15 % & 165% respectively.
  - Median remuneration and average remuneration of all employees has been increased by 5% appx.
  - Average remuneration of employees excluding Key Managerial Personnel has been increased by 5% appx
  - Remuneration of Key Managerial Personnel (CFO and Manager) has increased by 5.00%.
- The Directors' of the Company are only entitled to sitting Fees for attending Board/ Committee Meetings and the same does not form part of the remuneration specified under Section 197(1) of the Companies Act, 2013, hence the same is not applicable.
- The PE ratio as on 31st March, 2020 stood at 16.24 (31st March, 2019: 79.78).
- Performance Bonus of Executive Directors and Commission of Non-Executive Directors are the variable components of their remuneration. Key parameters for determining the same are provided in the Remuneration Policy of the Company.

#### B. Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name	Age	Designation/ Nature of Duties	Gross Remuneration (₹)	Net Remuneration (₹)	Qualification	Experience (Years)	Date of Commencement of Employment	Previous Employment/ Position Held
NOT APPLICABLE								

#### Notes:

- Remuneration includes salary, performance bonus, allowances & other benefits /applicable perquisites except contribution to the approved Pension Fund under the defined benefit scheme and Gratuity Funds and provisions for leave encashment which are actuarially determined on an overall Company basis. The term 'remuneration' has the meaning assigned to it under the Companies Act, 2013.
- The Company has not incurred any expenditure for Stock Options granted at 'market price' [within the meaning of the erstwhile SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines,1999] to the Directors, Key Managerial Personnel and other Employees under its Employee Stock Option Schemes, which can be ascribed to any individual Director, Key Managerial Personnel or other Employees.
- Net remuneration comprises cash income less :
  - income tax, surcharge (as applicable) & education cess deducted at source.
  - manager's own contribution to Provident Fund.
- All appointments are/were contractual in accordance with terms and conditions as per Company Rules.
- None of the above employees is a relative of any Director of the Company.
- It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.
- Increase in the salaries of employees other than managerial personnel and that of the managerial personnel is in line with the industry practice and within the normal range.

**ANNEXURE 'C'****NOMINATION AND REMUNERATION POLICY****1. Background**

- 1.1 The objective of Nomination and Remuneration Policy is to ensure rationale and objectivity in the remuneration of the Directors, Senior Management & employees of the Company.
- 1.2 The Policy also intends to bring in a pragmatic methodology in screening of candidates who may be recommended to the position of Directors and senior management and to establish effective evaluation criteria to evaluate the performance of every Director and the overall Board of the Company.
- 1.3 The Policy also serves as a guiding principle to ensure good Corporate Governance as well as to provide sustainability to the Board of Directors of the Company.

**2. Framework**

- 2.1 The requirement of formulating a Nomination and Remuneration Policy stems out from the provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force ("act") and from the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended or replaced from time to time.
- 2.2 Any other Law and Statute as may be applicable for the time being in force.

**2.3 DEFINITIONS**

In this Remuneration Policy, unless the context otherwise requires:

- i. "Act" means the Companies Act, 2013 including any modification or re-enactment thereof;
- ii. "Board" means the Board of Directors of the Bharat Bhushan Finance and Commodity Brokers Limited ("company");
- iii. "Committee" means Nomination and Remuneration Committee of the Board constituted in accordance with the provisions of Section 178 of the Act and the Listing Regulations;
- iv. "Independent Director" means the independent director of the Company appointed in pursuance of the Act and Listing Regulations;
- v. "Key Managerial Personnel" or "KMP" means the person(s) appointed as such in pursuance of Section 203 of the Act read with Section 2(51) of the Act;
- vi. "Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended or replaced from time to time;
- vii. "Relevant Laws" means the Act, Rules and Listing Regulations;
- viii. "Rules" means the rules framed under the Act, as amended or replaced from time to time; and
- ix. "Senior Management" means the employees of the Company holding the position of Manager, Company Secretary and Chief Financial Officer of the Company.

**3. Objective**

- 3.1 To identify suitable persons, interview them, if necessary, and recommend them as suitable candidates to fill up vacancies on the Board or augment the Board and Senior Management.
- 3.2 To ensure the optimum composition of the Board of Directors

ensuring a mix of knowledge, experience and expertise from diversified fields of knowledge.

- 3.3 To lay down criteria for the evaluation of the Board.
- 3.4 To formulate a criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a Policy thereon.
- 3.5 To formulate criteria for evaluation of Directors.

**4. Eligibility Criteria for recommending a candidate to be appointed on the Board of Directors.**

The Committee may consider the following parameters while considering the credentials of potential candidates for Directorship in the Company.

**4.1 Educational Qualification:**

- Possess any Graduation/ Post Graduation/ M. Phil / Doctorate
- Possess any other Professional Qualification / Degree/ Diploma
- Possess requisite qualifications (wherever applicable) as may be prescribed under any law, rules, regulations and Listing Regulations

**4.2 Experience / Expertise**

- Possess appropriate skills, knowledge and experience (including the proficiency in case of appointment of independent directors) in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.

Explanation.-For the purposes of aforesaid clause, the expression "proficiency" means the proficiency of the independent director as ascertained from the online proficiency self-assessment test conducted by the institute notified under sub-section (1) of section 150 of the act.

**4.3 Disqualifications**

- The Candidate is of unsound mind.
- The Candidate is an undischarged insolvent.
- The Candidate has applied to be adjudicated as an insolvent and his application is pending.
- The Candidate have been convicted by a Court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six (6) months and a period of five years has not elapsed from the date of expiry of the sentence or has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more.
- An order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force..
- The Candidate has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call..
- The Candidate has been convicted of the offence dealing with related party transactions under section 188 of the act, at any time during the last preceding five (5) years..
- The Candidate has not complied with the provisions of sub-section (1) of section 165 of the act.



**4.4 Qualifications**

- The Candidate must be holding his Director Identification Number (DIN).
- The Candidate is not or has not been a Director of a Company during the period of last five (5) years, which has not filed Financial Statements or Annual Returns for any continuous three (3) financial years.
- The Candidate is not or has not been a Director of the Company which, during the period of last five (5) years, has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more.
- The Candidate should not have been found guilty of any offence consisting of violation of Rules/ Regulations/ Legislative requirements by Customs/ Excise/ Income Tax Authority/ Foreign Exchange/ Other Revenue Authorities.

**4.5 Other Eligibility Criteria**

- Each director must be an individual of high personal and professional integrity and ethical character.
- The candidate should have exhibited behavior that indicates he or she is committed to the highest ethical standards.
- The candidate should not deprive the Company of any opportunity that belongs to the Company.
- He should not be in a position of diverting the corporate opportunity for own benefits or to others, to the detriment of the Company.
- The candidate must not at any time compete with the company in respect of any business transaction.
- Each director must possess the ability to exercise sound business judgment on a broad range of issues.
- The candidate has achieved prominence in his or her business, governmental or professional activities, and has built a reputation that demonstrates the ability to make the kind of important and sensitive judgments that the Board is called upon to make.
- The Nomination and Remuneration Committee must be satisfied that the candidate will effectively, consistently and appropriately take into account and balance the legitimate interests and concerns of all of the Company's shareholders and other stakeholders in reaching decisions, rather than advancing the interests of a particular constituency.
- The Nomination and Remuneration Committee must satisfy itself that the candidate will be able to devote sufficient time and energy to the performance of his or her duties as a Director.

**4.6 Fit and Proper Criteria**

The Nomination and Remuneration Committee shall undertake a process of Due Diligence based on the criteria of qualifications, technical expertise, track record, integrity etc. The basic objective of ascertaining the fit and proper criteria shall be to put in place an internal supervisory process on a continuing basis and to determine the suitability of the person for appointment / continuing to hold appointment as a Director on the Board of the Company.

The Committee shall undertake such Due Diligence exercise at the time of appointment as well as the time of renewal of the Directorships of the incumbent.

**4.7 Criteria For Independence – For Directors to be appointed as Independent Director on Board of the Company**

In case of appointment as Independent Director, the person should fulfill the criterion of independence prescribed under the Act, Rules and the Listing Regulations.

**5. Eligibility Criteria for recommending a candidate at Senior Management**

A person proposed to be employed by the Company at Senior Management shall fulfill the following criterion:

- a) He / she should be a person of integrity with high level of ethical standards.
- b) The person should possess adequate qualification, positive attributes, expertise and experience commensurate with the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / adequate for the concerned position.
- c) The person should not have been convicted by a court of law of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for 6 months or more during last 5 years or imprisonment for 7 years or more at any point in time.
- d) The person should possess requisite qualifications (wherever applicable) as may be prescribed under any law, rules, regulations and Listing Regulations.

**6. Removal:**

Due to any disqualification mentioned in the Act, Rules or under any other law, rules and regulations, the Committee may recommend to the Board, removal of the concerned Director, KMP or Senior Management personnel from the services of the Company, with the reasons recorded in writing. Such removal of a Director, KMP or Senior Management personnel by the Board shall be subject to the provisions and in compliance of the Act, Rules and any other laws, rules and regulations, as may be applicable.

**7. Remuneration Policy****I. Board Level Remuneration Structure****1. For Executive Directors (MD and Whole-Time Director)**

- The remuneration will be paid as approved from time to time subject to the approval of the Board and Shareholders, as the case may be, and as per the applicable provisions of Companies Act, 2013 and under any other Act/ Rules/ Regulations for the time being in force.

**2. In case of Non-Executive / Independent Directors**

**Sitting Fees** – The Non-Executive/Independent Directors shall be paid sitting fees for attending each meeting of the Board and various Committee/s of Directors. The Sitting Fees may be determined/ revised by the Board of Directors from time to time subject to the overall limits as prescribed under the applicable provisions of the Companies Act, 2013 and the rules framed thereunder.

**II. Other than Board Level**

Apart from the directors, the remuneration of-

- All the KMPs and
- Senior Management of the Company

shall be determined by the concerned Department of the Company in consultation with the Manager by considering his/her qualification, skills, experience and the relevant policy of the Company.

The remuneration determined for all the above said KMPs and the Senior Personnel shall be in line with the Company's philosophy to provide fair compensation to key - executive officers based on their performance and contribution to the Company and to provide incentives that attract and retain key executives, instill a long-term commitment to the Company, and develop a pride and sense of Company ownership, all in a manner consistent with shareholder interests.

Decisions on Annual Increments of above said KMPs and the Senior Personnel shall be decided by the Human Resources Department in consultation with the Manager.

## 8. Monitoring and Evaluation

The Nomination and Remuneration Committee shall evaluate the performance of the Directors and the overall Board broadly on the basis of below mentioned criteria:

- Whether the Directors / Board have acted in accordance with the provisions of the Articles of Association of the Company.
- The Committee shall assemble all information regarding a candidate's background and qualifications to determine if the candidate possesses or satisfies the minimum skills and qualifications that a director must possess.
- The Committee shall evaluate a candidate's mix of skills and qualifications and determine the contribution the candidate could be expected to make to the overall functioning of the Board.
- The Committee shall give due consideration to the overall Board balance of diversity of perspectives, backgrounds and experiences.
- With respect to current directors, the Committee shall consider past attendance at meetings and assess the participation in and contributions to the activities of the Board.
- Whether the Directors / Board have acted in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the Community and for the protection of environment.
- Whether the Director / Board has exercised their duties with due and reasonable care, skill and diligence and whether the Director / Board have exercised independent judgment.
- Whether the Director / Board have involved in a situation in which he / they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- The Committee shall recommend director to the Board based on its assessment of overall suitability to serve on the Board in accordance with this Policy.

## 9. Board Diversity

**This Board diversity section of the policy sets out the approach to diversity on the Board of the Company. The Committee will consider the benefits of diversity in identifying and recommending persons for Board membership, as well as evaluating the Board and its individual members. Further, the committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical condition, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.**

Accordingly, the Committee shall -

- Ensure that the Board comprises of Directors from diversified fields of knowledge and experience.

- Ensure that the Board should have Directors who can add professionalism and objectivity in the decision making process.
- Ensure that the overall Board should reflect representatives from areas like finance, law, accountancy, economics, administration and other disciplines concerning the operational interests of the Company at large.
- Assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board.
- Make recommendation to the Board requirements, if any, in relation to diversity on the Board.

### **CRITERIA FOR EVALUATION OF PERFORMANCE OF INDEPENDENT DIRECTORS OF THE COMPANY**

The performance of independent directors shall be evaluated by assigning rating on each parameter.

The rating scale is as under:

Scale	Performance
5	Exceptionally good
4	Good
3	Satisfactory
2	Needs Improvement
1	Unacceptable

Parameters are:

1. Compliance with Article of Association, Companies Act and other Laws.
2. Compliance with ethical standard & code of conduct of company.
3. Rendering independent, unbiased opinion.
4. Attendance & presence in meetings of Board & committees.
5. Attendance & presence in general meetings.
6. Leadership qualities.
7. Qualifications
8. Disclosure of non-independence.
9. Independent view on key appointments & strategy formulation.
10. Objective evaluation of Board's performance
11. Review of integrity of financial information & risk management
12. Safeguard of stakeholders' interests
13. Determination of level of remuneration of KMPs
14. Updation of skills and knowledge
15. Punctuality
16. Information regarding external environment
17. Raising of concerns to the Board
18. Safeguarding interest of whistle-blowers under vigil mechanism
19. Reporting of frauds, violation etc.
20. Team work attributes
21. Safeguard of confidential information

### **GENERAL**

This Policy can be amended, modified or revised by the Board from time to time. In case any provisions of this Policy are contrary or inconsistent with the provisions of the Relevant Laws, the provisions of Relevant Laws shall prevail.

**ANNEXURE 'D'****Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

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

**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

To,

**The Members,****Bharat Bhushan Finance & Commodity Brokers Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bharat Bhushan Finance & Commodity Brokers Limited (hereinafter referred to as "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Bharat Bhushan Finance & Commodity Brokers Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (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; (NOT APPLICABLE TO THE COMPANY DURING THE PERIOD UNDER AUDIT)
- (v) The following Regulations and Guidelines prescribed under the

Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits), Regulations, 2014;(NOT APPLICABLE TO THE COMPANY DURING THE PERIOD UNDER AUDIT)
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (NOT APPLICABLE TO THE COMPANY DURING THE PERIOD UNDER AUDIT)
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (NOT APPLICABLE TO THE COMPANY DURING THE PERIOD UNDER AUDIT)
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and (NOT APPLICABLE TO THE COMPANY DURING THE PERIOD UNDER AUDIT)
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.
- (vi) Reserve Bank of India Regulation relating to Non Banking Finance Companies (not accepting public deposits )

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India :

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**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 carried on or entered into any transaction or specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

referred to above during the period of audit.

**For Kavita Pamnani & Associates**  
**Company Secretaries**  
Sd/-

**Place: New Delhi**  
**Date: 17.08.2020**

**Kavita Pamnani**  
**(Prop.)**  
**FCS No. : F6288**  
**CP No. : 11099**  
**UDIN: F006288B000584360**

This report should be read with my letter of even date which is annexed as **Annexure A** and form an intergal of this report.

**'ANNEXURE-A'**

**TO,**

**THE MEMBERS,**

**BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management

representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Kavita Pamnani & Associates**  
**Company Secretaries**  
Sd/-

**Place: New Delhi**  
**Date: 17.08.2020**

**Kavita Pamnani**  
**(Prop.)**  
**FCS No. : F6288**  
**CP No. : 11099**  
**UDIN: F006288B000584360**

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

**BHARAT  
BHUSHAN**

## ANNEXURE 'E'

Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

as on the Financial Year ended on 31<sup>st</sup> March, 2020

[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:

i	CIN	L67120DL1992PLC049038
ii	Registration Date	03.06.1992
iii	Name of the Company	BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED
iv	Category/Sub-category of the Company	Company Limited by shares
v	Address of the Registered office & contact details	503, Rohit House, 3, Tolstoy Marg, Connaught Place, New Delhi-110001
vi	Whether listed company	Listed
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any	Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110 055

#### 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.	The Company is engaged in investments and dealing in shares and other securities, providing loan & advances and other related activities	64990	100%

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

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

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

##### i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the Year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
(1) Indian									
(a) Individual/ HUF	1819270	0	1819270	53.82	1779624	0	1779624	52.65	-1.17
(b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e) Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(f) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub total (A)(1):-</b>	<b>1819270</b>	<b>0</b>	<b>1819270</b>	<b>53.82</b>	<b>1779624</b>	<b>0</b>	<b>1779624</b>	<b>52.65</b>	<b>-1.17</b>
<b>A. (2) Foreign</b>									
(g) NRIs-Individuals	0	0	0	0	45907	0	45907	1.36	1.36
(h) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(i) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(j) Bank/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(k) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-Total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>45907</b>	<b>0</b>	<b>45907</b>	<b>1.36</b>	<b>1.36</b>
<b>Total Shareholding of Promoters (A)= (A)(1) + (A)(2)</b>	<b>1819270</b>	<b>0</b>	<b>1819270</b>	<b>53.82</b>	<b>1825531</b>	<b>0</b>	<b>1825531</b>	<b>54</b>	<b>0.18</b>



# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

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Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the Year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Banks/Fl	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(i) Others : (Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(1):</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>2. Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	45526	3400	48926	1.45	41505	2400	43905	1.3	-0.15
(ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Individual									
(i) Individual shareholders holding nominal shares capital upto Rs. 2 lakh	634158	299921	934079	27.63	634977	266021	900998	26.65	-0.98
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 2 lakh.	268185	Nil	268185	7.93	270512	Nil	270512	8	0.07
(c) Others (specify)									
(i) Clearing Members	134	Nil	134	0.004	2517	Nil	2517	0.070	0.066
(ii) HUF	44808	Nil	44808	1.33	44839	Nil	44839	1.33	Nil
(iii) NRI	933	8000	8933	0.26	431	7500	7931	0.23	-0.03
(iv) Corp. Bodies (OCB)	12500	Nil	12500	0.37	12500	Nil	12500	0.37	Nil
(v) Clearing House/ Public House	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(vi) NBFC registered with RBI	1200	Nil	1200	0.04	1200	Nil	1200	0.04	Nil
(vii) Trust	900	Nil	900	0.03	300	Nil	300	0.01	-0.02
(viii) IEPF	241465	0	241465	7.14	269565	Nil	269565	7.97	0.83
(ix) Others- Non Resident Non Repatriates	Nil	Nil	Nil	Nil	602	Nil	602	0.02	0.02
<b>Sub-total(B)(2):-</b>	1249809	311321	1561130	46.18	1278948	275921	1554869	46	-0.18
<b>Total Public shareholding(B) = (B)(1)+(B)(2)</b>	1249809	311321	1561130	46.18	1278948	275921	1554869	46	-0.18
<b>C. Shares held by custodians for GDRs &amp; ADRs</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Grand Total (A+B+C)</b>	3069079	311321	3380400	100	3104479	275921	3380400	100	Nil

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

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## ii) SHAREHOLDING OF PROMOTERS

S. No.	Name of Shareholders	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares pledge/encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledge/encumbered to total shares	
1	VIJAY BHUSHAN	801068	23.70	NIL	804323	23.79	NIL	0.09
2	VIJAY BHUSHAN (HUF)	900	0.03	NIL	900	0.03	NIL	NIL
3	NISHA AHUJA	655826	19.40	NIL	679413	20.10	NIL	0.7
4	JOGESH CHANDER AHUJA*	66488	1.97	NIL	NIL	NIL	NIL	-1.97
5	JOGESH CHANDER AHUJA (HUF)	118607	3.51	NIL	118607	3.51	NIL	NIL
6	SANGEETA BHUSHAN	104565	3.09	NIL	104565	3.09	NIL	NIL
7	MADHVI AHUJA	33905	1.00	NIL	33905	1.00	NIL	NIL
8	SANDHYA JHALANI	30413	0.90	NIL	30413	0.90	NIL	NIL
9	SANT KUMARI AGRAWAL	1500	0.04	NIL	1500	0.04	NIL	NIL
10	SAVI BHUSHAN	100	0.00	NIL	100	0.00	NIL	NIL
11	KANTA AHUJA	5000	0.15	NIL	5000	0.15	NIL	NIL
12	MADHAV BHARAT BHUSHAN	898	0.03	NIL	898	0.03	NIL	NIL
13	UDAY AHUJA	NIL	NIL	NIL	45907	1.36	NIL	1.36
	<b>Total</b>	<b>1819270</b>	<b>53.82</b>	<b>NIL</b>	<b>1825531</b>	<b>54.00</b>	<b>NIL</b>	<b>0.18</b>

\*Deceased on 30/06/2019

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

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	1819270	53.82		
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
1	Nisha Ahuja				
	July 29, 2019 - Acquired by inheritance	20581	0.61	1839851	54.43
2	Uday Ahuja				
	December 26, 2019 - Acquired by inheritance	45907	1.37	1885758	55.79
3	Jogesh Chand Ahuja				
	December 26, 2019 - Transmission	-66488	-1.97	1819270	53.82
4	Nisha Ahuja				
	March 16, 2020 - Market Purchase	3000	0.09	1822270	53.91
5	Vijay Bhushan				
	March 16, 2020 - Market Purchase	3000	0.09	1825270	54
	March 18, 2020 - Market Purchase	5	0	1825275	54
6	Nisha Ahuja				
	March 24, 2020 - Market Purchase	6	0	1825281	54
7	Vijay Bhushan				
	March 24, 2020 - Market Purchase	250	0	1825531	54
	At the end of the year (or on the date of separation, if separated during the year)			1825531	54

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

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Shareholding Pattern of Top 10 shareholders (other than Directors, Promoters and holders of GDR's and ADR's) as on March 31, 2020:

S. No.	Particulars	Shareholding as on 1 <sup>st</sup> April, 2019		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Investor Education and Protection Fund				
	<b>At the beginning of the year</b>	<b>241465</b>	<b>7.14</b>	<b>241465</b>	<b>7.14</b>
	Date wise Increase / (Decrease) in Shareholding during the year				
	November 01, 2019 - Decrease	100	0	241365	7.14
	January 10, 2020 - Increase	27000	0.80	268365	7.94
	January 17, 2020 - Increase	1200	0.03	269565	7.97
	<b>At the end of the year</b>			<b>269565</b>	<b>7.97</b>
2	Jose Varkey Naduthottam				
	<b>At the beginning of the year</b>	<b>84435</b>	<b>2.50</b>	<b>84435</b>	<b>2.50</b>
	Date wise Increase / (Decrease) in Shareholding during the year				
	May 17, 2019 - Purchase	1049	0.03	85484	2.53
	June 14, 2019 - Purchase	85	0.00	85569	2.53
	August 02, 2019 - Purchase	90	0.00	85659	2.53
<b>At the end of the year</b>			<b>85659</b>	<b>2.53</b>	
3	Milan Dhar				
	<b>At the beginning of the year</b>	<b>71157</b>	<b>2.10</b>	<b>71157</b>	<b>2.10</b>
	Date wise Increase / (Decrease) in Shareholding during the year				
	April 05, 2019 - Purchase	176	0.01	71333	2.11
	April 12, 2019 - Purchase	1005	0.03	72338	2.14
	July 26, 2019 - Sale	2408	0.07	69930	2.07
	August 02, 2019 - Purchase	2408	0.07	72338	2.14
	September 13, 2019 - Purchase	94	0.00	72432	2.14
	March 31, 2020 - Sale	1875	0.06	70557	2.09
	<b>At the end of the year</b>			<b>70557</b>	<b>2.09</b>
4	Guntupalli Harish				
	<b>At the beginning of the year</b>	<b>55878</b>	<b>1.65</b>	<b>55878</b>	<b>1.65</b>
	Date wise Increase / (Decrease) in Shareholding during the year				
	August 30, 2019 - Purchase	5	0.00	55883	1.65
	November 01, 2019 - Purchase	99	0.00	55982	1.66
	January 10, 2020 - Purchase	200	0.01	56182	1.66
	January 24, 2020 - Purchase	4	0.00	56186	1.66
	February 28, 2020 - Purchase	1395	0.04	57581	1.70
<b>At the end of the year</b>			<b>57581</b>	<b>1.70</b>	
5	Integrated Financial Services Limited				
	<b>At the beginning of the year</b>	<b>30000</b>	<b>0.89</b>	<b>30000</b>	<b>0.89</b>
	Date wise Increase / (Decrease) in Shareholding during the year	NIL	NIL	30000	0.89
	<b>At the end of the year</b>			<b>30000</b>	<b>0.89</b>
6	Balram Bharwani				
	<b>At the beginning of the year</b>	<b>22621</b>	<b>0.67</b>	<b>22621</b>	<b>0.67</b>
	Date wise Increase / (Decrease) in Shareholding during the year	NIL	NIL	22621	0.67
	<b>At the end of the year</b>			<b>22621</b>	<b>0.67</b>

