

CONTENTS

1) Company Information	2
2) - Notice of the Annual General Meeting - Notes	3
3) - Director's Report - MGT-9: Extract of Annual Return	7 19
4) Secretarial Audit Report	26
5) Management Discussion and Analysis Report	28
6) Auditor's Report on Financial Statements	31
7) Audited Annual Accounts as at 31.03.2017 & Notes to the Accounts	37
8) Attendance Slip	49
9) Proxy Form : MGT-11 & List of Resolutions	51

34TH ANNUAL GENERAL MEETING	
Date	26.09.2017
Day	TUESDAY
Time	10:00 A.M.
Place	R – 489, GF – D, New Rajinder Nagar New Delhi – 110060

BUCKINGHAM INDUSTRIES LIMITED

CORPORATE INFORMATION

<u>BOARD OF DIRECTORS</u>		
Mr. Prabindra Nath Baidya	DIN: 00294339	Director
Mr. Pankaj Aggarwal	DIN: 01586710	Independent Director
Mr. Aditya Kohli	DIN: 00822604	Independent Director
Ms. Meena Aggarwal	DIN: 07153996	Whole Time Director & CFO
<u>STATUTORY AUDITORS</u> M/s ANUJ GARG & COMPANY Chartered Accountants, Mr. Anuj Garg, Proprietor Membership No.: 082422 Address : 1748/55, Naiwala, Karol Bagh, New Delhi – 110005 Tel : 011-28754317, 28751011 Email Id : anuj1957@gmail.com	CIN No. : L27310DL1983PLC314401 Date of incorporation : 36045 dated 16.03.1983 Date of commencement : 36045 dated 24.03.1983 PAN : AAACB2509C ISIN : INE157T01010 GSTIN : 07AAACB2509C1ZD	
<u>SECRETARIAL AUDITORS</u> B. BHUSHAN & CO. Company Secretaries, COP No. : 14469 Mr. Bharat Bhushan, Proprietor Membership No.: A31951 Address: 1195, Gali Babu Ram, Sita Ram Bazar, Delhi- 110006 Tel : 9650555376, 9311531800 Email Id: b.bhushanandcompany@gmail.com	<u>INTERNAL AUDITORS</u> MITTAL JINDAL & ASSOCIATES Chartered Accountants, FRN – 001467N Mr. Satish Kumar Gupta, Proprietor Membership No.: 080984 Address: 7 / 18, Ansari Road, Darya Ganj, New Delhi - 110002 Tel : 23275297, 43560900 Email Id: hmkd90@gmail.com	
<u>BANKERS</u> 1. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar, New Delhi – 110060	<u>REGISTRAR</u> Alankit Assignments Limited R.O: 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 4254-1960	
LISTING : 1. Metropolitan Stock Exchange of India - MSEI 2. Calcutta Stock Exchange Ltd. - CSE 3. Delhi Stock Exchange Ltd. - DSE (DSE stands de-recognised)		
Regd. Office : R – 489, GF – D, New Rajinder Nagar New Delhi – 110060 Corp. Office : 2nd Floor, 22, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110057		
CONTACT DETAILS		
Tel : 099909 03638	Email : buckingham1983@yahoo.com Website : www.buckingham.in	
IMPORTANT COMMUNICATION TO THE MEMBERS		
The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by E-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their E-mail addresses, so far, are requested to register their e-mail addresses & contact details, with the Registrar & Share Transfer Agent of the Company.		

NOTICE OF ANNUAL GENERAL MEETING

To

**The Members,
Buckingham Industries Limited
New Delhi- 110060**

NOTICE IS HEREBY GIVEN THAT 34th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON TUESDAY, 26.09.2017 AT 10:00 A.M. AT R – 489, GF – D, NEW RAJINDER NAGAR, NEW DELHI – 110060.

TO CONSIDER AND TRANSACT THE BUSINESS (ES) MENTIONED BELOW:-

ORDINARY BUSINESS

ITEM NO. – 1:

To receive, consider and adopt the Audited Balance Sheet as at 31.03.2017 and Statement of Profit and Loss Account & Cash Flow Statements for the Financial Year ended on that date alongwith the Reports of Auditors and Directors thereon.