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

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S. No.	Particulars	Shareholding as on 1 <sup>st</sup> April, 2019		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7	Subeeta Dhar				
	<b>At the beginning of the year</b>	<b>34094</b>	<b>1.01</b>	<b>34094</b>	<b>1.01</b>
	Date wise Increase / (Decrease) in Shareholding during the year				
	June 21, 2019- Sale	2480	0.07	31614	0.94
	June 28, 2019- Purchase	2480	0.07	34094	1.01
	<b>At the end of the year</b>			<b>34094</b>	<b>1.01</b>
8	T. S. & Sons HUF (Tikam Saraf)				
	<b>At the beginning of the year</b>	<b>16237</b>	<b>0.48</b>	<b>16237</b>	<b>0.48</b>
	Date wise Increase / (Decrease) in Shareholding during the year				
	April 05, 2019 - Sale	1080	0.03	15157	0.45
	<b>At the end of the year</b>			<b>15157</b>	<b>0.45</b>
9	Savina Sharan				
	<b>At the beginning of the year</b>	<b>15100</b>	<b>0.45</b>	<b>15100</b>	<b>0.45</b>
	Date wise Increase / (Decrease) in Shareholding during the year	NIL	NIL	15100	0.45
	<b>At the end of the year</b>			<b>15100</b>	<b>0.45</b>
10	WF Holdings Limited				
	<b>At the beginning of the year</b>	<b>12500</b>	<b>0.37</b>	<b>12500</b>	<b>0.37</b>
	Date wise Increase / (Decrease) in Shareholding during the year	NIL	NIL	12500	0.37
	<b>At the end of the year</b>			<b>12500</b>	<b>0.37</b>
11	Nareshkumar Mohanlal Bhatia				
	<b>At the beginning of the year</b>	<b>8623</b>	<b>0.26</b>	<b>8623</b>	<b>0.26</b>
	Date wise Increase / (Decrease) in Shareholding during the year				
	April 05, 2019- Purchase	50	0.00	8673	0.26
	May 10, 2019- Purchase	267	0.01	8940	0.26
	June 07, 2019- Purchase	500	0.01	9440	0.28
	July 19, 2019- Purchase	475	0.01	9915	0.29
	July 26, 2019- Purchase	149	0.00	10064	0.30
	September 06, 2019- Purchase	100	0.00	10164	0.30
	September 13, 2019- Purchase	360	0.01	10524	0.31
<b>At the end of the year</b>			<b>10524</b>	<b>0.31</b>	

- 1. The shares of those shareholders who have not claimed their dividend for a consecutive period of 7 years have been transferred to Investor Education and Protection Fund (IEPF). Equity shares held in the name of 'Investor Education and Protection Fund Authority, Ministry of Corporate Affairs' as on March 31, 2020 (including 28,200 equity shares transferred to it during the year) has been included in the list of shareholders given above.
- 2. Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholder.
- 3. The details including sale and purchase transaction dates are given above based on beneficiary data received from the Registrar and Share Transfer Agent of the Company as such details are not provided by the shareholders to the Company.

v) Shareholding of Directors & KMP

S. No.	Name of Directors and KMP	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	Mr. Vijay Bhushan				
	<b>At the beginning of the year</b>	<b>801068</b>	<b>23.70</b>	<b>801068</b>	<b>23.70</b>
	<b>Date wise Increase / (Decrease) in Shareholding during the year</b>				
	March 16, 2020 - Market Purchase	3000	0.09	804068	23.79
	March 18, 2020 - Market Purchase	5	0.00	804073	23.79
	March 24, 2020 - Market Purchase	250	0.00	804323	23.79
	At the end of the year			804323	23.79
2	Mrs. Nisha Ahuja				
	<b>At the beginning of the year</b>	<b>655826</b>	<b>19.40</b>	<b>655826</b>	<b>19.40</b>
	<b>Date wise Increase / (Decrease) in Shareholding during the year</b>				
	July 29, 2019 - Acquired by inheritance	20581	0.61	676407	20.01
	March 16, 2020 - Market Purchase	3000	0.09	679407	20.10
	March 24, 2020 - Market Purchase	6	0.00	679413	20.10
At the end of the year			679413	20.01	
3	Mr. Jogesh Ahuja*				
	<b>At the beginning of the year</b>	<b>66488</b>	<b>1.97</b>	<b>66488</b>	<b>1.97</b>
	<b>Date wise Increase / (Decrease) in Shareholding during the year</b>				
	December 26, 2019 - Transmission	-66488	1.97	NIL	NIL
At the end of the year			NIL	NIL	
4	Ms. Sant Kumari Agrawal	1500	0.04	1500	0.04
5	Madhvi Ahuja**	33905	1	33905	1
6	Mr. Arun Kumar Garg	NIL	NIL	NIL	NIL
7	Mr. Kuldeep Gupta	NIL	NIL	NIL	NIL
8	Mr. Ravindra Singh	NIL	NIL	NIL	NIL
9	Mr. Varun Saihgal	NIL	NIL	NIL	NIL
10	Mr. Satish Aggarwal (Chief Financial Officer)	NIL	NIL	NIL	NIL
11	Mr. Piyush Kumar (Company Secretary)***	NIL	NIL	NIL	NIL
12	Mr. Pankaj Singh Bisht (Company Secretary)****	NIL	NIL	NIL	NIL
13	Ms. Sandhya Ahuja (Manager)	30413	0.90	30413	0.90

\* Deceased on 30/06/2019

\*\* Appointed as director with effect from 27/09/2019

\*\*\* Resigned with effect from 08/02/2020

\*\*\*\* Appointed with effect from 10/02/2020

### V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial Year</b>	Nil	Nil	Nil	Nil
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
<b>Change in Indebtedness during the financial year</b>	Nil	Nil	Nil	Nil
● Addition				
● Reduction				
<b>Net Change</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Indebtedness at the end of the financial Year</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-Time Director and/or Manager:

S.No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Mrs. Sandhya Jhalani (Manager)		
Period		01.04.2019 to 31.03.2020		
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	4,35,135.00		4,35,135.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0		0
	(c) Profits in lieu of salary u/s 17(3) Income Tax Act, 1961	0		0
2	Stock Option	-		-
3	Sweat Equity	-		-
4	Commission			
	- as % of Profit	-		-
	- others, (specify)			
5	Others, please specify	0		0
	<b>Total (A)</b>	<b>4,35,135.00</b>		<b>4,35,135.00</b>
	<b>Ceiling as per the Act.(Per Annum)</b>			<b>60,00,000.00</b>



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## B. Remuneration to other Directors: (Excluding Goods and Services Tax)

S. No.	Particulars of Remuneration	Name of the Directors						Total Amount
		Mr. Kuldeep Kumar Gupta		Mr. Varun Saihgal		Mr. Ravindra Singh		
1.	<b>Executive Directors</b>	Nil		Nil		Nil		Nil
2.	<b>Independent Directors</b>	Mr. Kuldeep Kumar Gupta		Mr. Varun Saihgal		Mr. Ravindra Singh		-
	(a) Fee for attending board and committee meetings	7,500		36,000		32,000		75,500
	(b) Commission	0.00		0.00		0.00		0.00
	(c) Others, please specify	0.00		0.00		0.00		0.00
	<b>Total (1)</b>	7,500		36,000		30,000		75,500
3.	<b>Other Non-Executive Director</b>	Mr. Vijay Bhushan	Mrs. Nisha Ahuja	Mr. Jogesh C Ahuja*	Ms. Madhvi Ahuja**	Mrs. Sant Kumari Agrawal	Mr. Arun Kumar Garg	-
	(a) Fee for attending board and committee meetings	30,000	32,000	7,500	6,500	26,000	28,000	1,30,000
	(b) Commission	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	(c) Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total (2)</b>	30,000	32,000	7,500	6,500	26,000	28,000	1,30,000
	<b>Total (B)=(1+2)</b>	-	-	-	-	-	-	2,05,500
	<b>Total Managerial Remuneration</b>	-	-	-	-	-	-	2,05,500
	<b>Overall Ceiling as per the Act</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

\* Ceased to be director on 30.06.2019 \*\* Appointed as director with effect from 27.09.2019

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	3,44,186	5,25,090	8,69,276
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	N.A.	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	N.A.	0.00	0.00	0.00
2.	Stock Option	N.A.	0.00	0.00	0.00
3.	Sweat Equity	N.A.	0.00	0.00	0.00
4.	Commission				
	- as % of profit	N.A.	0.00	0.00	0.00
	- others, (specify)				
5.	Others, please specify	N.A.	0.00	0.00	0.00
	Total	-	3,44,186	5,25,090	8,69,276

## VII. PENALTIES/PUNISHMENTS/COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal Made if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

## CORPORATE GOVERNANCE REPORT

In terms of Regulation 34(3) read with Section C of Schedule V to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2020 is presented below:

### **COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

Effective corporate governance practices constitute the strong foundation for a successful organization. At Bharat Bhushan Finance and Commodity Brokers Limited ("BBFCBL"), corporate governance has been an integral part of the way we have been doing business. The company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, investors and society at large.

For the purpose of ensuring adherence to the principles of corporate governance in true letter and spirit, the company has established procedures and systems to be fully compliant with the requirements stipulated by Securities and Exchange Board of India (SEBI). The provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing regulations") have been implemented in a manner so as to achieve the objectives of corporate governance.

### **BOARD OF DIRECTORS**

The Board of Directors ("the board") is fully aware of its fiduciary responsibilities and recognizes its responsibilities to shareholders and other stakeholders to uphold the highest standards in all matters concerning the Company and has empowered responsible persons to implement its broad policies and guidelines and has set up adequate review processes.

#### **A) COMPOSITION**

The Board of Directors of the Company has an optimum combination of Non-Executive/ Independent Directors. As on March 31<sup>st</sup>, 2020, your Company has Eight (8) Non-Executive Directors, including Three (3) Woman Director(s) and Three (3) Independent Director(s). The Composition of the Board is in conformity with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received declaration from each of the Independent Directors of the Company confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). It is confirmed that in the opinion of the Board of Directors, the Independent Directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the management of the Company. The terms and conditions of their appointment have been uploaded on the website of the Company. All the board members, including independent directors, have opportunity and access to interact with the management.

The composition of the Board and category of Directors are as follows:

S.NO.	NAME	CATEGORY
1.	Mr. Vijay Bhushan	Non-Executive Director
2.	Mrs. Nisha Ahuja	Non-Executive Director
3.	Ms. Madhvi Ahuja*	Non-Executive Director
4.	Mrs. Sant Kumari Agrawal	Non-Executive Director
5.	Mr. Arun Kumar Garg	Non-Executive Director
6.	Mr. Kuldeep Kumar Gupta	Non-Executive & Independent Director
7.	Mr. Varun Saihgal	Non-Executive & Independent Director
8.	Mr. Ravindra Singh	Non-Executive & Independent Director

\*Appointed as Director with effect from 27.09.2019

#### **B) NUMBER OF BOARD MEETINGS**

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the Company, management policy and their effectiveness and ensures that the long term interest of the shareholders is served. During the financial year 2019-20 agenda of the Board/ Committee Meeting(s) with proper explanatory notes to agenda was prepared and circulated well in advance to all the Board/ Committee Members. The board also reviewed periodical compliances of all applicable acts, law(s)/rule(s) and regulation(s) during the financial year 2019-20.

During the financial year ended March 31, 2020, Four (4) meetings of the board of directors were held on the following dates :

S. No.	Name of the Board Meeting	Board Strength	Total Number of directors Present
1.	24.05.2019	8	8
2.	23.08.2019	7	6
3.	01.11.2019	8	7
4.	30.01.2020	8	6

The gap between any two consecutive meetings did not exceed 120 days. The requisite quorum was present in all the meetings.

The last Annual General Meeting (AGM) of the Company was held on September 27<sup>th</sup>, 2019.

#### **FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS**

The familiarization programme for Independent Directors is available on the website of the Company under the weblink: <http://www.bbinvestments.in/Upload/Familiarisation-Programme-For-Independent-Directors.pdf>.

#### **SEPARATE MEETING OF INDEPENDENT DIRECTORS:**

In accordance with the provisions of Schedule IV of the Companies Act, 2013 and Chapter IV of SEBI Listing Regulations, a meeting of the Independent Directors of your Company was held on January 30<sup>th</sup>, 2020 without the presence of the Non-Independent Directors and the members of the management. The Independent Directors discussed the matters inter-alia including:

- Review of the performance of Non-Independent Directors and the Board as whole.
- Review of the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors.
- Assessment of the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties as has been prescribed by the Companies Act, 2013 and listing regulations.

#### **Attendance of Independent Director(s) at the meeting is as under:**

S. No.	Name of the Member(s)	Number of Meetings Held	Number of Meetings Attended
1.	Mr. Kuldeep Kumar Gupta	1	0
2.	Mr. Ravindra Singh	1	1
3.	Mr. Varun Saihgal	1	1

#### **C) Disclosure of relationships between Directors inter-se:**

Mrs. Sant Kumari Agrawal, Director (DIN: 00001877) on the board is mother of Mr. Vijay Bhushan, Director (DIN: 00002421) of the Company,

Late Mr. Jogesh Chander Ahuja (DIN: 00650258), ceased to be director on 30.06.2019, was on the board is spouse of Mrs. Nisha Ahuja, Director (DIN: 00001875) of the Company and Ms. Madhvi Ahuja (DIN: 00001869), appointed w.e.f. 27.09.2019 on the board is Daughter of Mrs. Nisha Ahuja, Director (DIN: 00001875) of the Company. None of the other Directors are related to any other Director on the Board.

**D) Details of Directors as on March 31<sup>st</sup>, 2020, their attendance at the Board Meetings and Annual General Meeting during the Financial Year ended March 31<sup>st</sup>, 2020 and number of other Board of Directors or Committees in which Director is a Member or Chairperson are given below:**

As per Regulation 26 of SEBI Listing Regulations, none of the Directors on the Board is a member of more than ten (10) specified Committees and none is a Chairperson of more than five (5) specified Committees across all the Listed Companies in which he/ she is a Director. The Company received necessary disclosures from all the directors regarding their Directorship and committee positions held by them in other Companies. Independent Directors of the Company have given the declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013. The names and categories of the Directors on the Board and the number of Directorships and Committee Chairmanships/ Memberships held by them in other Indian Public Limited Companies are given below. Other directorships do not include directorships of Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013. Chairmanship/ Membership of Board Committees include only Audit Committee and Stakeholders' Relationship Committee.

Name of Director	Category	Meetings held during the year 2019-20	No. of Board Meetings attended during the Financial Year 2019-20	Attendance at Last AGM	No. of other Directorship	No. of Committee Membership	
						As Member	As Chairman
Mr. Vijay Bhushan (DIN: 00002421)	Non-Executive Director/Promoter	4	4	Present	5*	4	2
Mrs. Nisha Ahuja (DIN: 00001875)	Non-Executive Director/Promoter	4	4	Present	1	0	0
Late Mr. Jogesh C Ahuja (ceased to be director on 30.06.2019) (DIN: 00650258)	Non-Executive Director/Promoter	4	1	Not applicable	Not applicable	Not applicable	Not applicable
Ms. Madhvi Ahuja (Appointed as director w.e.f. 27.09.2019) (DIN: 00001869)	Non-Executive Director/ Promoter	4	1	Not Applicable	1	0	0
Mrs. Sant Kumari Agrawal (DIN: 00001877)	Non-Executive Director/ Promoter	4	4	Absent	0	0	0
Mr. Arun Kumar Garg (DIN: 00178582)	Non-Executive Director	4	4	Absent	1	1	0
Mr. Kuldeep K Gupta (DIN: 00915376)	Non-Executive & Independent Director	4	1	Present	0	0	0
Mr. Varun Saihgal (DIN: 06512573)	Non-Executive & Independent Director	4	4	Absent	0	0	0
Mr. Ravindra Singh (DIN: 00429417)	Non-Executive & Independent Director	4	4	Absent	1	0	0

\* Directorship held by Mr. Vijay Bhushan in Association of National Exchanges Members of India, a public company Limited by Guarantee is also included

**E) NUMBER OF DIRECTORSHIP IN OTHER LISTED COMPANY**

Name of Director	Name of Listed Company	Category of Directorship
Vijay Bhushan	KEI Industries Limited	Non-executive - Independent Director
	Paramount Communications Limited	Non-executive - Independent Director
Arun Kumar Garg	Indian Toners And Developers Limited	Non-executive - Independent Director
Nisha Ahuja	-	-
Madhvi Ahuja	-	-
Sant Kumari Agrawal	-	-
Varun Saihgal	-	-
Kuldeep Kumar Gupta	-	-
Ravindra Singh	-	-

**F) RE-APPOINTMENT OF DIRECTORS**

In accordance with the relevant provisions of sections 152 of the Companies Act, 2013 Mr. Vijay Bhushan shall retire by rotation at the ensuing 28<sup>th</sup> Annual General Meeting and being eligible, offers himself for reappointment. Based on the performance evaluation and recommendation of the nomination and remuneration committee, the Board recommends his reappointment.

Brief resume has been attached as annexure of notice of AGM.

**G) RE-APPOINTMENT OF INDEPENDENT DIRECTORS**

Mr. Varun Saihgal, Mr. Kuldeep Kumar Gupta and Mr. Ravindra Singh held office as Independent Directors till the 24th September, 2019. Mr. Varun Saihgal, Mr. Kuldeep Kumar Gupta and Mr. Ravindra Singh have offered themselves for re-appointment for a second term of five consecutive years with effect from 27th September, 2019 till 26th September 2024.

In accordance with the provision of Section 149 of the Companies Act 2013, the Independent Directors have given the declaration that they meet the criteria of independence as provided in the said Section and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Re- Appointment of Mr. Varun Saihgal, Mr. Kuldeep Kumar Gupta and Mr. Ravindra Singh as Independent Directors was approved by the members with the requisite majority at the 27th Annual General Meeting held on 27th September, 2019.

**H) APPOINTMENT OF DIRECTOR**

Pursuant to the provision of Section 152 of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) and re-enactment thereof for the time being in force) the Nomination and Remuneration Committee and Board of Directors of the Company in its meeting held on 23<sup>rd</sup> August, 2019 recommended the appointment of Ms. Madhvi Ahuja having DIN: 00001869 as Non-Executive Director of the Company in the ensuing Annual General Meeting. The Company had received the Necessary disclosures from Ms. Madhvi Ahuja regarding her appointment.

The appointment of Ms. Madhvi Ahuja as Non-Executive Director of the Company was approved by the members with the requisite majority at the 27<sup>th</sup> Annual General Meeting held on 27th September, 2019.

**SELECTION OF AGENDA ITEMS AND INFORMATION SUPPLIED TO THE BOARD**

Agenda of Board/Committee meetings are prepared in consultation with key

functions so as to include relevant items for Board review and discussion. Detailed agenda notes are sent to each Director well in advance before the Board and Committee meetings.

The Company Secretary co-ordinates with all the departments concerned well in advance, particularly matters requiring discussion/approval/decision in the Board/Committee meetings. The agenda items inter-alia include noting of minutes of the previous Board & Committee meetings, review of important issues impacting business, review of quarterly compliance reports & compliance certificate, internal audit reports and regulatory audit/inspection reports and other secretarial & legal compliance matters, business matters and financial reporting.

A business review presentation is made at each Board Meeting to apprise the Directors and the Senior Management Team about the performance of the Company. The Board provides strategic direction and approach in improving the performance of the Company. Business plans, annual operating and capital expenditure budgets are also placed and reviewed by the Board along with the senior management team of the Company.

Independent Directors are briefed about the important agenda items and complete explanations and information are provided to them well in advance to ensure effective and informed participation and decision making process.

The quarterly, half yearly and annual financial results are first placed before the Audit Committee for their review and thereafter the same is placed before the Board of Directors for their approval.

At each Board Meeting, apart from financial results, the Board reviews the reports submitted to stock exchanges.

A structured process has been put in place for post meeting follow up, review and reporting for action item/ decisions taken at the Board/ Committee meetings.

### NET WORTH COMPARISON

The Net Worth of the Company in financial year 2019-20 is Rs. 3,54,96,492 /- as compared to previous financial year i.e. 2018-19 is Rs. 3,49,53,779/-.

### CODE OF CONDUCT

The Board of Directors of the Company has laid down a Code of Conduct for the Directors and Senior Management Personnel of the Company. The Code has been posted on the Company's website at the link-<http://www.bbinvestments.in/Static/Downloadnew.aspx#>. All the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as on March 31<sup>st</sup>, 2020. A declaration to this effect signed by the Manager forms part of this report.

### BOARD EVALUATION

During the financial year under review, the Board of Directors/Independent Directors has carried out an annual evaluation of its own performance, performance of all individual directors including Independent Directors, the performance of its Committees and the evaluation of Chairperson of the Board, in terms of provisions of the Companies Act, 2013 and Regulation 17(10), 25(3) and (4) of the Listing Regulations.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Separate exercise was carried out to evaluate the performance of individual directors including the Board Chairperson who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc. The performance evaluation of the independent directors was carried out by the entire Board, excluding the Director being evaluated. Further, the evaluation process was based on the affirmation received from the Independent directors that they

met the independence criteria as required under the Companies Act, 2013, the Listing Regulations.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole.

### KEY BOARD QUALIFICATIONS, EXPERTISE AND ATTRIBUTES

The Board Comprise qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that Bharat Bhushan Finance & Commodity Brokers Ltd. Board is in compliance with the highest standards of corporate governance.

In terms of requirement of Listing Regulations, the Board has identified the following core skills / expertise/ competencies of the Directors in the context of the Company's business for the effective functioning and the names of directors who have such skills/ expertise/ competencies are as given below:

Skills	Vijay Bhushan	Nisha Ahuja	Sant Kumari Aganwal	Arun Kumar Garg	Kuldeep Kumar Gupta	Varun Saihal	Ravindra Singh	Madhvi Ahuja*
Finance <sup>(1)</sup>	✓	✓	✓	✓	✓	✓	✓	✓
Business <sup>(2)</sup>	✓	✓	✓	✓	✓	✓	✓	✓
Experience <sup>(3)</sup>	✓	✓	-	✓	✓	✓	✓	✓
Technology <sup>(4)</sup>	✓	✓	-	✓	✓	✓	✓	✓
Board Service and governance <sup>(5)</sup>	✓	✓	✓	✓	✓	✓	✓	✓
Sales and Marketing <sup>(6)</sup>	✓	✓	-	-	-	-	-	✓

\* Appointed as director with effect from 27.09.2019

### Descriptions:

- Finance:** Experience in handling Financial management along with understanding of accounting and financial statement.
- Business:** Experience in driving the business successfully in the market with an understanding of diverse business environments, economic conditions, culture and regulatory frameworks and a broad perspective on market opportunities.
- Experience:** Experience of having served in large companies in diverse industries to provide Board oversight to all dimensions of business and Board accountability, high governance standards with an understanding of changing regulatory framework.
- Technology:** A significant background in technology, resulting in knowledge of how to anticipate technological trends, generates disruptive innovations and extend or create new business models.
- Board Service and governance:** Service on a public company board to develop insights about maintaining board and management accountability, protecting, shareholder interest, and observing appropriate governance practices.
- Sales and Marketing:** Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation.

### COMMITTEES OF THE BOARD

The Committees of the Board play an important role in the governance and focus on specific areas and make informed decisions within the authority delegated. The terms of reference of the Board Committees are determined by the Board from time to time. As on March 31<sup>st</sup>, 2020, the Company had three Committees of the Board of Directors viz, Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. The

composition of all the committees of the Board has been in accordance with the Companies Act, 2013 and listing regulations.

The role and composition of the above committees, including the number of meetings held during the financial year ended on March 31<sup>st</sup>, 2020 and attendance of directors thereat, are given hereunder.

## AUDIT COMMITTEE

The Board has constituted an Audit Committee, comprising of four directors, three of whom are non-executive independent directors namely- Mr. Kuldeep Gupta, Mr. Ravindra Singh & Mr. Varun Saihgal and one non-executive director namely- Mr. Vijay Bhushan. Mr. Kuldeep Gupta is the Chairman of the Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting. All the members of the committee are financially literate possessing accounting and related financial management expertise.

## MEETING & ATTENDANCE

During the financial year ended on March 31<sup>st</sup>, 2020, four meetings of Audit Committee were held. The dates on which the meeting(s) of the Audit Committee held are May 24<sup>th</sup>, 2019; August 23<sup>rd</sup>, 2019; November 01<sup>st</sup>, 2019; and January 30<sup>th</sup>, 2020. The attendance of members at the above meetings is as follows:

S. No.	Name of the Member(s)	Category	Number of Meetings Held during the Year	Number of Meetings Attended
1.	Mr. Kuldeep K. Gupta (Chairman)	Non-executive Independent Director	4	1
2.	Mr. Ravindra Singh (Member)	Non-executive Independent Director	4	4
3.	Mr. Varun Saihgal (Member)	Non-executive Independent Director	4	4
4.	Mr. Vijay Bhushan (Member)	Non-executive Director	4	4

The terms of reference/role stipulated by the Board for the Audit Committee are as stipulated under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Specified in Part C of the Schedule II) and as per Section 177 of the Companies Act, 2013.

The terms of reference of the Audit Committee are broadly as under:

1. Oversight of financial reporting process and the disclosure of financial information to ensure that the financial statement is correct, sufficient and credible.
2. Reviewing with the management, the quarterly financial statements, the annual financial statements and auditors' report thereon before submission to the board for approval.
3. Recommendation for appointment, remuneration and terms of appointment of auditors' of the Company.
4. Reviewing with the management, performance of statutory and internal auditors, adequacy of internal control systems.
5. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process ;
6. Approval or any subsequent modification of transactions of the Company with related parties.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
8. Discussion with internal auditors of any significant findings and follow-up thereon.
9. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Reviewing other areas that may be brought under the purview of role of Audit Committee as specified in listing regulations and the Companies Act, as and when amended;
12. Monitoring the end use of funds raised through public offers and related matters, if any.
13. Carry out any other function as is mentioned in the terms of reference of the audit Committee.

## **Review of information by Audit Committee**

The Audit Committee reviews the following information:

1. Management Discussion and Analysis of the Company's financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the audit committee), submitted by the management.
3. Internal Audit Reports relating to internal control weaknesses.
4. The appointment, removal and terms of remuneration of the internal auditors.
5. The functioning of whistle Blower Policy.

## **NOMINATION AND REMUNERATION COMMITTEE**

The Board has constituted a Nomination and Remuneration Committee, comprising of three directors two of whom are Non-Executive Independent Directors namely- Mr. Varun Saihgal & Mr. Ravindra Singh and one non-executive Director namely- Mrs. Nisha Ahuja.

Mr. Varun Saihgal acted as the Chairman of the committee.

## **MEETING & ATTENDANCE**

Two meetings of the Nomination & Remuneration Committee were held on August 23<sup>rd</sup>, 2019 and January 30<sup>th</sup>, 2020 during the period under review and attendance of Directors at the meeting is as follows:

S. No.	Name of the Member(s)	Category	Number of Meetings Held during the Year	Number of Meetings Attended
1.	Mr. Varun Saihgal (Chairman)	Non-executive Independent Director	2	2
2.	Mr. Ravindra Singh (Member)	Non-executive Independent Director	2	2
3.	Mrs. Nisha Ahuja (Member)	Non-executive Director	2	2

Committee is constituted in line with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Specified in Part D of the Schedule II) read with Section 178 of the Companies Act, 2013.

The terms of reference of the Nomination and Remuneration Committee are broadly as under:

1. Recommend to the Board the setup and composition of the Board and its committees.
2. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and Recommend to the Board the Appointment/Re-Appointment of Directors and Key Managerial Personnel.
3. Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees and devising a policy on diversity of Board of Directors.
4. Carry out evaluation of every director's performance and support to the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors and formulation



of criteria for evaluation of performance of Directors including Independent Directors and the Board of Directors, specifying the manner for effective evaluation of performance of the Board of Directors, its committees and individual Directors of the Company to be carried out either by the Board of Directors or by the Nomination and Remuneration Committee

- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

### NOMINATION AND REMUNERATION POLICY

In accordance with Section 178 of the Companies Act 2013, the Committee has framed a Nomination and Remuneration Policy and the same set out as Annexure C to the Annual Report.

### DETAILS OF REMUNERATION AND SITTING FEES PAID TO ALL THE DIRECTORS

S. No.	Name of the Director(s)	Category	Salary & perquisites (In Rs.)	Sitting fees <sup>^</sup>
1.	Mr. Vijay Bhushan	Non-Executive Director	Nil	30,000
2.	Mrs. Nisha Ahuja	Non-Executive Director	Nil	32,000
3.	Late Mr. Jogesh Chander Ahuja#	Non-Executive Director	Nil	7,500
4.	Ms. Madhvi Ahuja*	Non-Executive Director	Nil	6,500
5.	Mrs. Sant Kumari Agrawal	Non-Executive Director	Nil	26,000
6.	Mr. Arun Kumar Garg	Non-Executive Director	Nil	28,000
7.	Mr. Kuldeep Kumar Gupta	Non-Executive Independent Director	Nil	7,500
8.	Mr. Ravindra Singh	Non-Executive Independent Director	Nil	32,000
9.	Mr. Varun Saihgal	Non-Executive Independent Director	Nil	36,000

# Ceased to be director on 30.06.2019

\* Appointed as director with effect from 27.09.2019

<sup>^</sup> Excluding Goods and Services Tax (GST)

The Company paid sitting fee for attending the meetings of the Board of Directors and its committees to its Non-Executive Directors @ Rs.6500 per Board meeting, Rs. 1000 per Audit Committee meeting and Rs. 1000 per meeting of other Committees of the Board of Directors.

An Amount of Rs. 30,000 (Excluding Goods and Services Tax) each has been paid to Mr. Vijay Bhushan and Mrs. Nisha Ahuja, Non-Executive Directors of the Company on account of Rent expenses. Other Non-Executive Directors of the Company do not have any pecuniary relationship or transaction with the company except getting of sitting fees for attending meetings of the Board and committee(s).

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee is comprising of three directors two of whom are Non-Executive Directors namely- Mrs. Nisha Ahuja & Mr. Arun Kumar Garg and one Non-Executive Independent Director namely- Mr. Varun Saihgal.

Due to sudden and sad demise of Mr. Jogesh Chander Ahuja, Non-Executive Director and member of Stakeholders Relationship Committee of the Company, the Board had reconstituted Stakeholders Relationship Committee at its meeting held on 23<sup>rd</sup> August, 2019 and appointed Mr. Arun Kumar Garg (DIN: 00178582), Non-Executive Director of the company as member of Stakeholder Relationship Committee.

Mrs. Nisha Ahuja acts as the Chairperson of the Committee.

Mr. Pankaj Singh Bisht, Company Secretary & Compliance Officer (appointed

with effect from 10.02.2020) of the Company acts as Secretary to the Committee.

### MEETING & ATTENDANCE

During the financial year ended on March 31, 2020, four meetings of Stakeholders' Relationship Committee were held. The dates on which the meeting(s) of the Committee held are May 24<sup>th</sup>, 2019, August 23<sup>rd</sup>, 2019, November 01<sup>st</sup>, 2019 and January 30<sup>th</sup>, 2020. The attendance of Directors at the above meetings is as follows:

S. No.	Name of the Member(s)	Category	Number of Meetings Held during the Year	Number of Meetings Attended	Date of Cessation
1.	Mrs. Nisha Ahuja (Chairperson)	Non-executive Director	4	4	-
2.	Late Mr. Jogesh C. Ahuja* (Member)	Non-executive Director	4	1	30.06.2019
3.	Mr. Arun Kumar Garg** (Member)	Non-executive Director	4	3	-
4.	Mr. Varun Saihgal (Member)	Non-executive Independent Director	4	4	-

\* Ceased to be director on 30.06.2019

\*\* Appointed as member of Stakeholder Relationship Committee with effect from 23.08.2019

The Committee is constituted in line with the provisions of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Specified in Part D of Schedule II) read with Section 178 of the Companies Act, 2013.

The terms of reference of the Stakeholders' Relationship Committee are broadly as under:

- Consider and resolve the grievances of security holders.
- Consider and approve issue of share certificates, transfer and transmission of securities, etc.
- Revalidation of dividend warrants
- Oversees and reviews all matters connected with the delay in transfer of securities;
- Oversees the performance of the Registrar and Share Transfer Agents;
- Recommend measures for overall improvement in the quality of investor services.
- The Committee also approves issue of duplicate share certificates, remat of shares etc.
- Oversees the status of grievances / complaints on quarterly basis, as placed before the Committee.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

### NUMBER OF SHAREHOLDERS COMPLAINTS RECEIVED AND RESOLVED DURING THE YEAR ENDED MARCH 31<sup>st</sup>, 2020 ARE AS FOLLOWS:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
2	24	25	1

SEBI vide Circular Ref: CIR/OIAE/2/2011 dated June 03, 2011 has informed



that investor complaints shall be processed in a web based complaints redressal system "SCORES". Under this system, all complaints pertaining to companies would be electronically sent through SCORES and the companies are required to view the complaints pending against them and submit Action Taken Report (ATRs) along with supporting documents electronically in SCORES. The Company has registered itself with the SEBI Complaints Redressal System (SCORES) platform for redressal of complaints against the Company.

The Company has designated an E-mail ID [commodities@bharatbhushan.com](mailto:commodities@bharatbhushan.com) for the purpose of receiving various queries, complaints etc. of the investors & to take necessary follow up action.

#### DETAILS OF SHARES HELD BY THE DIRECTORS AS ON MARCH 31<sup>ST</sup>, 2020

S. No.	Name of the Director(s)	Category	No. of shares held As on 31.03.2020
1.	Mr. Vijay Bhushan	Non-Executive Director	8,04,323
2.	Mrs. Nisha Ahuja	Non-Executive Director	6,79,413
3.	Madhvi Ahuja*	Non-Executive Director	33,905
4.	Mrs. Sant Kumari Agrawal	Non-Executive Director	1500
5.	Mr. Arun Kumar Garg	Non-Executive Director	Nil
6.	Mr. Kuldeep Kumar Gupta	Non-Executive - Independent Director	Nil
7.	Mr. Ravindra Singh	Non-Executive - Independent Director	Nil
8.	Mr. Varun Saihgal	Non-Executive - Independent Director	Nil

\* Appointed as director with effect from 27.09.2019

#### DISCLOSURES:

##### a. DETAILS OF NON-COMPLIANCES BY THE COMPANY, PENALTIES, STRICTURES IMPOSED ON THE COMPANY BY THE STOCK EXCHANGE(S) OR THE BOARD OR ANY STATUTORY AUTHORITY, OR ANY MATTER RELATED TO CAPITAL MARKETS DURING THE LAST THREE YEARS:

The Company has complied fully with the requirements of the regulatory authorities on capital markets. There have been no instances of non-compliance by the Company on any matters related to the capital markets during the last three years, nor has any penalty or stricture been imposed on the Company by the Stock Exchanges, Securities and Exchange Board of India (SEBI) or any other statutory authority.

##### b. RELATED PARTY TRANSACTIONS

At the Board Meeting, the Directors disclose the names of the Companies/ Parties in which they are interested and accordingly the Register of Contracts under Section 184, 188 & 189 of the Companies Act, 2013 is tabled and signed. Related party transactions for the financial year 2019-20 ("financial year") are approved by the Audit Committee and recommended to the Board of Directors for their approval. During financial year, there were no transactions of material nature with the Directors or the Management or relatives that had potential conflict with the interest of the Company. The contracts/arrangements entered into by the company with related parties is annexed as **Annexure-A** of this Annual Report.

##### c. In accordance with the provisions of Regulation 26 (6) of the Listing Regulations, the Key Managerial Personnel, Director (s) and Promoter (s) of the Company have affirmed that they have not entered into any agreement for themselves or on behalf of any person, with any shareholder or any other third party with regard to compensation or profit

sharing in connection with dealings in the securities of the Company.

##### d. RISK MANAGEMENT

The Company has in place built-in internal control systems for assessing and mitigating elements of risks in relation to its operations which are followed scrupulously in day to day functioning of the Company. The Board of Directors annually reviews the Risk Management Policy of the Company.

##### e. VIGIL MECHANISM/WHISTLE BLOWER POLICY

A Vigil Mechanism (Whistle Blower Policy) for directors and employees to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of company's code of conduct or grievances, in compliance with the provisions of Section 177 of the Companies Act read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 has been formed which was approved by the Board of Directors on October 29, 2014. Vigil Mechanism / Whistle Blower Policy provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Company's personnel have direct access to the Chairman of the Audit Committee to report concerns about unethical behavior (actual or suspected), frauds and other grievances. No personnel of the Company have been denied access to the Audit Committee. Adequate safeguards are provided against victimization of whistle blowers availing such mechanism. It is hosted on the website of the Company i.e. [www.bbinvestments.in](http://www.bbinvestments.in).

##### f. The Company ensures dissemination of applicable information under Regulation 46(2) of the Listing Regulations on the Company's website i.e. [www.bbinvestments.in](http://www.bbinvestments.in).

##### g. CODE OF FAIR DISCLOSURE AND PREVENTION OF INSIDER TRADING

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, and subsequent amendments thereto, the Company has formulated the revised Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, Policy and procedures for inquiry in case of leak of Unpublished price sensitive information and Policy for Determination of Legitimate Purposes.

The above mentioned code/policies inter-alia, prohibits purchase and/or sale of shares of the Company by the Directors and designated employees, while in possession of unpublished Price Sensitive Information in relation to the company by virtue of their position, during the prohibited period which is notified to all sufficiently in advance.

These code(s)/policy(ies) are available on the Company's website i.e. [www.bbinvestments.in](http://www.bbinvestments.in)

##### h. SUBSIDIARY COMPANIES

The Company does not have any "Subsidiary Company" as defined under Section 2 (87) of the Companies Act, 2013 and Regulation 2(zm) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Further, pursuant to Regulation 16 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company does not have any subsidiary whose net worth exceeds 10% of the consolidated net worth of the company in the immediately preceding accounting year or whose income exceeds 10% of the

consolidated income of the Company during the immediately preceding accounting year. Accordingly, a policy on material subsidiaries has not been formulated.

**i. DISCLOSURE OF ACCOUNTING TREATMENT**

The Company has followed the applicable guidelines of Accounting Standards laid down by "The Institute of Chartered Accountants of India" in preparation of its financial statements.

**j. MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis, as reviewed by the Audit Committee, forms a part of this Annual Report.

**k. GREEN INITIATIVE IN CORPORATE GOVERNANCE**

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by Companies through electronic mode. Companies can send various documents/notices to their shareholders through electronic mode to the registered e-mail addresses of the shareholders.

This is an opportunity for all the shareholders to contribute towards the Green Initiative for paperless communication

In accordance of the same, your Company had proposed to send Notice calling General Meetings, Annual Report and other documents in electronic mode in future to all the shareholders on their email addresses. It was also requested to inform the Company in case the shareholders wish to receive the above documents in physical form. Accordingly, the Annual Report along with Notice will be sent to the shareholders in electronic mode at their email addresses.

The shareholders who have not registered their email addresses with the Company are requested to kindly register their email addresses with the Company. The shareholders have also an option to register their email addresses with their Depository through Depository Participant.

**Let's be a part of this 'Green Initiative'**

**l. COMPLIANCE REPORT**

A compliance report is placed before the board every quarter and board took note of the same. The company secretary submits a compliance certificate to the board on a quarterly basis. The board reviews the compliance of all applicable laws every quarter and gives appropriate directions, wherever necessary.

**m. CERTIFICATE FROM CHIEF FINANCIAL OFFICER (CFO)**

Mr. Satish Aggarwal, Chief Financial Officer of the Company has provided to the Board the quarterly certification on the financial results of the company in terms of the provisions of the SEBI Listing Regulations. The CFO certification for the Annual Financial Statements for the year ended March 31<sup>st</sup>, 2020 forms part of this report.

**n. DECLARATION BY MANAGER**

Declaration by the Manager under Regulation 34 (3) read with Part D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating that Members of the Board of Directors and Senior Management Personnel have, for the year ended 31st March, 2020, affirmed compliance with the Code of Conduct for Board of Directors & Senior Management personnel, forms part of this report.

**o. CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE**

The Company has obtained a Certificate from a Practicing Company Secretary confirming that it is in compliance with the conditions of Corporate Governance as stipulated in Part E of the Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**p. CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

Pursuant to sub- clause (i) of Clause (10) of Part C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained a Certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

**q. COMPLIANCE WITH MANDATORY REQUIREMENTS**

The Company is in full compliance with mandatory requirements relating to corporate governance as enumerated in chapter IV of the listing regulations. The requirements under Regulation 17 to Regulation 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the company have been complied with.

**r. NON MANDATORY REQUIREMENTS**

- I. Non-Executive Chairman's Office: The Non-Executive Chairman maintains an office at the Company's Head Office.
- II. Shareholders' Rights: As the quarterly and half yearly financial performance are submitted to the Stock Exchange, published in the newspapers and posted on the Company's website, these are not sent to shareholders separately.
- III. Unmodified Opinion(s) in audit report: The Statutory Auditors of the Company have issued an unmodified Audit Report on the financial statements of the Company for the financial year ended March 31<sup>st</sup>, 2020.
- IV. Separate posts of Chairman and Manager: The Chairman of the Board is a Non-Executive Director and his position is separate from that of Manager.
- V. Reporting of Internal Auditor: The Internal Audit Team reports to the Audit Committee.

**s. ALL THE RECOMMENDATIONS MADE BY THE COMMITTEES OF THE BOARD OF DIRECTORS WERE ACCEPTED BY THE BOARD OF DIRECTORS**

**t. THE COMPANY DOES NOT FALL IN REQUIREMENTS OF THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013. NO EMPLOYEES (PERMANENT, CONTRACTUAL, TEMPORARY, TRAINEES) ARE COVERED UNDER THIS POLICY.**

**u. FEES PAID TO AUDITORS AND FIRMS / ENTITIES IN ITS NETWORK AS REQUIRED BY CLAUSE 10(K), PART C, SCHEDULE V OF THE**

### LISTING REGULATIONS

The details of total fee paid/payable by the Company for the Financial Year 2019-20 to G C Aggarwal & Associates, Chartered Accountants, Auditors and all entities in the network firm/ network entities of which the auditor is a part, are as under:

Particulars	Amount (in Rs.)
Audit Fee	45,000
Tax Audit Fee	-
Fees for issue of various certificates (including limited review of quarterly results)	15,000
Total	60,000

### COMMUNICATION TO SHAREHOLDERS:

#### I. Financial Results, Annual Report etc.:

Quarterly/Half Yearly/Annual Results and information relating to convening of Board Meetings/ Annual General Meetings are generally published in two leading newspaper namely The Pioneer (English) and Vir Arjun (Regional Language) and are also notified to the Stock Exchange where the shares of the Company are listed and may be accessed at <https://www.bseindia.com/>. Half yearly report is not sent to each shareholder in view of its publication in newspapers. All such financial results are also posted on Company's website i.e., [www.bbinvestments.in](http://www.bbinvestments.in).

The quarterly Unaudited Financial Results and the Annual Audited Financial Results along with Balance Sheet, Statement of Profit & Loss, Directors' Report, Cash flow Statement, Corporate Governance Report, Management Discussion and Analysis and Shareholding Pattern etc. can also be accessed by investors from the Company's website i.e., [www.bbinvestments.in](http://www.bbinvestments.in).

#### II. Official News Releases:

No Official releases of any disclosures have been made during the financial year ended March 31<sup>st</sup>, 2020. Further, no presentations were made to institutional investors or to the analysts during the year under review.

### GENERAL BODY MEETINGS

#### 1. ANNUAL GENERAL MEETING

The details of last three Annual General Meetings (AGM) of the Company were held as per the details given below:

Relevant Financial Year	Date and Day	Time	Whether any Special Resolution Passed	Venue
2016-17	24 <sup>th</sup> August, 2017 Thursday	11.00 A.M.	No	Dormitory- I, Shree Delhi Gujarati Samaj (Regd.), 2, Rajniwas Marg, Civil Lines, Delhi- 110054
2017-18	27 <sup>th</sup> September, 2018 Thursday	11.00 A.M.	No	Dormitory- I, Shree Delhi Gujarati Samaj (Regd.), 2, Rajniwas Marg, Civil Lines, Delhi- 110054
2018-19	27 <sup>th</sup> September, 2019 Friday	11.00 A.M.	Yes	Dormitory- I, Shree Delhi Gujarati Samaj (Regd.), 2, Rajniwas Marg, Civil Lines, Delhi- 110054

The Company had taken shareholders' approval by way of special resolutions in the previous annual general meetings, as per the details given below:

Date of Annual General Meeting	Nature of approval
27 <sup>th</sup> September, 2019 Friday	1. Re- appointment of Mr. Varun Saihgal (DIN: 06512573) as an Independent Non-Executive Director;
	2. Re- appointment of Mr. Kuldeep Kumar Gupta (DIN: 00915376) as an Independent Non-Executive Director;
	3. Re- appointment of Mr. Ravindra Singh (DIN: 00429417) as an Independent Non-Executive Director.

#### 2. POSTAL BALLOT

Shareholders' approval through postal ballot was not sought for any matter during the financial year 2019-20. There is no immediate proposal for passing a resolution through postal ballot. In case a resolution is proposed to be passed through postal ballot, the procedure of postal ballot and other requisite details shall be provided in the postal ballot notice.

#### 3. EXTRA ORDINARY GENERAL MEETING

No Extra-Ordinary General Meeting of the shareholders was held during the financial year ended March 31<sup>st</sup>, 2020.

### GENERAL SHAREHOLDER INFORMATION

**Financial Year: April to March**

**AGM date, time and Mode : As per Notice to the AGM**

**Financial Calendar for the Financial Year 2020-21:**

Financial Reporting for the quarter ending June 30, 2020	July/August/September, 2020
Financial Reporting for the quarter ending September 30, 2020	October/November, 2020
Financial Reporting for the quarter ending December 31, 2020	January/February, 2021
Financial Reporting for the quarter ending March 31, 2021	April/May/June, 2021

### BOOK CLOSURE

The dates of the Book Closure are from September 22<sup>nd</sup>, 2020 to September 28<sup>th</sup>, 2020 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.

### DIVIDEND PAYMENT

Your Directors recommended payment of dividend of Rs. 0.60 paise per equity share subject to the declaration by Shareholders in the ensuing Annual General Meeting and will be paid after September 28<sup>th</sup>, 2020 within the prescribed time under the Companies Act, 2013 and rules made thereunder.

### LISTING ON STOCK EXCHANGE

NAME & ADDRESS	TELEPHONE/FAX/E-MAIL ID/WEBSITE	SCRIP CODE
BSE LIMITED (BSE)	TELEPHONE: (022) 22721233/4	511501
PHIROZE JEEJEEBHOY TOWERS, DALAL STREET, MUMBAI-400 001	FAX: (022) 22721919 E-MAIL ID: corp.comm@bseindia.com website: <a href="http://www.bseindia.com">www.bseindia.com</a>	

ISIN for Equity Shares (NSDL & CDSL)-INE900A01013

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

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## STOCK MARKET DATA

The monthly high low of price of shares of the company during the fiscal year April, 2019 to March, 2020 is as under (source : www.bseindia.com):

Period	BSE Limited		
	Highest Price	Lowest Price	Number of Shares traded
April 2019	20.70	17.00	5,485
May 2019	19.95	16.10	17,892
June 2019	19.20	15.50	2,807
July 2019	20.20	14.15	7,689
August 2019	17.60	13.25	6,144
September 2019	16.60	14.00	6,073
October 2019	16.53	13.73	17,444
November 2019	16.02	12.11	21,428
December 2019	15.86	12.20	37,538
January 2020	15.01	12.52	25,719
February 2020	14.46	12.00	20,574
March 2020	13.11	9.75	33,810

## SHARE PRICE PERFORMANCE IN COMPARISON TO BROAD BASED INDICES-BSE SENSEX

Company's share price performance in comparison to BSE Sensex for the Fiscal year 2019-20 :

Period	Company's Share Price	BSE Sensex
April 2019	94.55	100.93
May 2019	90.46	102.69
June 2019	93.19	101.87
July 2019	90.74	96.92
August 2019	83.38	96.53
September 2019	80.11	99.98
October 2019	81.69	103.76
November 2019	78.91	105.48
December 2019	77.06	106.67
January 2020	70.25	105.30
February 2020	65.40	99.03
March 2020	54.01	76.20

## REGISTRAR AND SHARE TRANSFER AGENT ("RTA")

M/s Alankit Assignments Ltd.  
205-208, Anarkali Complex,  
Jhandewalan Extn.,  
New Delhi – 110 055  
Tel: 23541234/42541234  
Email: [rta@alankit.com](mailto:rta@alankit.com)  
Website : [www.alankit.com](http://www.alankit.com)

## SHARE TRANSFER SYSTEM

Trading in equity shares of the Company through recognized Stock Exchanges can be done only in dematerialized form.

Effective April 1st, 2019 SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The processing of requests for effecting transfer of shares held in physical form is not allowed with effect from April 1st, 2019. SEBI vide its press release dated March 27th, 2019 clarified that the transfer deed(s) once lodged prior to deadline of April 1st, 2019 and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of April 1st, 2019. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTA

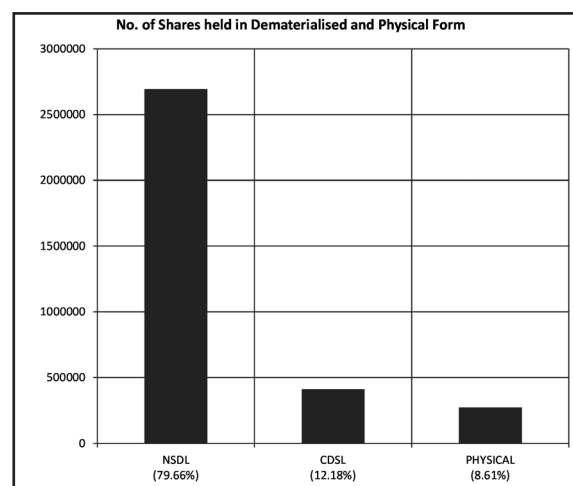
In case of request for dematerialization of shares, confirmation of dematerialization is sent to the respective depository i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

## DEMATERIALIZATION OF SHARES AND LIQUIDITY

Your Company's shares are traded compulsory in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As at March 31<sup>st</sup>, 2020, 3104479 equity shares out of 3380400 equity shares of the Company, forming 91.84 % of the Company's paid-up capital is held in the dematerialized form. Majority of demat shares are with National Securities Depository Limited.

The following data indicates the extent of dematerialization of the Company's Shares as on March 31<sup>st</sup>, 2020:

CATEGORY	NO. OF SHARES	% OF TOTAL CAPITAL ISSUED
NSDL	2692798	79.66
CDSL	411681	12.18
PHYSICAL	275921	8.61



## RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

The Reconciliation of Share Capital Audit Report of every quarter of the Financial Year 2019-20, confirms that the total issued/paid up share capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. These reports were submitted to the Stock Exchange within stipulated time.

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

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## DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31<sup>st</sup>, 2020

The distribution of shareholding as on March 31, 2020 was as follows:

Category (Shares)	No. of Share-Holders	% to total Share-Holders	No. of shares held	% of total shares
1-500	2449	87.06	447220	13.23
501-1000	215	7.64	177477	5.25
1001-2000	80	2.84	115257	3.41
2001-3000	24	0.85	59229	1.75
3001-4000	12	0.43	42787	1.27
4001-5000	4	0.14	19626	0.58
5001-10000	11	0.39	78313	2.32
10001 and above	18	0.64	2440491	72.20
<b>Total</b>	<b>2813</b>	<b>100.00</b>	<b>3380400</b>	<b>100.00</b>

## SHAREHOLDING PATTERN AS ON 31ST MARCH, 2020

CATEGORY	TOTAL NO. OF SHARES	% TO EQUITY
Promoters & Person acting in concert	18,25,531	54
Mutual Fund/UTI	Nil	Nil
Banks, Financial Institutions, Insurance Companies	Nil	Nil
Bodies Corporate	43,905	1.30
Indian Public	1171510	34.66
NRI, Foreign Nationals, OCBs, Trust and FIs	338254	10.00
Central Govt./State Govt.	Nil	Nil
Others (NBFCs Registered with RBI)	1200	0.04
<b>Total</b>	<b>3380400</b>	<b>100</b>

## TRANSFER OF UNCLAIMED AMOUNT TO THE INVESTOR EDUCATION AND PROTECTION FUND

In terms of the provisions of the Companies Act, 2013, dividend remaining unpaid/ unclaimed for a period of seven years have to be statutorily transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

Unclaimed Dividend in respect of the Financial Year 2012-13 will be due for transfer to Investor Education and Protection Fund in terms of Section 124 of the Companies Act, 2013. Members who have not encashed their dividends for the financial year ended March 31<sup>st</sup>, 2013 or any subsequent year(s) are requested to lodge their claims with the Company.

In respect of unclaimed dividends, the company sends periodical reminders to the shareholders before transferring the unclaimed dividends to the IEPF. A separate communication in this regard has already been sent to the shareholders of the Company who have not encashed their dividend warrants, providing them details of the unencashed warrants and requesting them to comply with the procedure for seeking payment of the same. In accordance with the provisions of Companies Act, 2013, during the financial year ended 31<sup>st</sup> march, 2020, the Company has transferred 28,200 equity shares of Rs. 10/-each, held by 91 shareholders in respect of which dividend had not

been paid or claimed by the members for seven consecutive years and an amount of Rs. 203,727.00 has been transferred by the company to the IEPF during the financial year ended 31<sup>st</sup> march, 2020.

In respect of Final Dividend for the financial year ended March 31<sup>st</sup>, 2013, it will not be possible to entertain claims which are received by the Company after 15<sup>th</sup> October, 2020. Members are advised that in terms of provisions of Section 124(5) of the Companies Act, 2013, once unclaimed dividend is transferred to IEPF, no claim shall lie against the Company in respect thereof. However members may apply for refund with the IEPF authority by making an application in the prescribed Form.

**The details of amount lying in the unpaid dividend accounts of the Company in respect of last seven years and year wise details of the dividend to be transferred to IEPF are given below:**

Dividend Year	Amount lying in Unpaid Dividend Account as on March 31 <sup>st</sup> , 2020 (in Rs.)	Tentative date for transfer to Investor Education and Protection Fund ("IEPF")
2012-13	2,00,046.50	24.10.2020
2013-14	2,30,195.50	28.10.2021
2014-15	2,36,653.00	29.10.2022
2015-16	2,50,662.50	01.11.2023
2016-17	2,51,824.00	26.09.2024
2017-18	3,16,439.20	30.10.2025
2018-19	2,03,347.20	29.10.2026

## COMMODITY PRICE RISK / FOREIGN EXCHANGE RISK AND COMMODITY HEDGING ACTIVITIES

The company is in financial services business and has no exposure to commodity price risk and commodity hedging activities and hence the disclosure pertaining to SEBI circular no. [SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141](#) dated 15<sup>th</sup> November, 2018 is not applicable.

## ANNUAL LISTING FEE TO STOCK EXCHANGE

The Company has paid Annual Listing Fee for the Financial Year 2020-21 to the respective Exchange.

## ANNUAL CUSTODIAL FEE TO DEPOSITORIES

The Company has paid Annual Custodial Fee for the Financial Year 2020-21 to NSDL and CDSL.

## UPDATE YOUR CORRESPONDENCE ADDRESS/ BANK MANDATE/ E-MAIL ID

To ensure all communications/ monetary benefits received promptly, all shareholders holding shares in physical form are requested to notify to the Company/ RTA, change in their address/bank details/email Id instantly by written request under the signatures of sole/ first joint holder.

Shareholder(s) holding shares in dematerialized form are requested to notify change in bank details/ address/ email Id directly with their respective Depository Participants.

## QUOTE FOLIO NO./ DP ID NO.

Shareholders/ Beneficial Owners are requested to quote their Folio Nos./ DP ID Nos., as the case may be, in all correspondence with the Company.

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

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Shareholders are also requested to quote their email IDs, Contact/ Fax Numbers for prompt reply to their correspondence.

## ADDRESS FOR CORRESPONDENCE

The shareholders may address their communication / suggestion /queries to:

### **Bharat Bhushan Finance & Commodity Brokers Limited**

503, Rohit House,3, Tolstoy Marg, New Delhi – 110 001

Phone:+91-11-49800900, Fax: +91-11-49800933

**Email:** [commodities@bharatbhushan.com](mailto:commodities@bharatbhushan.com)

**Website:** [www.bbinvestments.in](http://www.bbinvestments.in)

**CIN:** L67120DL1992PLC049038

## COMPANY SECRETARY

Mr. Pankaj Singh Bisht

Company Secretary

**Phone:** +91-11-49800900

**Email:** [commodities@bharatbhushan.com](mailto:commodities@bharatbhushan.com)

For & on Behalf of the Board of Directors  
For Bharat Bhushan Finance & Commodity Brokers Limited

Sd/- Sd/-  
NISHA AHUJA VIJAY BHUSHAN

**Place :** New Delhi  
**Date :** 17<sup>th</sup> August, 2020

**DIRECTOR**  
(DIN : 00001875)

**DIRECTOR**  
(DIN : 00002421)



**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Economic Overview**

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 15 years, backed by its strong democracy, demographic dividend and trade partnerships.

India's gross domestic product (GDP) (at constant 2011-12 prices) was estimated to be Rs 215.57 lakh crore (US\$ 2.87 trillion) for 2019-20, growing 4.2 per cent over the previous year. India retained its position as the third largest start-up base in the world with over 8,900-9,300 start-ups as 1,300 new start-ups got incorporated in 2019 according to a report by NASSCOM. India also witnessed the addition of 7 unicorns in 2019 (till August 2019), taking the total tally to 24 collectively valued above \$80 billion. India's foreign exchange reserves reached Rs 40.43 lakh crore (US\$ 538.19 billion) in the week up to August 07, 2020 according to the data from RBI.

With an improvement in the economic scenario, there have been investments across various sectors of the economy. The mergers and acquisition (M&A) activity in India stood at US\$ 28 billion in 2019, while private equity (PE) deals reached US\$ 48 billion. Some of the important recent developments in Indian economy are as follows:

- Gross tax revenue stood at Rs 21.63 lakh crore (US\$ 287.92 billion) in 2019-20 – income tax collection contributed Rs 5.60 lakh crore (US\$ 74.46 billion) to it.
- In 2019, companies in India raised around US\$ 2.5 billion through 17 initial public offers (IPO).
- India's Foreign Direct Investment (FDI) inflow reached US\$ 47.97 billion between April 2019 to March 2020, a growth of 13% from the previous year with maximum contribution from services, computer software and hardware, telecommunications, construction, trading, and automobiles.
- India's Index of Industrial Production (IIP) for 2019-20 stood at 129.2.
- India improved its ranking in World Bank's Doing Business Report by 14 spots over last year and was ranked 63 among 190 countries in the 2020 edition of the report.

The Government survey says that amidst a weak environment for global manufacturing, trade and demand, the Indian economy slowed down with GDP growth moderating to 4.8 per cent in first half of 2019-20, lower than 6.2 per cent in second half of 2018-19. A sharp decline in real fixed investment induced by a sluggish growth of real consumption has weighed down GDP growth from 2nd half of 2018-19 to 1st half of 2019-20. Real consumption growth, however, has recovered in Q2 of 2019-20, cushioned by a significant growth in government final consumption. At the same time, India's external sector gained further stability in 1st half of 2019-20, with a narrowing of Current Account Deficit (CAD) as percentage of GDP from 2.1 in 2018-19 to 1.5 in 1st half of 2019-20, impressive Foreign Direct Investment (FDI), rebounding of portfolio flows and accretion of foreign exchange reserves. Imports have contracted more sharply than exports in 1st half of 2019-20, with easing of crude prices, which has mainly driven the narrowing of CAD.

On the supply side, agricultural growth, though weak, is moderately higher in 1st half of 2019-20 than in 2nd half of 2018-19. Headline inflation rose from 3.3 per cent in 1st half of 2019-20 to 7.4 per cent in December 2019 on the back of temporary increase in food inflation, which is expected to decline by year end. Rise in CPI-core and WPI inflation in December 2019 suggests building of demand pressure.

In an attempt to boost demand, 2019-20 has witnessed significant easing of monetary policy with the repo rate having been cut by RBI by 110 basis points. Having duly recognized the financial stresses built up in the economy, the government has taken significant steps this year towards speeding up the insolvency resolution process under Insolvency and Bankruptcy Code (IBC) and easing of credit, particularly for the stressed real estate and Non-Banking Financial Companies (NBFCs) sectors. At the same time, impact of critical measures taken to boost investment, particularly under the National Infrastructure Pipeline, present green shoots for growth in H2 of 2019-20 and 2020-21.

Given India's record of growth with macroeconomic stability over the last five years (annual average growth rate of 7.5 per cent), the economy is poised for a rebound towards the US\$ 5 trillion goal by 2024-25. The net FDI and Net Foreign Portfolio Investment (FPI) in first eight months of 2019-20 stood at US\$ 24.4 billion and US\$ 12.6 billion respectively, more than the inflows received in the corresponding period 2018-19.

In 2019-20, Centre's fiscal deficit was budgeted at Rs. 7.04 lakh crore (3.3 per cent of GDP), as compared to Rs. 6.49 lakh crore (3.4 per cent of GDP) in 2018-19. Good and Services Tax (GST) collections, the biggest component of indirect taxes, grew by 4.1 per cent for the Centre during April-November 2019. However, the uptick in growth of cumulative GST collections for the Centre started in October 2019 and has sustained its momentum in November December 2019 as well.

The outbreak of the COVID-19 pandemic in January, 2020 brought the global economy to almost a standstill, with a high possibility of slipping into a recession. Several industries starting with travel, tourism and hospitality were immediately hit, with manufacturing and services following soon afterwards. Crude oil prices plummeted, and from January, 2020 panic sell-off resulted in wealth destruction in equity markets across advanced and emerging economies alike.

In India, the government announced a nationwide lockdown from March 24, 2020 in an effort to contain the spread of the disease, which led to unprecedented economic shock. The lockdown has resulted in a liquidity crunch, followed by a labor shortage. RBI announced three months moratorium for loans and extended it by another three months from March 2020 till August 2020 to alleviate some of the financial burden on the public.

Outlook for the current financial year continues to remain uncertain, with the COVID-19 situation evolving each day. Apart from agriculture and related activities, most other sectors of the economy have been adversely impacted by the pandemic and are expected to show de-growth. India's GDP growth for FY 21 is now projected to reduce significantly as compared to pre-COVID projections of around 5%. If COVID-19 is prolonged and supply chain disruptions get accentuated, the global slowdown could deepen, with adverse

implications for India. The fall of international crude prices could, however, provide some relief in the form of trade gains. In addition, the government and RBI have been taking steps to mitigate the economic impact of the pandemic through stimulus packages, cuts to repo and reverse repo rates, liquidity infusion through Targeted Long Term Repo Operations (TLTROs), and loosened the liquidity criteria for banks and NBFCs.

Currently, with the rising number of COVID-19 cases and the slowing down of the economy, the government has had to take bold decisions to slowly open the lockdown to allow economic activities to take place to maintain financial stability. With the RBI announcing the last major rate cut in its key interest rates in March 2020, leading economists suggest that the central bank is still hinting towards another possible rate cut in this financial year before a desirable level of inflationary economic environment is created.

#### **Indian Capital Market**

Capital markets play a pivotal role in the growth of an economy and development of the overall financial system. India remained in a bright spot among the emerging market peers. The Indian capital market has grown exponentially in terms of resource mobilization, number of listed stocks, market capitalization, trading volumes and investor base. With the technological advancement and good governance policies gaining ground in India, the overall environment for conducting business is becoming more conducive as well as investor friendly.

The total turnover of the National Stock Exchange (NSE) rose by 13.21 per cent during FY 2019-20 to Rs. 89.98 lakh crore and total market capitalization of the exchange stood at Rs. 112.43 lakh crore, a fall of 24.7 per cent over the same period.

According to Prime database, Financial year 2019-2020 (FY20) saw a 62 per cent jump in equity fundraising, with Rs 20,350 crore of funds raised by initial public offerings (IPOs) and Rs 51,216 crore of funds raised by already listed companies through the qualified institutional placement (QIP) route. Overall, equity fundraising via various routes stood at Rs 91,670 crore in FY20, compared to Rs 56,485 crore in the previous financial year.

While retail participation in equity investments are gathering pace in the country, other asset classes including currency, interest rate and commodity derivatives, bonds and ETFs are also expected to witness a strong growth. There is vast untapped potential for investment in capital market from Indian households which currently stands around 3 per cent (direct equity) of the total population which is very low as compared to some of the developed economies. New players like EPFO and Pension fund will support long term market stability as evidenced post demonetisation.

Ever since COVID-19 struck, markets loomed under fear as uncertainty prevailed. It sent markets around the world crashing to levels not witnessed since the Global Financial Crisis of 2008. Following the strong correlation with the trends and indices of the global market as BSE Sensex and Nifty 50 fell by 38 per cent. The total market cap lost a staggering 27.31% from the start of the year. Sensex and Nifty halted trading twice, on two separate days, in March 2020 alone, as markets plummeted 10% in a single day. On 31<sup>st</sup> March 2020, Nifty stood at 8557, a correction of 26.38 per cent on a YoY

basis. However, Nifty saw a swift recovery and went up 20.39 percent in the next three months to close at 10,302 on 30<sup>th</sup> June 2020.

Consequent to this decline of 26.38 per cent, our gross comprehensive income for the year 2019-20 is lower by 193.79 lakhs. However, it has rebounded by 158.89 as on 30<sup>th</sup> June 2020, in line with improvement in the market index.

#### **MUTUAL FUNDS AND THE INDUSTRY**

Among the different investment options, mutual funds have the potential to grow the fastest as investors move away from traditional products and explore market-linked ones for long-term wealth creation. Asset management industry has achieved a critical mass both in terms of size and number of investors participating. Mutual fund inflows have developed the ability to counterbalance foreign investment outflows. SEBI has also allowed Indian mutual funds to invest in real estate investment trusts (REITs) and infrastructure investment trusts (InvITs) to boost investor interest in such alternative investments avenues. As against the trend in developed economies, investments in Indian households have been mostly in the form of cash and deposits. The savings were also concentrated in gold and real estate. With the easing of inflationary pressure and stability in the capital market there is a visible change in this traditional mindset and households investments in other financial assets like mutual funds, direct equities, etc are on rise. With the financial literacy and government initiatives such as tax breaks and financial schemes, this surplus available at the disposal of Indian households would be attracted towards the sophisticated products like derivatives, insurance, mutual funds, direct equities, pension products, etc.

Mutual fund industry has added more than 72 lakh folios in 2019-20 taking the total tally to nearly 9 crore. However, the pace of growth in folio numbers dropped in the just concluded financial year 2019-20 as compared to preceding two fiscal, which suggests investors' understanding about market risks associated with such schemes.

Industry experts attributed the trend to decline in investors account in debt oriented schemes as they were spooked by credit events in fixed income market.

In comparison, the industry had added 1.13 crore investors account in 2018-19 and 1.6 crore accounts in 2017-18, according to data from Association of Mutual Funds in India.

According to the data, the number of folios with 44 fund houses rose to 8.97 crore at the end of March 2020 from 8.24 crore in March 2019, registering a gain of 72.89 lakh folios.

Investor account in equity oriented schemes surged by over 15 lakh to 6.44 crore at the end of past fiscal from 6.29 crore in March 2019.

Within the debt category, liquid funds continued to top the chart in terms of number of folios at 18.15 lakh, followed by low duration fund at 9.64 lakh fund houses.

The 44-player mutual fund industry has assets under management (AUM) of Rs 22.26 lakh crore at the end of March this year, as compared to Rs 23.8 lakh crore in March 2019. With the recent rebound seen in equity markets the assets under management at the end of June 2020 stands at Rs. 25.50 lakh crore.

## COMMODITY MARKET OVERVIEW

India commodity market consists of both the retail and the wholesale market in the country. The commodity market in India facilitates multi commodity exchange within and outside the country based on requirements. Commodity trading is one facility that investors can explore for investing their money. The India Commodity market has undergone lots of changes due to the changing global economic scenario; thus throwing up many opportunities in the process.

Despite having a robust economy, India's share in the global commodity market is not as big as estimated. Except gold the share in other sectors of the commodity market is not very significant. In agriculture India's contribution to international trade volume is rather less compared to the huge production base available. Various infrastructure development projects that are being undertaken in India are being seen as a key growth driver in the coming days.

## BUSINESS ANALYSIS

The profitability of the Company in the current financial year has increased 15.11% as compared to profitability of the Company in the previous financial year. The details are as follows:

(Rs. In Lacs)

Particulars	As on March 31st 2020	As on March 31st 2019	Change in %
Total Income	56.73	52.29	8.49%
Administrative and other Expenditure	30.52	29.53	3.35%
Profit before Tax	26.21	22.76	15.11%
Taxation	5.43	14.87	-
Profit after tax	20.78	7.89	163.04%
Financial Assets	1420.76	1618.56	-
Non- Financial Assets	3.35	3.25	-
Financial Liabilities	18.31	18.59	-
Non-Financial Liabilities	73.03	74.70	-
Share Capital	338.04	338.04	-
Other Equity	994.73	1190.48	-

## FINANCIAL PERFORMANCE

During the financial year 2019-20, the Company's total revenue was 56.73 lakhs as compared to Rs. 52.29 lakhs in the previous year 2018-19 and the total expenditure is Rs. 30.52 lakhs as compared to Rs. 29.53 lakhs in the previous year.

The company has earned a profit before tax for the financial year ended 2019-20 of Rs. 26.21 lakhs as compared to Rs. 22.76 lakhs in the previous year 2018-19 and its profit after tax for the financial year ended 2019-20 is Rs. 20.78 lakhs as compared to Rs. 7.89 lakhs in the previous year 2018-19.

## FUTURE PROSPECTS AND OUTLOOK

Outlook for the coming financial year continues to remain uncertain, with the

COVID-19 situation evolving each day. Apart from agriculture and related activities, most other sectors of the economy have been adversely impacted by the pandemic and are expected to show de-growth.

According to The World Bank the Indian economy will contract by 3.2% in the financial year of 2020-'21 because of the lockdown to control the coronavirus pandemic. The bank had in January 2020 lowered its projection for India's economic growth from 6% to 5% in 2019-'20 fiscal year, but said it would recover to 5.8% in the following year.

The International Monetary Fund had cut its growth projection for India to 1.9% from the earlier estimated 5.8% for the financial year 2020-'21.

India's GDP is expected to reach US\$ 5 trillion by FY25 and achieve upper-middle income status on the back of digitization, globalization, favorable demographics, and reforms. India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030, which is currently 30 per cent, and have plans to increase its renewable energy capacity from 175 gigawatt (GW) by 2022. India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behavior and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by 2040 as per a report by PricewaterhouseCoopers

## OPPORTUNITIES & THREATS

### **Opportunities**

- India's Growth Rate
- Focus on affluent customers
- Financial Inclusion
- Utilize technology to provide more efficient solutions
- Increased retail participation in capital markets

### **Threats**

- Volatile environment
- Fiscal deficit and current account deficit
- Attracting and retaining talent and training them, for the right culture
- Inflation and economic slowdown
- Competition

## RISK MANAGEMENT

Risk Management is an ongoing process. Effective risk management is therefore critical to any organizational success. Globalization with increasing integration of markets, newer and more complex products and transactions and an increasingly stringent regulatory framework has exposed organizations to and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the Company.
- The evolution of appropriate systems and processes to measure and monitor them.

- Risk Management through appropriate mitigation strategies within the policy framework.
- Reporting these risk mitigation results to the appropriate managerial levels.

There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increase use of technology and staff turnover. Our Company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

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

The Company has robust internal controls systems (including Internal Financial Controls) that facilitates efficiency, reliability and completeness of accounting records and timely preparation of reliable financial and management information. The internal control system ensures compliance with all applicable laws and regulations facilitates optimum utilization of resources and protect the Company's assets and investors' interests.

The Company's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources.

The Company has a vigil mechanism/ whistle blower policy to address fraud risk. The Audit Committee of the Board regularly reviews significant

audit findings of the Internal Audit system covering operational, financial and other areas.

#### **HUMAN RESOURCES**

The Company believes that in Service Sector the employees are the backbone of the Company. The Company is providing an equal opportunity to all the employees to utilize their full potential and grow with the organization.

#### **CAUTIONARY STATEMENT**

The statement in the Management Discussion & Analysis describing the Company's objectives, projections, estimate, expectations are 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the government regulations, tax, corporate and other laws.

**For & on Behalf of the Board of Directors  
For Bharat Bhushan Finance & Commodity Brokers Limited**

Sd/-

Sd/-

**NISHA AHUJA  
DIRECTOR**

**VIJAY BHUSHAN  
DIRECTOR**

**Place : New Delhi  
Date : 17<sup>th</sup> August, 2020**

**(DIN : 00001875)**

**(DIN : 00002421)**

**ANNEXURE - F****SECRETARIAL COMPLIANCE REPORT OF  
BHARAT BHUSHAN FINANCE AND COMMODITY BROKERS LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

**We, Kavita Pamnani & Associates have examined:**

- (a) all the documents and records made available to us and explanation provided by Bharat Bhushan Finance and Commodity Brokers Ltd. ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2020 ("Review Period") in respect of compliance with the provisions of
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable for the F.Y 2019-20)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable for the F.Y 2019-20)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable for the F.Y 2019-20)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable for the F.Y 2019-20)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable for the F.Y 2019-20)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2018;
- (i) Any other regulations as applicable and circulars/ guidelines issued thereunder;

*(Note: The aforesaid list of Regulations is only illustrative. The list of all SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)*

and based on the above examination, I, hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations/ Circulars / Guidelines including Specific Clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NA	NA	NA

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

**BHARAT  
BHUSHAN**

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	The Company had suitably replied the notice received from the SEBI (Securities and Exchange Board of India) within stipulated time period, dated as on 22.10.2018  Further, following correspondence took place in the matter- 1. preliminary submissions and request for inspection dated 18.10.2019, 2. Request for inspection of certain documents dated 27.12.2019 3. Submissions pursuant to inspection carried on 27.01.2020	Company has received the Show cause notice from SEBI (Securities and Exchange Board of India) regarding National Spot Exchange of India Limited dated 24.09.2018 pertains to Trade Contracts with E series and without E series till the financial year 2013-2014	Matter is pending with authority.	Suitably replied by Company.
2.	The Company had suitably gives reply to notice as on 22.03.2019 i.e within stipulated time period	Company has received a Show Cause Notice from EOW (Economic Offences Wing) dated 13.03.2019 on the aforesaid matter	Matter is pending with authority.	Suitably replied by Company.

- (d) There were no observations made in previous report, the question of actions taken by the Listed Entity to comply with the observations made in previous reports does not arise.

For Kavita Pamnani & Associates, Company Secretaries

Place: New Delhi  
Date: 26.06.2020

Sd/-  
Kavita Pamnani  
(Prop)  
FCS No.: 6288  
C P No.: 11099  
UDIN: F006288B000385601



**CFO CERTIFICATION**  
(Issued in accordance with provision of Regulation 33(2) and Regulation 17(8)  
of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Board of Directors,  
Bharat Bhushan Finance & Commodity Brokers Limited

Dear Sir / Madam,

In terms of Regulation 33 (2) and Regulation 17(8) read with Part B of Schedule II to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, **Satish Aggarwal**, Chief Financial Officer of the Company hereby certify that financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statement or figures contained therein misleading.

**I further certify that:**

- A. I have reviewed the Audited Financial Results for the quarter / Year ended 31.03.2020 and that to the best of my knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the quarter / year ended on March 31<sup>st</sup>, 2020 which 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 that I have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the auditors and the Audit committee of the Board that there have been:
- (1) no significant changes in internal control over financial reporting during the year;
  - (2) no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) no instances of significant fraud of which I 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.

Date: 22.06.2020  
Place: New Delhi

Yours sincerely  
Sd/-  
**Satish Aggarwal**  
Chief Financial Officer

**CERTIFICATE REGARDING THE COMPLIANCE OF CORPORATE GOVERNANCE**

To,  
THE MEMBERS OF BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

We have examined the compliance of conditions of Corporate Governance by M/s. Bharat Bhushan Finance & Commodity Brokers Limited ("the Company") for the financial year ended March 31<sup>st</sup>, 2020, as stipulated as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") for the period from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020, with the relevant records and documents maintained by the Company and furnished to us and the Report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the above stated Listing Regulations. 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 and based on the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above stated Listing Regulations, as applicable.

We further state that such compliance 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.

Place: New Delhi  
Date: 17.08.2020

For Kavita Pamnani & Associates  
Company Secretaries  
Sd/-  
Kavita Pamnani  
(Prop.)  
C.P. No. 11099  
M.No. F6288  
UDIN: F006288B000584404

**CERTIFICATE**  
**(Pursuant to clause 10 of Part C of Schedule V of Securities and Exchange Bond of India**  
**(Listing Obligations and Disclosure Requirements), Regulations, 2015)**

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015; (LODR) in respect of Bharat Bhushan Finance & Commodity Brokers Limited (CIN : L67120DL1992PLC049038) I hereby certify that:

On the basis of the written representation/ declaration received from the directors and taken on record by the Board of Director, as on March, 31<sup>st</sup> 2020, none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory Authority.

**For Kavita Pamnani & Associates,**  
**Company Secretaries**

**Sd/-**

**Kavita Pamnani**  
**(Prop.)**

**C.P. No. 11099**

**M.No. F6288**

**UDIN: F006288B000584338**

**Place: New Delhi**

**Date: 17.08.2020**

**Declaration by the Manager under Regulation 34 (3) read with Part D of Schedule V of the Securities and**  
**Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, Sandhya Jhalani, Manager of Bharat Bhushan Finance & Commodity Brokers Limited declare that all the Members of the Board of Directors and Senior Management Personnel have, for the year ended 31st March, 2020, affirmed compliance with the Code of Conduct for Board of Directors & Senior Management personnel in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Sd/-**

**Sandhya Jhalani**  
**Manager**

**Place : New Delhi**

**Date : 17.08.2020**

**INDEPENDENT AUDITOR'S REPORT**

To the Members of

**Bharat Bhushan Finance & Commodity Brokers Ltd.**

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

**Opinion**

We have audited the financial statements of **BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED** ("the Company"), which comprise the balance sheet as at 31 March 2020, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

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

**Basis of Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. 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 Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

**Key Audit Matters**

We have determined that there are no key audit matter to communicate in our report.

**Information Other than the financial statements and Auditor's Report Thereon**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the Directors report to be included in the Company's Annual Report but does not

include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this Auditors' Report. 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 in the audit or otherwise appears to be materially misstated.

**Management's Responsibility for the Financial Statements**

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive profit, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 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 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, the Management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

**Auditors' Responsibility 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 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 Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 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 for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure 'A'** a statement on the matters specified in the paragraph 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 (including other comprehensive income), the statement of changes in equity 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 Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to **Annexure 'B'**.
  - (g) 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 as at 31<sup>st</sup> March, 2020
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (h) With respect to the matter to be included in the Auditor's Report under section 197(16):

The Company has not paid any managerial remuneration for the year ended 31st March, 2020 to its directors.

**For G C AGARWAL & ASSOCIATES**  
**Chartered Accountants**

**Firm Registration No.: 017851N**

**Sd/-**

**PLACE : New Delhi**

**(G C AGARWAL)**

**DATED : 22.06.2020**

**Proprietor**

**UDIN: 20083820AAAAAX6757**

**(Membership No. 083820)**

**Annexure – A to the Auditors' Report**

The annexure referred to in Independent Auditor's Report to the members of **BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED** on the financial statements for the year ended on 31<sup>st</sup> March, 2020, We Report that:

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
- b. As explained to us, the management during the year has physically verified the fixed assets in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
- c. The Company does not have any immovable property.
2. As explained to us, inventories (Investments) have been physically verified by the management at reasonable intervals during the year. As explained to us the discrepancies noticed on physical verification of inventory as compared to the book records were not material.
3. a. As explained to us, the Company has not granted any loans, secured or unsecured to Companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provision of section 185 and 186 of the Act, with respect to the loans given and investment made. The Company has not given any guarantee or provided any security in connection with a loan to any other body corporate or person.
5. The Company has not accepted any deposits from the public.
6. The nature of the company's business/activities is such that maintenance of Cost Records under section 148(1) of the Act is not applicable to the company.
7. a. According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales-Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value added tax, Cess and other statutory dues to the extent and as applicable to the company have been generally regularly deposited by the company during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2020 for a period of more than six months from the date of becoming payable.
- b. According to the records of the Company, there are no disputed statutory dues that have not been deposited on account of matters pending before appropriate authorities.
8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
10. In our opinion and according to the information and explanation given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not paid/ provided any managerial remuneration during the year.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
13. According to the information and explanations given to us and based on or examinations of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the financial statements

as required by the applicable accounting standards.

14. According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
16. The Company is required to be registered under section 45-IA of the Reserve bank of India Act, 1934 and the Company has obtained the registration.

**For G C AGARWAL & ASSOCIATES**

**Chartered Accountants**

**Firm Registration No.: 017851N**

**Sd/-**

**PLACE : New Delhi**

**(G C AGARWAL)**

**DATED : 22.06.2020**

**Proprietor**

**UDIN: 20083820AAAAAX6757**

**(Membership No. 083820)**

#### **Annexure – B to the Auditors' Report**

#### **Report on the Internal Financial Control 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 **BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED** ("the Company") as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate

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

**For G C AGARWAL & ASSOCIATES****Chartered Accountants****Firm Registration No.: 017851N****Sd/-****PLACE : New Delhi****(G C AGARWAL)****DATED : 22.06.2020****Proprietor****UDIN: 20083820AAAAAX6757****(Membership No. 083820)**



# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

**BHARAT  
BHUSHAN**

CIN: L67120DL1992PLC049038

## BALANCE SHEET

AMOUNT (₹)

PARTICULARS	Note No.	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019	AS AT 01 APRIL, 2018
<b>I. ASSETS</b>				
<b>Financial Assets</b>				
a. Cash and cash equivalents	4	763,439	318,161	4,620,129
b. Bank Balance other than (a) above	5	1,689,168	1,718,445	1,514,177
c. Receivables				
(i) Trade Receivables	6	-	-	123,616
d. Loans	7	2,000,000	2,000,000	2,000,000
e. Investments	8	135,380,461	155,449,063	139,822,049
f. Other Financial Assets	9	2,244,188	2,370,832	2,191,065
<b>Non-Financial Assets</b>				
a. Property, Plant and Equipment	10	32,809	32,809	32,809
b. Other non-financial assets	11	301,552	292,342	290,741
<b>TOTAL ASSETS</b>		<u>142,411,617</u>	<u>162,181,652</u>	<u>150,594,586</u>
<b>II. LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
<b>Financial Liabilities</b>				
a. Other financial liabilities	12	1,830,961	1,859,438	2,354,904
<b>Non-Financial Liabilities</b>				
a. Current tax liabilities (Net)	13	41,826	79,624	301,031
b. Deferred tax liabilities (Net)	14	7,203,274	7,370,707	8,703,950
c. Provisions	15	49,819	8,000	8,000
d. Other non-financial liabilities	16	7,936	11,101	8,788
<b>EQUITY</b>				
a. Equity Share Capital	17	33,804,000	33,804,000	33,804,000
b. Other Equity	18	99,473,801	119,048,783	105,413,913
<b>TOTAL LIABILITIES AND EQUITY</b>		<u>142,411,617</u>	<u>162,181,652</u>	<u>150,594,586</u>
Significant accounting policies and notes to the financial statements	1-45			

The accompanying notes form an integral part of the financial statements.

**AS PER OUR REPORT OF EVEN DATE  
FOR G C AGARWAL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 017851N**

**FOR & ON BEHALF OF THE BOARD  
Bharat Bhushan Finance & Commodity Brokers Ltd.**

Sd/-  
G C AGARWAL  
PROP.  
(M.No. : 083820)

Sd/-  
VIJAY BHUSHAN  
DIRECTOR  
(DIN : 00002421)

Sd/-  
NISHA AHUJA  
DIRECTOR  
(DIN : 00001875)

Sd/-  
SATISH AGGARWAL  
CHIEF FINANCIAL OFFICER

Sd/-  
Pankaj Singh Bisht  
Company Secretary  
(M No: A60720)

PLACE : NEW DELHI  
DATE : 22nd June, 2020

**BALANCE SHEET**

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### STATEMENT OF PROFIT AND LOSS

AMOUNT (₹)

PARTICULARS	Note No.	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
<b>INCOME</b>			
<b>Revenue from operations</b>			
(i) Interest Income	19	958,965	943,114
(ii) Dividend Income	20	1,165,207	869,889
(iii) Net gain on fair value changes	21	3,374,238	3,506,886
(iv) Net Profit/(loss) in Equity derivative trading/ Share Dealing	22	175,473	(366,056)
<b>I Total Revenue from operations</b>		<b>5,673,882</b>	<b>4,953,833</b>
II Other Income	23	-	275,000
<b>III Total income (I+II)</b>		<b>5,673,882</b>	<b>5,228,833</b>
<b>EXPENSES</b>			
(i) Employee Benefits Expenses	24	1,714,842	1,583,161
(ii) Others expenses	25	1,337,593	1,369,231
<b>IV Total expenses (IV)</b>		<b>3,052,435</b>	<b>2,952,392</b>
<b>V Profit/ (loss) before tax (III-IV)</b>		<b>2,621,447</b>	<b>2,276,441</b>
<b>VI Tax expense</b>			
(i) Current tax		539,892	1,483,859
(ii) Deferred tax (credit) / charge		3,399	3,400
<b>Total tax expense (VI)</b>		<b>543,291</b>	<b>1,487,259</b>
<b>VII Profit for the year (V-VI)</b>		<b>2,078,156</b>	<b>789,182</b>
<b>VIII Other comprehensive income</b>			
(a) Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit plans	28	(15,030)	(8,957)
- Fair Value changes of Investments at FVTOCI	26	(19,363,790)	16,000,777
(b) Income tax relating to above mentioned item		170,832	1,336,643
<b>Other comprehensive income for the year, net of tax</b>		<b>(19,207,988)</b>	<b>17,328,463</b>
<b>Total comprehensive income for the year (VII +VIII)</b>		<b>(17,129,831)</b>	<b>18,117,645</b>
<b>IX Earnings per equity share of face value of Rs. 10 each (previous year Rs. 10 each)</b>			
Basic (Rs.)	27	0.61	0.23
Diluted (Rs.)		0.61	0.23
Significant accounting policies and notes to the financial statements		1-45	

The accompanying notes form an integral part of the financial statements.

AS PER OUR REPORT OF EVEN DATE  
FOR G C AGARWAL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 017851N

FOR & ON BEHALF OF THE BOARD  
Bharat Bhushan Finance & Commodity Brokers Ltd.

Sd/-  
G C AGARWAL  
PROP.  
(M.No. : 083820)

Sd/-  
VIJAY BHUSHAN  
DIRECTOR  
(DIN : 00002421)

Sd/-  
NISHA AHUJA  
DIRECTOR  
(DIN : 00001875)

Sd/-  
SATISH AGGARWAL  
CHIEF FINANCIAL OFFICER

Sd/-  
Pankaj Singh Bisht  
Company Secretary  
(M No: A60720)

PLACE : NEW DELHI  
DATE : 22nd June, 2020

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

PARTICULARS	AMOUNT (₹)	
	YEAR ENDED 31ST MARCH, 2020	YEAR ENDED 31ST MARCH, 2019
<b>A. Cash Flow from Operating Activities</b>		
Profit before tax	2,621,447	2,276,441
<b>Adjustments for:</b>		
Depreciation		
Interest income	-958,965	-943,114
Net gain on fair value changes	-3,374,238	-3,506,886
Dividend income	-1,165,207	-869,889
<b>Cash generated from operation before working capital changes</b>	<b>-2,876,962</b>	<b>-3,043,448</b>
<b>Working capital changes</b>		
Increase/ (decrease) in trade receivables	-	123,616
Increase/ (decrease) in investments at FVTPL	4,401,309	1,600,002
Increase/ (decrease) in other financial assets	126,644	-179,767
Increase/ (decrease) in other non-financial assets	-9,210	-10,558
(Increase) /decrease in other financial liabilities	801	-699,735
(Increase) /decrease in provisions	26,789	-
(Increase) /decrease in other non financial liabilities	-3,165	2,313
<b>Cash Flows before OCI and Tax</b>	<b>1,666,206</b>	<b>-2,207,577</b>
Income tax paid	-577,690	-1,705,266
<b>Net cash flow from/ (used) in operating activities</b>	<b>1,088,516</b>	<b>-3,912,843</b>
<b>B. Investing Activities</b>		
Purchase of Investments	-2,486,865	-8,463,346
Sale of Investments	2,164,606	10,743,992
Interest received	958,965	943,114
Dividend received	1,165,207	869,889
<b>Net cash flow from/ (used in) investing activities</b>	<b>1,801,913</b>	<b>4,093,649</b>
<b>C. Financing Activities</b>		
Dividend Paid*	-2,028,240	-3,718,440
Dividend distribution tax paid	-416,911	-764,334
<b>Net cash flow from/ (used in) financing activities</b>	<b>-2,445,151</b>	<b>-4,482,774</b>
Net change in cash and cash equivalents	<b>445,278</b>	<b>-4,301,968</b>
Cash and cash equivalents at the beginning of the year	318,161	4,620,129
Cash and cash equivalents at the end of the year	763,439	318,161

\* Dividend amounting to Rs 0.60/- per equity share of Rs. 10/- each for financial year 2018-19 paid in current year ( For previous year dividend amounting to Rs 1.10/- per equity share of Rs10/- i.e Rs 0.50/- per equity share final dividend for FY 2017-18 including silver jubilee dividend Rs 0.60/- per equity share.)

Note: 1. Cash Flow Statement has been prepared under indirect method as set out in IND AS-7 (Cash Flow Statement)  
2. Cash and Cash Equivalents consist of cash in hand balances with banks.

The accompanying notes form an integral part of the financial statements.

AS PER OUR REPORT OF EVEN DATE  
FOR G C AGARWAL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 017851N

FOR & ON BEHALF OF THE BOARD  
Bharat Bhushan Finance & Commodity Brokers Ltd.

Sd/-  
G C AGARWAL  
PROP.  
(M.No. : 083820)

Sd/-  
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Sd/-  
NISHA AHUJA  
DIRECTOR  
(DIN : 00001875)

Sd/-  
SATISH AGGARWAL  
CHIEF FINANCIAL OFFICER

Sd/-  
Pankaj Singh Bisht  
Company Secretary  
(M No: A60720)

PLACE : NEW DELHI  
DATE : 22nd June, 2020

## STATEMENT OF CHANGES IN EQUITY

### a. Equity share capital

	Number of Shares	AMOUNT (Rs.)
<b>As at April 01, 2018</b>	3,380,400	33,804,000
Changes in Equity share capital during the year	-	-
<b>As at March 31, 2019</b>	3,380,400	33,804,000
Changes in Equity share capital during the year	-	-
<b>As at March 31, 2020</b>	<b>3,380,400</b>	<b>33,804,000</b>

### b. Other equity

	Reserves and surplus				Other comprehensive income	Total
	Statutory Reserve	Capital Reserve	General Reserve	Retained earnings		
<b>Balance as at April 01, 2018</b>	14,514,058	400	3,749,153	39,953,020	47,197,282	<b>105,413,913</b>
Profit for the year	-	-	-	789,182	-	<b>789,182</b>
Other comprehensive income for the year (net of tax)	-	-	-	-	17,328,463	<b>17,328,463</b>
Transferred to statutory reserve	1,243,280	-	-	(1,243,280)	-	-
Transfer of realised gain on sale of equity instruments at FVTOCI	-	-	-	4,797,196	(4,797,196)	-
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-
Dividend including tax thereon	-	-	-	(4,482,774)	-	<b>(4,482,774)</b>
<b>Balance as at March 31, 2019</b>	<b>15,757,339</b>	<b>400</b>	<b>3,749,153</b>	<b>39,813,343</b>	<b>59,728,550</b>	<b>119,048,784</b>
Profit for the year	-	-	-	2,078,156	-	<b>2,078,156</b>
Other comprehensive income for the year (net of tax)	-	-	-	-	(19,207,988)	<b>(19,207,988)</b>
Transferred to statutory reserve	415,631	-	-	(415,631)	-	-
Transfer of realised gain on sale of equity instruments at FVTOCI	-	-	-	1,512,272	(1,512,272)	-
Total comprehensive income for the year	-	-	-	-	-	-
Dividend including tax thereon	-	-	-	(2,445,151)	-	<b>(2,445,151)</b>
<b>Balance as at March 31, 2020</b>	<b>16,172,970</b>	<b>400</b>	<b>3,749,153</b>	<b>40,542,989</b>	<b>39,008,290</b>	<b>99,473,801</b>

Significant accounting policies and notes to the financial statements 1-45

The accompanying notes form an integral part of the financial statements

AS PER OUR REPORT OF EVEN DATE  
FOR G C AGARWAL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 017851N

FOR & ON BEHALF OF THE BOARD  
Bharat Bhushan Finance & Commodity Brokers Ltd.

Sd/-  
G C AGARWAL  
PROP.  
(M.No. : 083820)

Sd/-  
VIJAY BHUSHAN  
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(DIN : 00002421)

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NISHA AHUJA  
DIRECTOR  
(DIN : 00001875)

Sd/-  
SATISH AGGARWAL  
CHIEF FINANCIAL OFFICER

Sd/-  
Pankaj Singh Bisht  
Company Secretary  
(M No: A60720)

PLACE : NEW DELHI  
DATE : 22nd June, 2020

**Notes forming part of the financial statements for the year ended 31 March 2020****1. Company Information / Overview**

Bharat Bhushan Finance & Commodity Brokers Ltd. ("the Company"), incorporated and domiciled in India, having its registered office at 503, Rohit House, 3 Tolstoy Marg, New Delhi-110001. The company is a Non-systematically important Non Deposit Taking, Non Banking Financial Company ("NBFC") as defined under Section 45- IA of the Reserve Bank of India ("RBI") Act, 1934. Equity share of the company are listed on Bombay stock exchange

**2. Basis of preparation of financial statements.****(A) Compliance with Ind As**

The financial statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies(Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

For all periods up to and including the year ended March 31, 2019, the Company prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006 (as amended) notified under the Act read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended), guidelines issued by the RBI and other generally accepted accounting principles in India (collectively referred to as 'Indian GAAP' or 'previous GAAP').

The transition to Ind As has been carried out in accordance with Ind AS 101 First Time adoption of Indian Accounting Standards. Accordingly, the impact of transition has been recorded in the opening reserves as at 1 April, 2018.

An explanation of how the transition to Ind AS from the previous GAAP has effected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 35.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

**(B) Presentation of financial statements**

The Balance Sheet, the statement of Changes in Equity and the Statement of Profit and Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

**(C) Basis of preparation**

The financial statements have been prepared under the historical cost convention on the accrual basis except for certain financial instruments and plan assets of defined benefit plans, which are measured at fair values at the end of each reporting as explained in the accounting policies below.

**3. Significant Accounting Policies****3.1 Use of estimates and judgement**

The preparation of financial statements in conformity with Ind AS requires that management make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of revenues, expenses, assets, liabilities and disclosures of contingent assets and liabilities at the end of the reporting period. The actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

**A) Effective Interest Rate (EIR) Method**

The Company recognizes interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loans given / taken. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to other fee income/expense that are integral parts of the instrument.

**B) Impairment of loans portfolio**

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. It has been the Company's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

**C) Defined employee benefit assets and liabilities**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**D) Fair value measurement:**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**E) Other Estimates:**

These include contingent liabilities, useful lives of tangible and intangible assets etc.

**3.2 Financial Instruments****A. Initial Recognition and measurement**

All financial assets and financial liabilities are recognised when the company become a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Statement of profit and loss.

**B. Classification and Subsequent measurement of financial assets-**

The company classifies its financial assets into various measurements categories. The classification depends on the contractual terms of the financial assets' cash flows and the company's business model for managing financial assets.

**a. Amortised Cost**

A financial asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**b. FVOCI- debt instruments**

A debt instruments in nature of financial asset is measured at FVOCI when the instrument is held within a business model, the objective of which is achieved by both collecting contractual cash flows and selling financial assets; and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**c. FVOCI- equity instruments**

Equity instruments in nature of financial assets are measured at fair value through profit or loss, unless the Company's management has elected to classify irrevocably some of its equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments and are not held for trading.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.



**d. FVTPL**

A financial asset which is not classified in any of the above categories are measured at FVTPL.

**Subsequent Measurement of Financial Assets**

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Any gain and loss on derecognition is recognised in Statement of profit and loss.

Debt investment at FVOCI are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in Statement of profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to Statement of profit and loss.

For equity investments, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to Statement of profit and loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for strategic purpose. Dividend income received on such equity investments are recognised in Statement of profit and loss.

Equity investments that are not designated as measured at FVOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in Statement of profit and loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of profit and loss.

**C. Financial Liabilities and equity instruments****Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Company are recognised at the proceeds received. Transaction costs of an equity transaction are recognised as a deduction from equity.

**Financial Liabilities**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for trading or it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of profit and loss. Any gain or loss on derecognition is also recognised in Statement of profit and loss.

**D. Derecognition****Financial Assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

**Financial liabilities**

A financial liability is derecognised when the obligation in respect of the liability is discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid is recognised in Statement of profit and loss.

**E. Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company

currently has a legally enforceable right to set off the amounts and it intends either to settle the mon a net basis or to realise the asset and settle the liability simultaneously.

**F. Impairment**

The Company recognises lifetime expected credit losses (ECL) when there has been a significant increase in credit risk since initial recognition and when the financial instrument is credit impaired. If the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition. 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

**G. Write offs**

The gross carrying amount of a financial asset is written-off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written-off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in statement of profit and loss.

**3.3 Cash and cash equivalents**

Cash and cash equivalents comprise of cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short- term deposits, as defined above, net of outstanding bank overdrafts if any, as they are considered an integral part of the Company's cash management.

**3.4 Property, plant and equipments (PPE)**

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Advances paid towards the acquisition of fixed assets, outstanding at each reporting date are shown under other non-financial assets. The cost of property, plant and equipment not ready for its intended use at each reporting date are disclosed as capital work-in-progress.

Subsequent expenditure related to the asset are added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Depreciation on PPE is provided on straight-line basis in accordance with the useful lives specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

The estimated useful lives used for computation of depreciation are as follows:

Particulars	Useful life
Furniture & fixture	10 years
Office equipment	5 years
Server and networking	6 years
Computer	3 years
Building	30 years
Vehicles	8 years

Assets costing less than Rs.5000/- are fully depreciated in the period of purchase.

PPE is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the net carrying amount of the asset) is recognised in other income / netted off from any loss on disposal in the Statement of profit and loss in the year the asset is derecognised.

**3.5 Intangible assets :**

Intangible assets comprises of computer software which is amortized over the estimated useful life. The amortization period is lower of license period or 36 months which is based on management's estimates of useful life. Amortisation is calculated using the straight line method to write down the cost of intangible assets over their estimated useful lives.

**3.6 Impairment of assets other than financial assets :**

The Company reviews the carrying amounts of its tangible and intangible assets at the end of each reporting period, to determine whether there is any indication that those assets have impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cashgenerating unit) is increased to the revised estimate of its recoverable amount such that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised for the asset (or cash-generating unit) in prior years. The reversal of an impairment loss is recognised in Statement of profit and loss.

**3.7 Provisions :**

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**3.8 Revenue recognition****A) Recognition of interest income on loans**

Interest income is recognised in Statement of profit and loss using the effective interest method for all financial instruments measured at amortised cost, debt instruments measured at FVOCI and debt instruments designated at FVTPL. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument.

The calculation of the effective interest rate includes transaction costs and fees that are an integral part of the contract. Transaction costs include incremental costs that are directly attributable to the acquisition of financial asset.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is recorded as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the Statement of profit and loss.

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.

When a financial asset becomes credit-impaired, the Company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial asset cures and is no longer creditimpaired, the Company reverts to calculating interest income on a gross basis.

Additional interest and interest on trade advances, are recognised when they become measurable and when it is not unreasonable to expect their ultimate collection.

Income from bill discounting is recognised over the tenure of the instrument so as to provide a constant periodic rate of return.

**B) Fees and commission income :**

Fee based income are recognised when they become measurable and when it is probable to expect their ultimate collection.

Commission and brokerage income earned for the services rendered are recognised as and when they are due.

**C) Dividend and interest income on investments :**

- Dividends are recognised in Statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.
- Interest income from investments is recognised when it is certain that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

**3.9 Employee Benefits :**

**A) Short-term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**B) Contribution to provident fund and ESIC**

Company's contribution paid/payable during the year to provident fund and ESIC is recognised in the Statement of profit and loss.

**C) Gratuity**

The Company's liability towards gratuity scheme is determined by independent actuaries, using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Past services are recognised at the earlier of the plan amendment / curtailment and recognition of related restructuring costs/ termination benefits.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of profit and loss.

**Remeasurement gains/ losses-**

Remeasurement of defined benefit plans, comprising of actuarial gains / losses, return on plan assets excluding interest income are recognised immediately in the balance sheet with corresponding debit or credit to Other Comprehensive Income (OCI). Remeasurements are not reclassified to Statement of profit and loss in the subsequent period.

Remeasurement gains or losses on long-term compensated absences that are classified as other long-term benefits are recognised in Statement of profit and loss.

**D) Leave encashment / compensated absences/ sick leave -**

The Company provides for the encashment / availment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment / availment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation.

**E) Employee stock options -**

Equity-settled share-based payments to employees are recognised as an expense at the fair value of equity stock options at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the graded vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

**3.10 Finance costs**

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Amortised cost. Financial instruments include bank term loans, non-convertible debentures, fixed deposits mobilised, commercial papers, subordinated debts and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Finance costs are charged to the Statement of profit and loss.

**3.11 Taxation - Current and deferred tax:**

Income tax expense comprises of current tax and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

**A) Current tax :**

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

**B) Deferred tax :**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary difference could be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

**3.12 Leases**

As a lessee

The Company has applied Ind AS 116. For these short term and low value leases, the company recognizes the lease payments as an expense in the Statement of Profit and Loss on a Straight line basis over the term of lease.

**3.13 Exceptional items**

When items of income and expenses within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such items is disclosed separately as Exceptional items.

**3.14 Earning per share**

The Company reports basic and diluted earnings per equity share. Basic earnings per equity share have computed by dividing net profit/loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

**3.15 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Notes forming part of the standalone financial statements for the year ended 31 March 2020

**Cash and cash equivalent****NOTE NO. 4**

PARTICULARS	AMOUNT (₹)		
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019	AS AT 01ST April, 2018
Cash on Hand	15,916	5,558	8,205
Balance with banks (of nature of cash and cash equivalents)	747,523	312,603	4,611,924
<b>Total</b>	<b>763,439</b>	<b>318,161</b>	<b>4,620,129</b>

**Bank balance other than above****NOTE NO. 5**

PARTICULARS	AMOUNT (₹)		
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019	AS AT 01ST April, 2018
Earmarked balances with banks-			
-Unclaimed dividend accounts	1,689,168	1,718,445	1,514,177
<b>Total</b>	<b>1,689,168</b>	<b>1,718,445</b>	<b>1,514,177</b>

**Receivables****NOTE NO. 6**

PARTICULARS	AMOUNT (₹)		
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019	AS AT 01ST April, 2018
Trade Receivables			
-Considered good	-	-	123,616
<b>Total</b>	<b>-</b>	<b>-</b>	<b>123,616</b>



### Loans

### NOTE NO. 7

AMOUNT (₹)

PARTICULARS	AS AT	AS AT	AS AT
	31ST MARCH, 2020	31ST MARCH, 2019	01ST April, 2018
<b>A) Loans (at amortised cost) :</b>			
<b>Others:</b>			
Inter Corporate Loans - Standard	2,000,000	2,000,000	2,000,000
Total (Gross)	2,000,000	2,000,000	2,000,000
Less: Impairment loss allowance	-	-	-
<b>Total (Net)</b>	<b>2,000,000</b>	<b>2,000,000</b>	<b>2,000,000</b>
<b>B) i) Secured by Tangible Assets*</b>	2,000,000	2,000,000	
ii) Unsecured	-	-	-
Total (Gross)	2,000,000	2,000,000	2,000,000
Less: Impairment loss allowance	-	-	-
<b>Total (Net)</b>	<b>2,000,000</b>	<b>2,000,000</b>	<b>2,000,000</b>
<b>C) i) Loans in India</b>			
a) Public Sector	-		
b) Others	2,000,000	2,000,000	2,000,000
Total (Gross)	2,000,000	2,000,000	2,000,000
Less: Impairment loss allowance	-	-	-
<b>Total (Net) -C (i)</b>	<b>2,000,000</b>	<b>2,000,000</b>	<b>2,000,000</b>
ii) <b>Loans outside India</b>	-	-	-
Less: Impairment loss allowance	-	-	-
<b>Total (Net) -C (ii)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (Net) -C ( i + ii)</b>	<b>2,000,000</b>	<b>2,000,000</b>	<b>2,000,000</b>

\* Secured by pledge of shares

Note:- Provision for Standard assets has been separately shown in Note No. 15 Provisions instead of netting it from the value of asset. This is being done as required by "Non-Banking Financial Company -Non-Systemically Important NonDeposit taking Company (Reserve Bank) Directions, 2016.

#### Credit quality of assets

The table below shows the credit quality and the maximum exposure to credit risk based on year end stage classification.

PARTICULARS	AS AT	AS AT	AS AT
	31ST MARCH, 2020	31ST MARCH, 2019	01ST April, 2018
Low credit risk- <b>Stage I</b>	2,000,000	2,000,000	2,000,000
Significant increase in credit risk- <b>Stage II</b>	-	-	-
Credit impaired- <b>Stage III</b>	-	-	-
	2,000,000	2,000,000	2,000,000

1. The amount presented are net of impairment loss allowance.
2. There are no changes in the Impairment loss allowances during the period.

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

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Notes forming part of the standalone financial statements for the year ended 31 March 2020

## INVESTMENTS

## NOTE 8

AMOUNT (₹)

PARTICULARS	FACE VALUE	AS AT 31ST MARCH, 2020		AS AT 31ST MARCH, 2019		AS AT 1ST APRIL, 2018	
	AMOUNT	QTY (NOS)	AMOUNT	QTY (NOS)	AMOUNT	QTY (NOS)	AMOUNT
<b>A. Investment in Equity Instruments</b>							
<b>A.1 -Quoted Fully Paid Up Equity Share (Trade)-FVTOCI</b>							
3M INDIA LTD.	10	500	9,413,975	500	12,130,425	500	9,706,425
ADINATH TEXTILES LTD.	10	200	320	200	490	200	1,072
ADITYA BIRLA MONEY LTD.	1	50	965	50	2,358	50	2,525
AGIO PAPER AND INDUSTRIES LTD.	10	100	250	100	255	100	406
ALOK INDUSTRIES LTD.	1	10,000	39,500	10,000	47,500	10,000	29,500
AMBUJA CEMENT LTD.	2	375	58,388	375	88,238	375	87,356
ANDHRA CEMENT LTD	10	1,162	1,859	1,162	5,984	1,162	11,271
ANSAL PROPERTIES & INFRASTRUCTURE LTD.	5	4,000	14,200	4,000	45,200	4,000	78,400
ASHIANA AGRO INDUSTRIES LTD.	10	100	28	100	105	100	255
ASHOK LEYLAND LTD.	1	1,000	43,050	1,000	91,300	1,000	145,450
BANK OF BARODA EQUITY	2	120	6,426	-	-	-	-
BHARAT NIDHI LTD.	10	100	1,000	100	-	100	-
BITS LTD.	2	8,000	1,600	8,000	1,600	8,000	1,600
BKV INDUSTRIES LTD.	1	8,300	19,671	8,300	22,742	8,300	13,280
BLB LTD.	1	1	3	1	5	1	5
CANARA BANK LTD	10	516	46,698	516	150,311	516	136,172
CEAT LTD.	10	6	5,933	6	6,746	6	9,011
CIPLA LTD	2	1,875	792,844	1,875	991,688	1,875	1,022,719
CITY UNION BANK LTD.	1	15,577	2,010,212	15,577	3,190,948	14,161	2,442,064
COAL INDIA LTD	10	500	70,025	500	118,600	500	141,650
DABUR INDIA LTD.	1	2,000	900,100	2,000	817,600	2,000	656,800
DCM SHRIRAM INDUSTRIES LTD	10	1,000	110,700	1,000	181,800	1,000	197,150
DEWAN HOUSING FINANCE CORPORATION LTD.	10	-	-	1,500	225,375	-	-
DSQ SOFTWARE LTD.	10	1,100	11,000	1,100	7,260	1,100	-
ELECTROSTEEL STEELS LTD.	10	200	2,000	200	6,200	10,000	24,000
EMKAY GLOBAL FINANCIAL SERVICES LTD.	10	51	1,313	51	5,342	51	7,561
FEDDERS ELECTRIC AND ENGINEERING LTD.	10	1,000	4,600	1,000	8,150	1,000	62,250
FIBER WEB INDIA LTD.	10	240	2,630	240	7,680	240	27,780
FORTIS HEALTHCARE LTD.	10	3,000	378,450	4,000	543,000	-	-
FRANKLIN INDIA LIQUID FUND SUPER INST. (G)	1	-	-	-	-	-	-
GEOJIT FINANCIAL SERVICES LTD.	10	1	18	1	42	1	91
GKW LTD.	10	10	4,610	10	7,812	10	5,600
GOLDEN TABACCO LTD.	2	200	3,940	200	8,990	200	11,020
HCL INFOSYSTEMS LTD.	1	5,000	18,250	5,000	95,000	5,000	254,750
HDFC BANK LTD.	2	10,000	8,619,000	5,000	11,594,500	5,000	9,430,500
HERO MOTOCORP LIMITED	10	100	159,645	100	255,315	100	354,280

**BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED****BHARAT  
BHUSHAN****INVESTMENTS (Cont.)**

AMOUNT (₹)

PARTICULARS	FACE VALUE	AS AT 31ST MARCH, 2020		AS AT 31ST MARCH, 2019		AS AT 1ST APRIL, 2018	
		AMOUNT	QTY (NOS)	AMOUNT	QTY (NOS)	AMOUNT	QTY (NOS)
HINDUSTAN PETROLEUM CORPORATION LTD.	1	1,575	299,408	1,575	447,064		
HINDUSTAN UNILEVER LTD.	2	1,010	2,321,485	1,010	1,723,868	1,010	1,346,684
ICICI BANK LTD	10	1,375	445,156	1,375	550,688	4,125	1,148,194
IDEA CELLULAR LTD.	10	-	-	-	-	5,000	379,500
IFCI LTD.	10	5,000	20,250	5,000	69,000	5,000	97,750
IMEC SERVICES LTD	10	100	170	100	190	-	-
INDIA GRID TRUST INDIA GRID	10	1,701	152,154	-	-	-	-
INDIA LEASE DEVELOPMENT LTD.	10	4,000	26,000	4,000	34,000	4,000	31,440
INDITRADE CAPITAL LTD.	10	50	1,285	50	1,950	50	3,003
INDO RAMA SYNTHETICS INDIA LTD.	2	4,000	45,000	4,000	140,000	4,000	116,600
INTENSE TECHNOLOGIES LTD	1	4,000	57,600	4,000	150,200	4,000	322,800
ITC LTD.	2	22,150	3,803,155	21,150	6,286,838	21,150	5,403,825
JAIPRAKASH ASSOCIATES LTD	10	37,000	38,850	37,000	201,650	37,000	699,300
JAY PEE INFRATECH LTD.	10	9,000	5,850	9,000	22,050	9,000	75,600
JUBILANT FOODWORKS LTD.	2	400	588,580	400	577,600	1,000	2,325,850
LARSEN & TUBRO LTD.	10	1,800	1,455,300	1,425	1,974,053	1,425	1,868,033
LEEL ELECTRICALS LTD	2	-	-	-	-	1,800	429,660
LUPIN LTD.	5	700	412,755	700	517,720	700	515,095
MAHINDRA & MAHINDRA LTD.	5	2,000	569,900	2,000	1,347,800	2,000	1,477,800
MANAPPURAM FINANCE LTD.	5	-	-	-	-		
MAJESCO LTD	10	1,000	254,550	1,000	485,050	1,000	491,150
MARUTI SUZUKI INDIA LTD.	1	150	643,245	150	1,000,883		
MONARCH NETWORTH CAPITAL LTD.	10	50	850	50	1,765	50	2,995
MOTHERSON SUMI SYSTEMS LTD.	5	5,212	318,193	5,212	780,236	3,475	1,080,551
MUKESH STEELS LTD.	10	100	2,710	100	2,710	100	2,710
NAHAR SPINNINGS MILLS LTD.	10	22	570	22	2,021	22	1,913
NELCO LTD.	1	2,000	269,800	2,000	548,300	2,000	308,700
NESTLE INDIA LTD.	10	400	6,520,240	400	4,384,380	400	3,281,420
NMDC LTD.	5	6,000	480,000	6,000	626,700	6,000	711,300
NTPC LTD.	10	7,200	606,240	7,200	969,840	6,000	1,018,200
ONGC LTD.	10	3,750	256,125	3,750	599,063	3,750	666,750
OPTO CIRCUITS (INDIA) LTD.	10	4,000	6,600	4,000	33,200	4,000	31,400
ORISSA SPONGE IRON & STEEL LTD.	10	200	43,880	200	43,880	200	43,880
OSWAL YARN LTD.	1	12,800	61,824	12,800	38,272	12,800	110,080
PENNAR ALUMINIUM LTD	10	1,000	190	1,000	190	1,000	200
PENTAMEDIA GRAPHICS LTD.	10	1,000	250	1,000	480	1,000	560
PRAKASH INDUSTRIES LTD	10	4,200	81,900	4,200	376,110	4,200	710,220
PRAKASH PIPES LTD.	10	525	12,233	-	-	-	-

**INVESTMENTS (Cont.)**

AMOUNT (₹)

PARTICULARS	FACE VALUE	AS AT 31ST MARCH, 2020		AS AT 31ST MARCH, 2019		AS AT 1ST APRIL, 2018	
		AMOUNT	QTY (NOS)	AMOUNT	QTY (NOS)	AMOUNT	QTY (NOS)
PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED	2	486	4,990,904	486	5,265,105	486	4,644,095
PSL HOLDING LTD.	10	1,000	330	1,000	950	1,000	3,200
PUNJ LLOYD LTD.	10	1,200	1,020	1,200	2,460	1,200	20,280
RATTAN INDIA POWER LTD.	10	5,000	6,750	5,000	13,500	5,000	25,750
RELIANCE BROADCAST NETWORK LTD.	10	2,000	10,000	2,000	10,000	2,000	10,000
RELIANCE CAPITAL LTD.	5	1,647	7,412	1,647	336,812	1,647	697,175
RELIANCE COMMERCIAL FINANCE LTD. (10% Pref)	10	5	5	5	5	5	5
RELIANCE COMMUNICATION VENTURE LTD.	10	2,954	1,920	2,954	12,259	2,954	64,250
RELIANCE COMMUNICATIONS LTD.	10	-	-	-	-	-	-
RELIANCE HOME FINANCE LTD	10	1,647	1,235	1,647	47,351	1,647	98,161
RELIANCE INDUSTRIES LTD	10	12,500	13,921,875	12,500	17,040,625	12,500	11,033,750
RELIANCE INFRASTRUCTURE LTD.	10	221	2,254	221	30,277	221	94,478
RELIANCE MEDIA WORKS LTD.	10	1,000	5,000	1,000	5,000	1,000	5,000
RELIANCE NIPPON LIFE ASSET MANAGEMENT LTD.	2	-	-	800	167,760	-	-
RELIANCE POWER LTD	1	738	923	738	8,376	738	26,642
RUCHI STRIPS & ALLOYS LTD.	2	-	-	-	-	100	178
SHALIMAR WIRES INDUSTRIES LTD.	1	250	930	250	3,775	250	4,063
STATE BANK OF INDIA LTD.	1	3,000	590,550	3,000	962,250	3,000	749,700
SUBROS LTD	2	500	65,350	500	133,875	2,000	582,500
SUN PHARMACEUTICAL INDUSTRIES LTD.	1	1,500	528,450	1,500	718,275	1,500	742,650
TATA CONSULTANCY SERVICES LTD.	10	4,152	7,581,967	4,152	8,310,851	2,076	5,914,835
TATA MOTOR LTD	1	1,500	106,575	1,500	261,375	1,500	490,275
TATA POWER CO. LTD.	1	5,000	164,250	5,000	369,000	5,000	395,000
TATA STEEL LONG PRODUCTS	2	650	121,940	200	152,080	-	-
THE INDIAN HOTELS CO. LTD .	10	2,030	152,250	2,030	314,447	2,030	262,682
TITAN COMPANY LTD.	2	1,000	933,700	1,000	1,141,850	1,000	942,300
UNITECH LTD	1	1,000	1,250	1,000	1,350	1,000	5,550
UNITED DRILLING TOOLS LTD.	10	200	20,880	200	22,470	100	25,100
UNITED SPIRITS LTD.	10	-	-	250	138,475	50	156,483
UTI MASTER GAIN LTD	10	-	-	-	-	-	-
VEDANTA LTD	5	5,500	355,850	5,500	1,014,475	5,500	1,528,175
VIJAYA BANK	10	-	-	300	13,815	300	15,615
VODAFONE IDEA LIMITED	10	18,535	57,459	5,000	91,250	-	-
THE WATERBASE LTD.	10	600	53,220	-	-	-	-
WELSPUN CORP LTD.	5	1,000	62,050	1,000	136,200	1,000	134,900
WHIRLPOOL LTD.	10	-	-	25	37,878	25	37,756
WHIRLPOOL OF INDIA LTD.	10	-	-	100	151,510	100	151,025
<b>Total (A.1)</b>		298,669	72,291,799	279,338	91,511,988	280,834	78,425,676

## INVESTMENTS (Cont.)

AMOUNT (₹)

PARTICULARS	FACE VALUE	AS AT 31ST MARCH, 2020		AS AT 31ST MARCH, 2019		AS AT 1ST APRIL, 2018	
	AMOUNT	QTY (NOS)	AMOUNT	QTY (NOS)	AMOUNT	QTY (NOS)	AMOUNT
<b>A.2 -Fully Paid Up Unquoted (Non Trade ) -FVTOCI</b>							
Bharat Bhushan Equity Traders Ltd (2,50,000 Equity shares of Rs. 10 each fully paid up)	10	250,000	14,291,619	250,000	14,291,619	250,000	13,220,629
<b>Total (A.2)</b>		250,000	14,291,619	250,000	14,291,619	250,000	13,220,629
<b>B. Investment in Preference Shares</b>							
-Quoted Fully Paid Up Preference Shares (Non Trade) - FVTOCI							
VEDANTA LTD (PREF SHARES)	-	-	-	-	-	40,000	398,000
ZEE ENTERTAINMENT (PREF. SHARE)	1	441	1,301	441	2,448	441	3,352
<b>Total (B)</b>		441	1,301	441	2,448	40,441	401,352
<b>C. Investment in Debentures</b>							
- Quoted Fully paid up Debentures (Trade)- FVTOCI							
8.49% Secured NCD of NTPC Ltd.	12.5	6,000	78,660	6,000	75,660	6,000	76,440
<b>Total (C)</b>		6,000	78,660	6,000	75,660	6,000	76,440
<b>D. Investment in Mutual Funds</b>							
- Fully Paid up Unquoted Units in Mutual Fund (Trade)- FVTPL							
FRANKLIN INDIA ULTRA SHORT BOND FUND	0	-	783,541	20,582,684	219,449	5,278,429	
ADITYA BIRLA SUN LIFE MNC FUND DIVIDEND PLAN	1,195	147,741	1,195	191,102	1,195	196,467	
ADITYA BIRLA SUN LIFE MONEY MANAGER FUND	2,551	686,591	2,551	638,673			
ADITYA BIRLA SUN LIFE SAVING FUND GROWTH	-	-	394	145,522	2,705	924,299	
FRANKLIN INDIA LOW DURATION FUND (G)	-0	-	-0	-	593,245	11,850,421	
HDFC SHORT TERM DEBT FUND	317,641	7,191,296	-	-	-	-	
HDFC TOP 100 FUND	111	38,310	-	-	-	-	
ICICI PRUDENTIAL SAVING FUND (G)	-	-	14,949	5,362,690	21,748	7,244,986	
ICIC PRUDENTIAL SHORT TERM FUND	246,276	10,385,295	-	-	-	-	
ICICI PRUDENTIAL SMALL CAP FUND	2,003	35,778	-	-	-	-	
ICICI PRUDENTIAL FLOATING INT. FUND	-	-	-	-	25,476	6,630,345	
ICICI PRUDENTIAL MONEY MARKET FUND	39,497	10,960,892	42,021	10,876,397	-	-	
KOTAK BOND SHORT TERM GROWTH	191,116	7,262,435	-	-	-	-	
KOTAK EMERGING EQUITY FUND	1,280	37,795	-	-	-	-	
RELIANCE MUTUAL FUND ETF LIQUID BES	2	1,696	2	1,646	2	1,556	
UTI MASTER PLUS	-	-	-	-	-	-	
UTI MONEY MARKET FUND	2,874	6,469,253	3,463	7,268,635	-	-	
UTI ULTRA SHORT TERM FUND (G)	-	-	-	-	568	1,602,945	
UTI TREASURY ADV. FUND (INSTITUE PLAN) (G)	-	-	-	-	3,953	9,468,506	
<b>Total (D)</b>		804,546	43,217,082	848,116	45,067,349	868,340	43,197,952

**INVESTMENTS (Cont.)**

AMOUNT (₹)

PARTICULARS	FACE VALUE	AS AT 31ST MARCH, 2020		AS AT 31ST MARCH, 2019		AS AT 1ST APRIL, 2018	
		AMOUNT	QTY (NOS)	AMOUNT	QTY (NOS)	AMOUNT	QTY (NOS)
<b>E. Investment in Bonds</b>							
-Fully Paid up bonds (Trade)- FVTPL							
DCB BANK LTD (BOND)	100,000	25	2,500,000	25	2,500,000	25	2,500,000
TATA MOTOR FINANCE (BOND)	1,000,000	1	1,000,000	-	-	-	-
THE LAXMIVILAS BANK LTD (BOND)	500,000	4	2,000,000	4	2,000,000	4	2,000,000
<b>Total (E)</b>		30	5,500,000	29	4,500,000	29	4,500,000
Total Investments (A+B+C+D+E)		1,359,686	135,380,461	1,383,924	155,449,063	1,445,644	139,822,049
Total Investment at FVTOCI		555,110	86,663,379	535,779	105,881,714	577,275	92,124,097
Total Investment at FVTPL		804,576	48,717,082	848,145	49,567,349	868,369	47,697,952

**Note:**

- All above investments are in India itself
- Nature of Investment:-**

## Quoted Investment

-Aggregate Cost Price	43,503,850	40,817,819	81,522,442
-Aggregate Market Value	77,871,760	96,090,096	83,403,468

## Unquoted Investment

## Units of Mutual Funds

-Aggregate Cost Price	41,003,347	43,267,037	40,721,172
-Aggregate Market Value	43,217,082	45,067,349	43,197,952

## Others

-Aggregate Cost Price	2,500,000	2,500,000	2,500,000
-Aggregate Market Value	14,291,619	14,291,619	13,220,629

**Other Financial Assets**
**NOTE NO. 9**

AMOUNT (₹)

PARTICULARS	AS AT	AS AT	AS AT
	31ST MARCH, 2020	31ST MARCH, 2019	01ST April, 2018
Security Deposits	2,000,000	2,000,000	2,004,560
Interest accrued on Deposits	34,586	148,084	90,705
Interest accrued on Loans and Advances	70,500	70,000	70,000
Interest accrued on Bonds	138,996	115,315	-
Dividend Recoverable	106	37,433	25,800
<b>Total</b>	<b>2,244,188</b>	<b>2,370,832</b>	<b>2,191,065</b>



Notes forming part of the standalone financial statements for the year ended 31 March 2020

### Property, Plant & Equipment

### NOTE NO. 10

AMOUNT (₹)

PARTICULARS	Furniture & Fixtures	Office Equipment	Data Processing Machinery	Vehicle	Total
<b>GROSS BLOCK</b>					
<b>As at 1st April, 2018</b>	7,128	53,250	326,434	269,366	656,178
Additions during the year	-	-	-	-	-
Deletions during the year	-	-	-	-	-
<b>As at 31st March, 2019</b>	7,128	53,250	326,434	269,366	656,178
Additions during the year	-	-	-	-	-
Deletions during the year	-	-	-	-	-
<b>As at 31st March, 2020</b>	7,128	53,250	326,434	269,366	656,178
<b>ACCUMULATED DEPRECIATION</b>					
<b>As at 1st April, 2018</b>	6,772	50,587	310,112	255,898	623,369
Depreciation Expense for the year	-	-	-	-	-
Adjustment during the year	-	-	-	-	-
<b>As at 31st March, 2019</b>	6,772	50,587	310,112	255,898	623,369
Additions during the year	-	-	-	-	-
Adjustment during the year	-	-	-	-	-
<b>As at 31st March, 2020</b>	6,772	50,587	310,112	255,898	623,369
Net Block as at 31st March, 2020	356	2,663	16,322	13,468	32,809
Net Block as at 31st March, 2019	356	2,663	16,322	13,468	32,809
Net Block as at 1st April, 2018	356	2,663	16,322	13,468	32,809

### Other Non Financial Assets

### NOTE NO. 11

AMOUNT (₹)

PARTICULARS	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019	AS AT 01ST April, 2018
Prepaid Expenses	12,763	287	-
Balances with government authorities	288,789	288,789	288,679
Plan asset- gratuity fund	-	3,266	2,062
<b>Total</b>	<b>301,552</b>	<b>292,342</b>	<b>290,741</b>

### Other Financial Liabilities

### NOTE NO. 12

AMOUNT (₹)

PARTICULARS	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019	AS AT 01ST April, 2018
Unpaid Dividend*	1,689,168	1,718,445	1,514,177
Expenses Payable	141,793	140,993	140,727
Advance from customer	-	-	700,000
<b>Total</b>	<b>1,830,961</b>	<b>1,859,438</b>	<b>2,354,904</b>

\* No amount was due for transfer to investor education and protection fund as on 31.03.2020

**Current Tax Liabilities (Net)**
**NOTE NO. 13**

PARTICULARS	AMOUNT (₹)		
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019	AS AT 01ST April, 2018
Provision for Income Tax	515,656	1,490,000	1,440,000
Less: Advance Income Tax (Including Self Assessment Tax)	(468,000)	-1,404,000	-1,133,000
Less: Tax deducted on source	5,830	-6,376	-5,969
<b>Total</b>	<b>41,826</b>	<b>79,624</b>	<b>301,031</b>

**Deferred tax liabilities (Net)**
**NOTE NO. 14**

PARTICULARS	AMOUNT (₹)		
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019	AS AT 01ST April, 2018
<b>Deferred tax Liability</b>			
Items recognised in OCI	7,216,194	7,387,025	8,723,668
<b>(A)</b>	<b>7,216,194</b>	<b>7,387,025</b>	<b>8,723,668</b>
<b>Deferred tax Assets</b>			
Difference between Depreciation as per Books of Account and the Income Tax Act, 1961.	12,920	16,319	19,718
<b>(B)</b>	<b>12,920</b>	<b>16,319</b>	<b>19,718</b>
<b>Net Deferred Tax liabilities (A) - (B)</b>	<b>7,203,274</b>	<b>7,370,707</b>	<b>8,703,950</b>

The components of income tax expense for the years ended 31 March 2020 and 2019 are:

PARTICULARS	For the year ended 31st March, 2020	For the year ended 31ST March, 2019
<b>Current tax:</b>		
In respect of current year	515,656	1,490,000
In respect of prior years	24,236	(6,141)
<b>Deferred Tax:</b>		
Deferred tax relating to origination and reversal of temporary differences in respect of prior years	3,399	3,400
<b>Total Income Tax recognised in profit or loss</b>	<b>543,291</b>	<b>1,487,259</b>
Current Tax	539,892	1,483,859
Deferred Tax	3,399	3,400
Income Tax recognised in Other comprehensive income		

PARTICULARS	For the year ended 31st March, 2020	For the year ended 31ST March, 2019
Deferred tax related to items recognised in Other comprehensive income during the year:		
Income tax relating to items that will not be reclassified to profit or loss	170,832	1,336,643
<b>Total Income tax recognised in Other Comprehensive income</b>	<b>170,832</b>	<b>1,336,643</b>

**The reconciliation of estimated income tax expenses at tax rate to income tax expense reported in profit or loss is as follows**

PARTICULARS	For the year ended 31st March, 2020	For the year ended 31ST March, 2019
<b>Profit before tax</b>	<b>2,621,447</b>	<b>2,276,441</b>
Applicable income tax rate (%)	15.60	19.24
Income tax expense calculated at applicable income tax rate	408,946	437,987
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Effect of income exempt from tax	(181,772)	(2,438)
Effect of expenses/ provisions not deductible in determining taxable profit	-	150,438
Effects of income considered in other comprehensive income	235,914	921,257
Others	52,568	(17,244)
Income tax for earlier year	24,236	(6,141)
Income tax expense recognised in profit and loss	<b>539,892</b>	<b>1,483,859</b>
Actual effective income tax rate (%)		

### Provisions

### NOTE NO. 15

PARTICULARS	AMOUNT (₹)		
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019	AS AT 01ST April, 2018
Provision for Employee Benefits			
Gratuity	41,819	-	-
Others			
Contingent provision against standard Assets	8,000	8,000	8,000
<b>Total</b>	<b>49,819</b>	<b>8,000</b>	<b>8,000</b>

### Other Non-Financial Liabilities

### NOTE NO. 16

PARTICULARS	AMOUNT (₹)		
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019	AS AT 01ST April, 2018
Statutory dues payable	7,936	11,101	8,788
<b>Total</b>	<b>7,936</b>	<b>11,101</b>	<b>8,788</b>

### Share Capital

### NOTE NO. 17

PARTICULARS	AMOUNT (₹)		
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019	AS AT 01ST April, 2018
<b>a. Authorised:</b>			
70,00,000 Equity shares of Rs. 10/- each	70,000,000	70,000,000	70,000,000
<b>Total</b>	<b>70,000,000</b>	<b>70,000,000</b>	<b>70,000,000</b>
<b>b. Issued, Subscribed and Paid Up:</b>			
33,80,400 Equity Shares Of Rs. 10/- Each Fully Paid-Up	33,804,000	33,804,000	33,804,000
<b>Total</b>	<b>33,804,000</b>	<b>33,804,000</b>	<b>33,804,000</b>

#### c. Reconciliation of number of equity shares outstanding at the beginning and end of the year :

PARTICULARS	NUMBER OF SHARES	AMOUNT IN RS.
<b>As At April 01, 2018</b>	<b>3,380,400</b>	<b>33,804,000</b>
Issued during the year	-	-
<b>As At March 31, 2019</b>	<b>3,380,400</b>	<b>33,804,000</b>
Issued during the year	-	-
<b>As At March 31, 2020</b>	<b>3,380,400</b>	<b>33,804,000</b>

#### d. Terms / rights attached to the equity shares

- Issued Share capital of the Company has only one class of shares referred to as equity shares having Par value of Rs.10/.Each holder of Equity Shares is entitled to One vote per share.
- In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- The dividend amount declared by Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting except interim dividend.

#### e. Shareholders holding more than 5% equity shares in the Company:

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 01, 2018	
	Number of Shares	% holding in the class	Number of Shares	% holding in the class	Number of Shares	% holding in the class
Vijay Bhushan	801,968	23.72%	801,968	23.72%	801,968	23.72%
Nisha Ahuja	655,826	19.40%	655,826	19.40%	655,826	19.40%

### Other Equity

### NOTE NO. 18

AMOUNT (₹)

PARTICULARS	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019	AS AT 01ST April, 2018
<b>a. Capital Reserve</b>			
Opening Balance	400	400	
Add: Transferred from Retained Earnings	-	-	
Closing Balance	<u>400</u>	<u>400</u>	<u>400</u>
<b>b. Statutory Reserve (Pursuant to Section 45-IC of The RBI Act, 1934)</b>			
Opening Balance	15,757,338	14,514,058	
Add: Transferred from Retained Earnings*	415,631	1,243,280	
Closing Balance	<u>16,172,969</u>	<u>15,757,338</u>	<u>14,514,058</u>
<b>c. General Reserve</b>			
Opening Balance	3,749,153	3,749,153	
Add: Transferred from Retained Earnings	-	-	
Closing Balance	<u>3,749,153</u>	<u>3,749,153</u>	<u>3,749,153</u>
<b>d. Other comprehensive income</b>			
Opening Balance	59,728,549	47,197,282	47,197,282
Add: Fair Value changes of Investments at FVTOCI	(19,363,790)	16,000,777	-
Add: Remeasurement of defined benefit plans	(15,030)	(8,957)	-
Deferred Tax	170,832	1,336,643	-
Transfer of realised gain on sale of equity instruments at FVTOCI	(1,512,272)	(4,797,196)	-
<b>Closing Balance</b>	<u>39,008,289</u>	<u>59,728,549</u>	<u>47,197,282</u>
<b>e. Retained Earning</b>			
Opening Balance	39,813,343	39,953,020	39,953,020
Add: Profit for the current year	2,078,156	789,182	
Add/ Less: Appropriations			
Transfer to statutory reserve as per Section 45-IC of The RBI Act, 1934	(415,631)	(1,243,280)	
Transfer to general reserve	-	-	
Transfer of realised gain on sale of equity instruments at FVTOCI	1,512,272	4,797,196	
Dividend Paid	(2,028,240)	(3,718,440)	
Tax on Dividend	(416,911)	(764,334)	
Closing Balance	<u>40,542,990</u>	<u>39,813,343</u>	<u>39,953,020</u>
<b>TOTAL OTHER EQUITY</b>	<u>99,473,801</u>	<u>119,048,783</u>	<u>105,413,913</u>

\* Created by way of transfer of specified percentage of profits as per section 45IC of Reserve Bank of India (Amendment) Act, 1997. Appropriation from Reserve shall be for the purpose as may be specified by Reserve Bank of India.

**Note:** After reporting date, final dividend of 6% i.e Rs 0.6/- per equity share of face value of Rs. 10 each. (for Previous year Rs. 0.6/- per equity share.) was declared by the Board of directors in their meeting held on 22nd June 2020. The dividend has not been recognised as liability.

#### Description of the nature and purpose of Other Equity:

##### Securities Premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

##### Statutory Reserve

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 through transfer of specified percentage of net profit every year before any dividend is declared. The reserve fund can be utilised only for limited purposes as specified by RBI from time to time and every such utilisation shall be reported to the RBI within specified period of time from the date of such utilisation.

##### Other Comprehensive Income

The Company recognises change on account of fair value of instruments recognised at FVTOCI and tax thereon and remeasurement of the net defined benefit liability/(asset) as part of other comprehensive income.

##### Retained Earnings

Retained earnings or accumulated surplus represents total of all profits retained since Company's inception. Retained earnings are credited with current year profits, reduced by losses, if any, dividend payouts, transfers to General reserve or any such other appropriations to specific reserves.

**Interest Income**
**NOTE NO. 19**

AMOUNT (₹)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
Interest received on Bonds	614,301	477,510
Interest received on FDR	58,296	63,755
Interest on Loans	286,368	401,849
<b>Total</b>	<u>958,965</u>	<u>943,114</u>

**Dividend**
**NOTE NO. 20**

AMOUNT (₹)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
Dividend income from investment	11,65,207	8,69,889
<b>Total</b>	<u>11,65,207</u>	<u>8,69,889</u>

**Net gain on fair value changes**
**NOTE NO. 21**

AMOUNT (₹)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
Net gain/ (loss) on financial instruments measured at fair value through profit or loss		
Realised gain/ (loss) on instruments at FVTPL	2,988,615	4,145,869
Unrealised gain/ (loss) on instruments at FVTPL	385,623	-638,983
<b>Total</b>	<u>3,374,238</u>	<u>3,506,886</u>

**Net Profit/(loss) in Equity derivative trading/ Share Dealing**
**NOTE NO. 22**

AMOUNT (₹)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
Profit/ (Loss) on Sale of F& O	175,666	(389,850)
Share dealing difference	(193)	23,794
<b>Total</b>	<u>175,473</u>	<u>-366,056</u>

**Other Income**
**NOTE NO. 23**

AMOUNT (₹)

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
Liability no longer required	-	275,000
<b>Total</b>	<u>-</u>	<u>275,000</u>

**Employee Benefit Expenses**
**NOTE NO. 24**

PARTICULARS	AMOUNT (₹)	
	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
Salary & Benefits	1,701,151	1,571,552
Staff Welfare	13,691	11,609
<b>Total</b>	<u>1,714,842</u>	<u>1,583,161</u>

**Other Expenses**
**NOTE NO. 25**

PARTICULARS	AMOUNT (₹)	
	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
Repairs & Maintenance	28,120	22,076
Postage, Telegram & Telephone	82,280	137,127
Membership & Subscription	30,345	71,125
Printing & Stationery	87,673	80,888
Listing Fees	354,000	295,000
Directors' Sitting Fee	242,490	250,750
Travelling & Conveyance	23,565	22,200
Legal And Professional Charges	263,565	302,944
Advertisement	38,844	37,876
Securities Transactions Tax	4,876	20,639
Contigent Provision Of Standard Assets		-
Prior Period Expenses		36,087
Rent	70,800	-
Miscellaneous	45,305	42,842
<b>Auditor'S Remuneration</b>		
Audit Fees	45,000	45,000
Tax Audit Fees	-	-
Taxation Matters	-	-
Others	15,000	-
Office Expenses	5,730	4,677
<b>Total</b>	<u>1,337,593</u>	<u>1,369,231</u>

**Net gain/ (loss) on fair value changes-FVTOCI**
**NOTE NO. 26**

PARTICULARS	AMOUNT (₹)	
	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
<b>Net gain/ (loss) on financial instruments measured at fair value through OCI</b>		
Relised gain/ (loss) on instruments at FVTCOI	1,512,272	4,797,196
Unrealised gain/ (loss) on instruments at FVTOCI	(20,876,062)	11,203,581
<b>1Total</b>	<u>(19,363,790)</u>	<u>16,000,777</u>

### Earning Per Share (EPS)

### NOTE NO. 27

PARTICULARS	AMOUNT (₹)	
	FOR THE YEAR ENDED 31ST MARCH, 2020	FOR THE YEAR ENDED 31ST MARCH, 2019
Profit for the year (Rs. in Lakhs)	2,078,156	789,182
Weighted average number of Equity Shares used in computing basic EPS	3,380,400	3,380,400
Weighted average number of Equity Shares used in computing diluted EPS	3,380,400	3,380,400
<b>Basic Earnings per share (Rs.)</b>	0.61	0.23
<b>Diluted Earnings per share (Rs.)</b>	0.61	0.23
Face value per share (Rs.)	10	10

### Employee benefits plan

### NOTE NO. 28

Defined benefit plans

#### (A) Gratuity

The Company provides for the gratuity, a defined benefit retirement plan covering qualifying employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated period mentioned under The Payment of Gratuity Act, 1972. The Company makes annual contribution to the Gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity fund.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans :

PARTICULARS	AMOUNT (₹)	
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
<b>Change in Defined Obligation and Fair value Plan Assets</b>		
<b>Defined Benefit Obligation at the beginning of the year</b>	585,652	508,868
Current Service Cost	30,279	28,095
Interest Cost	40,117	37,911
Re-measurement Losses/(Gains)		
a) Effect of changes in financial assumptions	21,420	8,872
b) Effect of experience adjustments	(14,267)	1,906
c) Effect for change in Demographic Assumption	398	
Benefits Paid	-	-
<b>Defined Benefit Obligation at the end of the year</b>	<b>663,599</b>	<b>585,652</b>
<b>Change in Fair value of Plan Assets</b>		
Fair Value of Plan Assets at the Beginning of the Year	588,918	510,930
Interest Income	40,341	38,064
Employer's Contribution	-	38,103
Benefits Paid	-	-
Return on plan assets (excluding interest income)	(7,479)	1,821
<b>Fair Value of Plan Assets at the end of the year</b>	<b>621,780</b>	<b>588,918</b>
<b>Amount Recognised in the Balance Sheet</b>		
Fair Value of Plan Assets as at the End of the Year	621,780	588,918
Defined benefit obligation at the End of the Year	663,599	585,652
<b>Amount Recognised in the Balance Sheet under Other payables</b>	<b>(41,819)</b>	<b>3,266</b>
<b>Cost of the Defined Benefit Plan for the Year</b>		
Current Service Cost	30,279	28,095
Net interest Expense	(224)	(153)
<b>Net Cost recognized in the statement of Profit and Loss</b>	<b>30,055</b>	<b>27,942</b>



PARTICULARS	AMOUNT (₹)	
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
Re-measurement Losses/(Gains)		
a) Effect of changes in financial assumptions	21,420	8,872
b) Effect of experience adjustments	(14,267)	1,906
c) Effect for change in Demographic Assumption	398	-
d) Return on plan assets (excluding interest income) 7,479	(1,821)	
<b>Net cost recognized in Other Comprehensive Income</b>	<b>15,030</b>	<b>8,957</b>

PARTICULARS	AMOUNT (₹)	
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
Discount Rate	5.39%	6.85%
Future Salary increase	8.00%	8.00%
Attrition at Ages		
- Upto 30 years	3.00%	3.00%
- From 31 to 44 years	2.00%	2.00%
- Above 44 years	1.00%	1.00%
Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2006 - 08)

PARTICULARS	AMOUNT (₹)	
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
0 to 1 Year	508,513	462,314
1 to 2 Year	2,318	1,781
2 to 3 Year	2,365	1,817
3 to 4 Year	2,414	1,854
4 to 5 Year	2,463	1,892
5 to 6 Year	2,511	1,930
6 Year Onwards	143,015	114,064

PARTICULARS	AMOUNT (₹)	
	AS AT 31ST MARCH, 2020	AS AT 31ST MARCH, 2019
Impact due to increase of 0.50% in discount rate	(7,745)	(7,433)
Impact due to decrease of 0.50% in discount rate	8,206	7,853
Impact due to increase of 0.50% in salary	7,964	7,730
Impact due to decrease of 0.50% in salary	(7,597)	(7,390)

**Notes:**

- The estimate of future salary increase takes into account inflation, seniority, promotion and other relevant factors.
- Discount rate is based on the prevailing market yields of Indian Government Bonds as at the Balance Sheet date for the estimated term of the obligation.
- The Company's best estimate of contribution during the next year is Rs. 16,983.

## 29. Related party disclosures

(i) As per Ind AS 24 on 'Related party disclosures', the related parties of the Company are as follows:

<b>Key management personnel (KMP)</b>	Mr. Satish Aggarwal Mrs. Sandhya Jhalani
<b>Non-Executive Directors</b>	Mr. Vijay Bhushan Mrs. Nisha Ahuja Mrs. Sant Kumari Agarwal Mr. Jogesh Ahuja ( upto 30.06.2019 ) Ms. Madhvi Ahuja ( w.e.f 27.09.2019 ) Mr. Arun Kumar Garg Mr. Varun Saihgal Mr. Ravindra Singh Mr. Kuldeep Gupta

**Enterprises under common control/enterprises where person described above is able to exercise significant influence :**

Bharat Bhushan Equity Traders Ltd.

Bharat Bhushan & Co.

(ii) **The nature and volume of transactions of the Company during the year with above related parties were as follows:**

PARTICULARS	Relationship	YEAR ENDED	YEAR ENDED
		31ST MARCH, 2020	31ST MARCH, 2019
Sales of securities etc. and other similar transactions	Enterprises under common control / enterprises where person described above is able to exercise significant influence.	2,341,412	46,858,557
Purchase of securities etc. and other	Enterprises under common control / enterprises where person described above is able to exercise significant influence similar transaction	2,486,866	44,050,483
Net derivative / difference in share dealing	Enterprises under common control /enterprises where person described above is able to exercise significant influence.	175,666	389,850
Sitting fees & Benefits	Non-Executive directors	242,490	250,750
Depository Charges Paid	Enterprises under common control /enterprises where person described above is able to exercise significant influence.	16	1,130
Salary and other benefits	Key Management Personnel	960,225	914,310
Outstanding Balances as on 31-03-2020 Investments -Fair Value	Enterprises under common control /enterprises where person described above is able to exercise significant influence.	14,291,619	14,291,619

30 **CONTINGENT LIABILITIES:** Rs. Nil (Previous Year Rs. Nil/-)

### 31 QUANTITATIVE DETAILS

Quantitative information in respect of Investments in shares/ debentures/ units etc. is as follows:-

#### EQUITY INSTRUMENTS

	FOR THE YEAR ENDED 31ST MARCH 2020		FOR THE YEAR ENDED 31ST MARCH 2019	
	QTY. ( in Nos.)	AMOUNT ( ₹ )	QTY. ( in Nos.)	AMOUNT ( ₹ )
<b>A) SHARES</b>				
OPENING	5,29,779	10,58,06,054	5,71,275	9,20,47,657
PURCHASES	26,207	24,86,866	47,515	84,63,345
SALES/REDEMPTION	6,876	20,91,454	89,011	1,02,16,373
FAIR VALUATION PROFIT/(LOSS)	—	-1,96,16,748	-	1,55,11,425
<b>CLOSING</b>	<b>5,49,110</b>	<b>8,65,84,718</b>	<b>5,29,779</b>	<b>10,58,06,054</b>
<b>B) UNITS OF MUTUAL FUND</b>				
OPENING	8,48,116	4,50,67,348	8,68,340	4,31,97,952
PURCHASES	9,89,074	3,64,52,822	7,47,039	3,55,87,139
SALES/REDEMPMENT	10,32,644	4,12,51,327	7,67,263	3,61,25,444
FAIR VALUATION PROFIT/(LOSS)	—	29,48,240	—	24,07,701
<b>CLOSING</b>	<b>8,04,546</b>	<b>4,32,17,083</b>	<b>8,48,116</b>	<b>4,50,67,348</b>
<b>C) DEBENTURES</b>				
OPENING	6,000	75,660	6,000	76,440
PURCHASES/ADJUSTMENT	—	—	—	—
SALES/REDEMPTION	—	—	—	—
FAIR VALUATION PROFIT/(LOSS)	—	3,000	-	-780
<b>CLOSING</b>	<b>6,000</b>	<b>78,660</b>	<b>6,000</b>	<b>75,660</b>
<b>D) BANK BONDS</b>				
OPENING	29	45,00,000	29	45,00,000
PURCHASES/ADJUSTMENT	1	10,00,000	—	—
SALES/REDEMPTION	—	—	—	—
FAIR VALUATION PROFIT/(LOSS)	—	—	—	—
<b>CLOSING</b>	<b>30</b>	<b>55,00,000</b>	<b>29</b>	<b>45,00,000</b>

### 32 Due to Micro, Small and Medium Enterprises

To the extent information available with the company, it has no dues to the Micro, Small and medium enterprises as at 31st March, 2020 and 31st March, 2019.

### 33 Segment Reporting:

In the opinion of Management there are no separate reportable segments as per Indian Accounting Standard (Ind AS-108).

### 34 First-time Adoption of Ind AS

These financial statements, for the year ended March 31, 2020, are the first financial statements the company has prepared in accordance with Ind AS.

For periods up to and including the year ended March 31, 2019, the company has prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with rule 7 of the Companies (Accounts) Rules, 2014 and guidelines issued by RBI (Indian GAAP or previous GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ending on March 31, 2020, together with the comparative period data as at and for the year ended March 31, 2019, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 01, 2018, the Company's date of transition to Ind AS. These financial results may require further adjustments, if any, necessitated by the guidelines / clarifications / directions issued in the future by RBI, Ministry of Corporate Affairs, or other regulators, which will be implemented as and when the same are issued and made applicable.

This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 01, 2018 and the financial statements as at and for the year ended March 31, 2019.

#### Mandatory exceptions and optional exemptions availed :

Set out below are the applicable Ind AS 101 mandatory exceptions and optional exemptions applied in the transition from previous GAAP to

Ind AS, which were considered to be material or significant by the Company.

## Mandatory exceptions

The company has adopted all relevant mandatory exceptions set out in Ind AS 101 which are as below:

### (i) Estimates

Ind AS 101 prescribes that an entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP ( after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

The Company's Ind AS estimates as at the transition date are consistent with the estimates as at the same date made in conformity with previous GAAP.

### (ii) Derecognition of financial assets and financial liabilities

As set out in Ind AS 101, the Company has applied the derecognition requirements of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

### (iii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

### (iv) Impairment of financial assets

As set out in Ind AS 101, an entity shall apply the impairment requirements of Ind AS 109 retrospectively if it does not entail any undue cost or effort. The company has assessed impairment of financial assets in conformity with Ind AS 109.

## Optional exemptions availed

### (i) Investments in Subsidiaries, associates

Ind AS 101 permits a first time adopter to measure its investment, at the date of transition, at cost determined in accordance with Ind AS 27, or deemed cost. The deemed cost of such investment shall be its fair value at the Company's date of transition to Ind AS, or Previous GAAP carrying amount at that date. The Company has elected to measure its investment in subsidiary at the Previous GAAP carrying amount as its deemed cost on the transition date.

### (ii) Property, plant, equipment & intangible assets

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment and intangible assets as at March 31, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment and intangible assets as on April 01, 2018.

### (iii) Business combinations

Ind AS 103 Business Combinations has not been applied to acquisitions of subsidiaries, which are considered businesses under Ind AS that occurred before April 01, 2018. Use of this exemption means that the Indian GAAP carrying amounts of assets and liabilities, that are required to be recognised under Ind AS, is their deemed cost at the date of the acquisition. After the date of the acquisition, measurement is in accordance with respective Ind AS.

## (B) Reconciliation between Ind AS and previous GAAP are given below:

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for previous periods. The following table represent the reconciliation from previous GAAP to Ind AS.

### Reconciliation of balance sheet as at date of transition 1 April 2018

Particulars	Note	Previous GAAP*	Adjustments	Ind As
<b>ASSETS</b>				
<b>Financial Assets</b>				
a. Cash and cash equivalents	4	46,20,129	0	46,20,129
b. Bank Balance other than (a) above	5	15,14,177	0	15,14,177
c. Receivables				
(i) Trade Receivables	6	1,23,616	0	1,23,616
d. Loans	7	20,00,000	0	20,00,000
e. Investments	8	81522442	5,82,99,607	13,98,22,049
f. Other Financial Assets	9	21,91,065	0	21,91,065
<b>Non-Financial Assets</b>				
a. Property, Plant and Equipment	10	32,809	0	32,809
b. Other non -financial assets	11	2,90,741	0	2,90,741
<b>TOTAL ASSETS</b>		<b>9,22,94,979</b>	<b>5,82,99,607</b>	<b>15,05,94,587</b>

Particulars	Note	Previous GAAP*	Adjustments	Ind As
<b>LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
<b>Financial Liabilities</b>				
a. Other financial liabilities	12	23,54,904	0	23,54,904
<b>Non-Financial Liabilities</b>				
a. Current tax liabilities (Net)	13	3,01,031	0	3,01,031
b. Deferred tax liabilities (Net)	14	-19,718	87,23,668	87,03,950
c. Provisions	15	8,000	0	8,000
d. Other non-financial liabilities	16	8,788	0	8,788
<b>EQUITY</b>				
a. Equity Share Capital	17	3,38,04,000	0	3,38,04,000
b. Other Equity	18	5,58,37,974	4,95,75,939	10,54,13,913
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>9,22,94,979</b>	<b>5,82,99,607</b>	<b>15,05,94,587</b>

\* The Previous GAAP figures have been reclassified to confirm to IndAS presentation requirements for the purpose of this note.

#### Reconciliation of balance sheet as at date of transition 31 March 2019

Particulars	Note	Previous GAAP*	Adjustments	Ind As
<b>ASSETS</b>				
<b>Financial Assets</b>				
a. Cash and cash equivalents	4	3,18,161	0	3,18,161
b. Bank Balance other than (a) above	5	17,18,445	0	17,18,445
c. Receivables				
(i) Trade Receivables	6	0	0	0
d. Loans	7	20,00,000	0	20,00,000
e. Investments	8	8,65,84,856	6,88,64,207	15,54,49,063
f. Other Financial Assets	9	23,70,832	0	23,70,832
<b>Non-Financial Assets</b>				
a. Property, Plant and Equipment	10	32,809	0	32,809
b. Other non-financial assets	11	2,92,342	0	2,92,342
<b>TOTAL ASSETS</b>		<b>9,33,17,445</b>	<b>6,88,64,207</b>	<b>16,21,81,652</b>
<b>LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
<b>Financial Liabilities</b>				
a. Other financial liabilities	12	18,59,438	0	18,59,438
<b>Non-Financial Liabilities</b>				
a. Current tax liabilities (Net)	13	79,624	0	79,624
b. Deferred tax liabilities (Net)	14	-16,319	73,87,026	73,70,707
c. Provisions	15	8,000	0	8,000
d. Other non-financial liabilities	16	11,101	0	11,101
<b>EQUITY</b>				
a. Equity Share Capital	17	3,38,04,000	0	3,38,04,000
b. Other Equity	18	5,75,71,601	6,14,77,181	11,90,48,782
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>9,33,17,445</b>	<b>6,88,64,207</b>	<b>16,21,81,652</b>

\* The Previous GAAP figures have been reclassified to confirm to IndAS presentation requirements for the purpose of this note.

Reconciliation of equity as at 1 April 2018 and as at 31 March 2019 summarised in below table:

PARTICULARS	NOTE	AS AT
	31ST MARCH 2019	1ST APRIL 2018
Equity as reported under previous GAAP	9,13,75,601	8,96,41,974
Adjustments		
Fair valuation of investments classified under FVTPL	17,39,674	23,78,656
Impact due to fair valuation of investments designated under FVOCI	6,71,24,532	5,59,20,951
	<u>16,02,39,807</u>	<u>14,79,41,581</u>
Less: Tax adjustments	-73,87,026	-87,23,668
<b>Equity as per Ind AS</b>	<b><u>15,28,52,781</u></b>	<b><u>13,92,17,913</u></b>

### Reconciliation of total comprehensive income for the year ended 31 March 2019

Particulars	Note	Previous GAAP*	Adjustments	Ind As
<b>INCOME</b>				
Revenue from operations				
(i) Interest Income	19	9,43,114	0	9,43,114
(ii) Dividend Income	20	8,69,889	0	8,69,889
(iii) Net gain on fair value changes	21	89,43,062	54,36,176	35,06,886
(iv) Profit/ (Loss) on Sale of F& O & Share dealing difference	22	-3,66,056	0	-3,66,056
<b>I Total Revenue from operations</b>		<b>1,03,90,009</b>	<b>54,36,176</b>	<b>49,53,834</b>
II Other Income	23	2,75,000	0	2,75,000
<b>III Total income (I+II)</b>		<b><u>1,06,65,009</u></b>	<b><u>54,36,176</u></b>	<b><u>52,28,834</u></b>
<b>EXPENSES</b>				
(i) Employee Benefits Expenses	22	15,92,118	8,957	15,83,161
(ii) Others expenses	23	13,69,231	0	13,69,231
<b>IV Total expenses (IV)</b>		<b><u>29,61,349</u></b>	<b><u>8,957</u></b>	<b><u>29,52,392</u></b>
<b>V Profit/ (loss) before tax (III-IV)</b>		<b>77,03,660</b>	<b>-54,27,217</b>	<b>22,76,443</b>
<b>VI Tax expense</b>				
(i) Current tax		14,83,859	0	14,83,859
(ii) Deferred tax (credit) / charge		3,400	0	3,400
<b>Total tax expense (VI)</b>		<b><u>14,87,259</u></b>	<b><u>0</u></b>	<b><u>14,87,259</u></b>
<b>VII Profit for the year (V-VI)</b>		<b>62,16,401</b>	<b>-54,27,217</b>	<b>7,89,184</b>
<b>VIII Other comprehensive income</b>				
(a) Items that will not be reclassified to profit or loss				
- Remeasurements of defined benefit plans		0	-8,957	-8,957
- Fair Value changes of Investments at FVTOCI		0	1,60,00,777	1,60,00,777
(b) Income tax relating to above mentioned item		0	13,36,643	13,36,643
<b>Other comprehensive income for the year, net of tax</b>		<b><u>0</u></b>	<b><u>1,73,28,463</u></b>	<b><u>1,73,28,463</u></b>
<b>Total comprehensive income for the year (VII +VIII)</b>		<b>62,16,401</b>	<b>1,19,01,246</b>	<b>1,81,17,647</b>

### Reconciliation of total comprehensive income for the year ended 31 March 2019 summarised in below table

Particulars	31st March 2019
Profit after tax as reported under previous GAAP	62,16,401
<b>Adjustments:</b>	
Net (loss)/ gain on fair value changes	-54,27,217
<b>Net Profit After Tax as per Ind AS</b>	<b><u>7,89,184</u></b>
Remeasurement of defined benefit plan	-8,957
Fair Value changes of Investments at FVTOCI (net of tax)	1,73,37,420
<b>Other comprehensive income</b>	<b><u>1,73,28,463</u></b>
<b>Total comprehensive income as per Ind AS</b>	<b><u>1,81,17,647</u></b>

## 35. Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The company has adequate cash and bank balances. The company monitors its capital by careful scrutiny of the cash and bank balances, and a regular assessment of any debt requirements. In the absence of any significant amount of debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

## 36. Financial Risk Management

### Financial risk factors

The Company's principal financial liabilities, comprise borrowings and other payables. The main purpose of these financial liabilities is to purchase certain fixed assets and other liabilities incurred during the ordinary course of Company's operations. The Company's principal financial assets include Investments, inter corporate deposits, loans, cash and cash equivalents and other receivables. The Company's activities expose it to a variety of financial risks:

### I. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments.

The company is exposed to market risk primarily related to the market value of its investments.

#### Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of Financial Instruments will fluctuate because of change in market interest rates. The company does not have exposure to the risk of changes in market interest rate as it has debt obligations with fixed interest rates which are measured at amortised cost.

#### Currency risk

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk.

#### Equity Price Risk

##### (a) Exposure

The company is exposed to equity price risk arising from Investments held by the company and classified in the balance sheet as fair value through FVTOCI. To manage its price risk arising from investment in equity securities, the company diversifies its portfolio. The majority of the company's equity instruments are listed on the Bombay stock exchange (BSE) or the National stock exchange (NSE) in India.

##### (b) Sensitivity analysis- Equity price risk

The table below summarise the impact of increase/ decrease of the index on the company's equity and the profit for the period. The analysis is based on the assumption that the equity/ index had increased by 2% or decreased by 2% with all other variable held constant, and that all the company's equity instruments moved in line with the Index.

AMOUNT (₹)

	Impact on OCI for the year ended 31st March 2020	
	31-Mar-20	31-Mar-19
NSE/ BSE Index - Increase by 2 %	14,45,836	18,30,240
NSE/ BSE Index - Decrease by 2 %	-14,45,836	-18,30,240

### II. Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its financing activities towards inter corporate loans where no significant impact on credit risk has been identified.

### III. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company manages its liquidity requirement by analysing the maturity pattern of Company's cash flows of financial assets and financial liabilities.

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities.



			AMOUNT (₹)
As at 31st March, 2020	Within 12 Months	After 12 Months	Total
<b>Financial Assets</b>			
Cash and cash equivalents	7,63,439		7,63,439
Bank Balance other than above	16,89,168		16,89,168
Receivables	-		
Loans	20,00,000		20,00,000
Investments	4,87,17,082	8,66,63,379	13,53,80,461
Other Financial Assets	22,44,188		22,44,188
<b>Total</b>	<b>5,54,13,877</b>	<b>8,66,63,379</b>	<b>14,20,77,255</b>
<b>Financial Liabilities</b>			
Other financial liabilities	18,30,961	-	18,30,961
<b>Total</b>	<b>18,30,961</b>	<b>-</b>	<b>18,30,961</b>

			AMOUNT (₹)
As at 31st March, 2019	Within 12 Months	After 12 Months	Total
<b>Financial Assets</b>			
Cash and cash equivalents	3,18,161		3,18,161
Bank Balance other than above	17,18,445		17,18,445
Receivables			
Loans	20,00,000		20,00,000
Investments	4,95,67,349	10,58,81,714	15,54,49,063
Other Financial Assets	23,70,832	-	23,70,832
<b>Total</b>	<b>5,59,74,787</b>	<b>10,58,81,714</b>	<b>16,18,56,501</b>
<b>Financial Liabilities</b>			
Other financial liabilities	18,59,438		18,59,438
<b>Total</b>	<b>18,59,438</b>	<b>-</b>	<b>18,59,438</b>

			AMOUNT (₹)
As at 1st April, 2018	Within 12 Months	After 12 Months	Total
<b>Financial Assets</b>			
Cash and cash equivalents	46,20,129		46,20,129
Bank Balance other than above	15,14,177		15,14,177
Receivables	1,23,616		
Loans	20,00,000		20,00,000
Investments	4,76,97,952	9,21,24,097	13,98,22,049
Other Financial Assets	21,91,065		21,91,065
<b>Total</b>	<b>5,81,46,940</b>	<b>9,21,24,097</b>	<b>15,01,47,420</b>
<b>Financial Liabilities</b>			
Other financial liabilities	23,54,904		23,54,904
<b>Total</b>	<b>23,54,904</b>	<b>-</b>	<b>23,54,904</b>



The following table presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2020:

Particulars	Amortised Cost	Fair value through P & L	Fair value through OCI	Total Carrying value	Total Fair Value	Fair Value			Total
						Level 1	Level 2	Level 3	
<b>Financial Assets</b>									
Cash and cash equivalents	7,63,439	-	-	7,63,439	7,63,439	-	-	-	-
Bank Balance other than above	16,89,168	-	-	16,89,168	16,89,168	-	-	-	-
Receivables	-	-	-	-	-	-	-	-	-
Loans	20,00,000	-	-	20,00,000	20,00,000	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-
-At FVTPL	-	4,87,17,082	-	4,87,17,082	4,87,17,082	4,87,17,082	-	-	4,87,17,082
-At FVTOCI	-	-	8,66,63,379	8,66,63,379	8,66,63,379	7,23,71,760	-	1,42,91,619	8,66,63,379
Other Financial Assets	22,44,188	-	-	22,44,188	22,44,188	-	-	-	-
	<b>66,96,794</b>	<b>4,87,17,082</b>		<b>14,20,77,255</b>	<b>14,20,77,255</b>	<b>12,10,88,842</b>		<b>1,42,91,619</b>	<b>13,53,80,461</b>
<b>Financial Liabilities</b>									
Other financial liabilities	18,30,961	-	-	18,30,961	18,30,961	-	-	-	-
	<b>18,30,961</b>			<b>18,30,961</b>	<b>18,30,961</b>				

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2019:

Particulars	Amortised Cost	Fair value through P & L	Fair value through OCI	Total Carrying value	Total Fair Value	Fair Value			Total
						Level 1	Level 2	Level 3	
<b>Financial Assets</b>									
Cash and cash equivalents	3,18,161	-	-	3,18,161	3,18,161	-	-	-	-
Bank Balance other than above	17,18,445	-	-	17,18,445	17,18,445	-	-	-	-
Receivables	-	-	-	-	-	-	-	-	-
Loans	20,00,000	-	-	20,00,000	20,00,000	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-
-At FVTPL	-	4,95,67,349	-	4,95,67,349	4,95,67,349	4,95,67,349	-	-	4,95,67,349
-At FVTOCI	-	-	10,58,81,714	10,58,81,714	10,58,81,714	9,15,90,096	-	1,42,91,619	10,58,81,714
Other Financial Assets	23,70,832	-	-	23,70,832	23,70,832	-	-	-	-
	<b>64,07,438</b>	<b>4,95,67,349</b>	<b>10,58,81,714</b>	<b>16,18,56,501</b>	<b>16,18,56,501</b>	<b>14,11,57,444</b>		<b>1,42,91,619</b>	<b>15,54,49,063</b>
<b>Financial Liabilities</b>									
Other financial liabilities	18,59,438	-	-	18,59,438	18,59,438	-	-	-	-
	<b>18,59,438</b>			<b>18,59,438</b>	<b>18,59,438</b>				

The following table presents the carrying value and fair value of each category of financial assets and liabilities as at April 1, 2018:

Particulars	Amortised Cost	Fair value through P & L	Fair value through OCI	Total Carrying value	Total Fair Value	Fair Value			Total
						Level 1	Level 2	Level 3	
<b>Financial Assets</b>									
Cash and cash equivalents	46,20,129	-	-	46,20,129	46,20,129	-	-	-	-
Bank Balance other than above	15,14,177	-	-	15,14,177	15,14,177	-	-	-	-
Receivables	1,23,616	-	-	1,23,616	1,23,616	-	-	-	-
Loans	20,00,000	-	-	20,00,000	20,00,000	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-
-At FVTPL	-	4,76,97,952	-	4,76,97,952	4,76,97,952	4,76,97,952	-	-	4,76,97,952
-At FVTOCI	-	-	9,21,24,097	9,21,24,097	9,21,24,097	9,21,24,097	-	1,32,20,629	10,53,44,726
Other Financial Assets	21,91,065	-	-	21,91,065	21,91,065	-	-	-	-
	<b>1,04,48,988</b>	<b>4,76,97,952</b>	<b>9,21,24,097</b>	<b>15,02,71,037</b>	<b>15,02,71,037</b>	<b>13,98,22,049</b>		<b>1,32,20,629</b>	<b>15,30,42,678</b>
<b>Financial Liabilities</b>									
Other financial liabilities	23,54,904	-	-	23,54,904	23,54,904	-	-	-	-
	<b>23,54,904</b>			<b>23,54,904</b>	<b>23,54,904</b>				

# BHARAT BHUSHAN FINANCE & COMMODITY BROKERS LIMITED

**BHARAT  
BHUSHAN**

40. Schedule as required in terms of Paragraph 18 of "Non-Banking Financial Company -Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions,2016.

(Rs. in lakhs)

Particulars			
<b>LIABILITIES SIDE :</b>			
(1)	<b>Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>	<b>Amount outstanding</b>	<b>Amount overdue</b>
	(a) Debentures : Secured	Nil (Nil)	Nil (Nil)
	: Unsecured	Nil (Nil)	Nil (Nil)
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	Nil (Nil)	Nil (Nil)
	(c) Term Loans	Nil (Nil)	Nil (Nil)
	(d) Inter-corporate loans and borrowing	Nil (Nil)	Nil (Nil)
	(e) Commercial Paper	Nil (Nil)	Nil (Nil)
	(f) Public Deposits	Nil (Nil)	Nil (Nil)
	(f) Other Loans Nil	Nil (Nil)	Nil (Nil)
(2)	<b>Break-up of(1) (f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid</b>		
	(a) In the form of Unsecured debentures	Nil (Nil)	Nil (Nil)
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil (Nil)	Nil (Nil)
	(c) Other public deposits	Nil (Nil)	Nil (Nil)
<b>ASSETS SIDE :</b>			
(3)	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>		<b>Amount outstanding *</b>
	(a) Secured		20.00 (20.00)
	(b) Unsecured		Nil (Nil)

\* Net of Provisions and includes security deposits etc

(Rs. in lakhs)

Particulars		Amount outstanding *
(4)	<b>Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities</b>	
(i)	Lease assets including lease rentals under sundry debtors :	
(a)	Financial lease	Nil (Nil)
(b)	Operating lease	Nil (Nil)
(ii)	Stock on hire including hire charges under sundry debtors:	
(a)	Assets on hire	Nil (Nil)
(b)	Repossessed Assets	Nil (Nil)
(iii)	Other loans counting towards AFC activities	
(a)	Loans where assets have been repossessed	Nil (Nil)
(b)	Loans other than (a) above	Nil (Nil)
(5)	<b>Break-up of Investments :</b>	
	<b>Current Investments</b>	
<b>1</b>	<b>Quoted :</b>	
(i)	Shares : (a) Equity	Nil (Nil)
	(b) Preference	Nil (Nil)
(ii)	Debentures and Bonds	Nil (Nil)
(iii)	Units of mutual funds	Nil (Nil)
(iv)	Government Securities	Nil (Nil)
(v)	Others (please specify)	Nil (Nil)
<b>2.</b>	<b>Unquoted :</b>	
(i)	Shares : (a) Equity	Nil (Nil)
	(b) Preference	Nil (Nil)
(ii)	Debentures and Bonds	Nil (Nil)
(iii)	Units of mutual funds	Nil (Nil)
(iv)	Government Securities	Nil (Nil)
(v)	Others (please specify)	Nil (Nil)

(Rs. in lakhs)

Particulars	Amount outstanding *
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**Long Term investments**

<b>1.</b>	<b>Quoted :</b>	
(i)	Shares : (a) Equity	722.92 (915.12)
	(b) Preference	0.01 (0.02)
(ii)	Debentures and Bonds	0.79 (0.76)
(iii)	Units of mutual funds	Nil (Nil)
(iv)	Government Securities	Nil (Nil)
(v)	Others (please specify)	Nil (Nil)
<b>2.</b>	<b>Unquoted :</b>	
(i)	Shares : (a) Equity	142.92 (142.92)
	(b) Preference	Nil (Nil)
(ii)	Debentures and Bonds	55.00 (45.00)
(iii)	Units of mutual funds	432.17 (450.67)
(iv)	Government Securities	Nil (Nil)
(v)	Others (please specify)	Nil (Nil)

**(6) Borrower group-wise classification of assets financed as in (3) and (4) above:**

Category		Amount net of provisions		
	Secured	Unsecured	Total	
1.	Related Parties			
	(a) Subsidiaries	Nil (Nil)	Nil (Nil)	Nil (Nil)
	(b) Companies in the same group	Nil (Nil)	449.51 (423.79)	449.51 (423.79)
	(c) Other related parties	Nil (Nil)	Nil (Nil)	Nil (Nil)
2.	Other than related parties	20.00 (20.00)	Nil (Nil)	20.00 (20.00)
	Total	20.00 (20.00)	Nil (Nil)	20.00 (20.00)

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):\*

	Category	Market Value / Break up or fair value or NAV	Book Value
1.	Related Parties		
	(a) Subsidiaries	Nil (Nil)	Nil (Nil)
	(b) Companies in the same group*	Nil (Nil)	Nil (Nil)
	(c) Other related parties	142.92 (142.92)	142.92 (142.92)
2.	Other than related parties	1210.88 (1554.49)	1210.88 (1554.49)
	<b>Total</b>	1353.80 (1554.49)	902.93 (1388.71)

(8) Other information

	Particulars	Amount
(i)	Gross Non-Performing Assets	Nil (Nil)
	(a) Related parties	Nil (Nil)
	(b) Other than related parties	Nil (Nil)
(ii)	Net Non-Performing Assets	Nil (Nil)
	(a) Related parties	Nil (Nil)
	(b) Other than related parties	Nil (Nil)
(iii)	Assets acquired in satisfaction of debt	Nil (Nil)

41 Lease:

Expenses recognised in the statement of profit & loss in respect of lease for Rs. 70,800/- (PY Rs. Nil-)

42 The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

43 The 'severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)', generally known as COVID-19, which was declared as a global pandemic by World Health Organisation on 11 March 2020, continues to spread across globe and in India. Globally countries and businesses are under lockdown. On 24 March 2020, the Government of India announced a 21 days lockdown initially, which was extended by 19 days across the country to contain the spread of the virus. Considering the severe health hazard associated with COVID-19 pandemic, certain parts of the country have further extended the lockdown. There is high level of uncertainty about the duration of the lockdown and the time required to return to normalcy. The extent to which COVID-19 pandemic will impact the Company's provision on assets is dependent on the future developments which are highly uncertain. The impact of the global health pandemic may be different from that estimated at the date of approval of these standalone financial results and the Company will continue to closely monitor any material changes to future economic conditions.



44 Standards issued but not yet effective

There are neither new standards nor amendments to existing standards which are effective for the annual period beginning from 01 April 2020.

45 The Previous year figures have been regrouped/reclassified, wherever necessary to conform to the Current Year's presentation.

**AS PER OUR REPORT OF EVEN DATE**

**FOR G C AGARWAL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 017851N**

Sd/-  
**G C AGARWAL  
PROP.  
(M.No. : 083820)**

Sd/-  
**VIJAY BHUSHAN  
DIRECTOR  
(DIN : 00002421)**

Sd/-  
**NISHA AHUJA  
DIRECTOR  
(DIN : 00001875)**

**FOR & ON BEHALF OF THE BOARD  
Bharat Bhushan Finance & Commodity Brokers Ltd.**

Sd/-  
**SATISH AGGARWAL  
CHIEF FINANCIAL OFFICER**

Sd/-  
**Pankaj Singh Bisht  
Company Secretary  
(M No: A60720)**

PLACE : NEW DELHI

DATE : 22nd June, 2020

**LEFT BLANK**

*If undelivered please return to :*

**Bharat Bhushan Finance & Commodity Brokers Ltd.**

CIN-L67120DL1992PLC049038

Regd. Office : 503, Rohit House, 3, Tolstoy Marg, New Delhi-110001

Tel No. : 011-49800900, Fax : 011-49800933

Email : [commodities@bharatbhushan.com](mailto:commodities@bharatbhushan.com), Website : [www.bbinvestments.in](http://www.bbinvestments.in)