ITEM NO. – 2:

To re-appoint Mr. Prabindra Nath Baidya (DIN: 00294339) as Director who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

ITEM NO. – 3:

To re-appoint M/s ANUJ GARG & COMPANY, Chartered Accountants, FRN 003473N, as Statutory Auditors of the Company, and to fix their remuneration and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rule, 2014 (including any statutory modification (s) or re- enactment(s) thereof, for the time being in force, M/s ANUJ GARG & COMPANY, Chartered Accountants, FRN 003473N, who have confirmed their eligibility & given their consent, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as may be fixed by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Audit Committee) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**Place : New Delhi
Date : 16.08.2017**

**MEENAAGGARWAL
W.T.D & C.F.O.
DIN: 07153996**

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint one or more proxies to attend and to vote on a poll instead of himself / herself and a proxy so appointed need not be a member of the company. The instrument of Proxy in order to be effective must be received at the company's Registered Office, duly completed & signed, not less than 48 hours before the time fixed for commencement of the AGM i.e. by 10:00 A.M. on 26.09.2017.
2. Corporate Members intending to send their authorized Representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote on their behalf at the AGM.

BUCKINGHAM INDUSTRIES LIMITED

3. Members are requested to bring their Attendance Slips duly filled- in and signed as per the specimen signature recorded with the company for attending the meeting alongwith Annual Report as already sent.
4. In case of several joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
5. Register of Members and Share Transfer Books will remain closed from **23.09.2017 to 26.09.2017** (both days inclusive).
6. Queries proposed to be raised at the AGM may be sent to the Company atleast Seven days prior to the date of AGM to enable the Management to compile the relevant information enabling to reply the same.
7. Copies of MOA and AOA of the Company and the Documents referred to in the Notice, etc., shall be open for inspection at the Registered Office on any working day between 11 A.M. to 5 P.M. upto the date of the AGM.
8. Members holding shares in de-materialized form are requested to bring their Client ID and DP ID Numbers for easier identification of their attendance at the meeting.
9. Brief profile of the Director seeking appointment / re-appointment, forms part of the Notice.
10. Share transfer documents and all related correspondence, should be addressed to RTA or to Company.
11. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares, in demat form are, therefore, requested to submit / update PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN details to RTA or to the Company.
12. Members are requested to :
 - i. Quote their Folio number (s) / Client ID / DP ID in all correspondence.
 - ii. Please notify change (s), if any, in your contact details, PAN, Registered Address alongwith Pin Code, Contact Number(s), and E-mail ID, etc., to the RTA or to Company.
13. Electronic copy of the Annual Report for 2016-17 is being sent to all the Members whose Email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same and for Members who have not registered their email, physical copies of the Annual Report for 2016-17 is being sent.
14. Electronic copy of the Notice of the 34th AGM of the Company inter-alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their Email address, physical copies of the Notice of the 34th AGM of the Company inter-alia indicating the process and manner of E-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 34th AGM and the Annual Report for 2016-17 will also be available on the Company's website www.buckingham.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, shareholders may also send requests to the Company's investor email id: buckingham1983@yahoo.com.
16. Members, who have not registered their E-mail addresses so far, are requested to register their E-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. "Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011, stating that the service of document(s) by a company can be made through electronic mode. In view of the circular issued by MCA, the Company proposes to henceforth deliver documents like Notice calling the AGM/EGM/ Audited Annual Accounts / Report of the Auditors / Report of the Directors, etc, in electronic form to the E-mail address provided by the shareholders.
18. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained u/s 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested u/s 189 of Companies Act, 2013 will be available for inspection at the 34th AGM.
19. Detailed procedure for "Remote E-voting" is annexed which forms part of this Notice :

Voting Through Electronic means:

In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies

BUCKINGHAM INDUSTRIES LIMITED

[Management and Administration] Rules, 2014, as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the company is providing members facility to exercise their right to vote on resolution proposed to be passed in the 34th AGM by electronic means and the business may be transacted through Remote E-Voting Services provided by NSDL. The instructions for E-voting are as under:

i) In case of members receiving an email from NSDL :

1. Open E-mail and open attached PDF file **“Buckingham e-Voting.pdf”** giving your Client ID (in case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on **“Shareholder - Login”**.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of **“e-Voting”** opens. Click on e-Voting: Active Voting Cycles.
7. Select Electronic Voting Event Number “EVEN” of Buckingham Industries Ltd. **[106756]** as given in the body of E-mail. Now you are ready for E-voting as Cast Vote page opens and you can cast vote online from September 23, 2017 (9:00 am) till September 25, 2017 (5:00 pm). Note: E-voting shall not be allowed beyond said time.
8. Cast your vote by selecting appropriate options and click on **“Submit”** and also **“Confirm”**, when prompted.
9. Upon confirmation, the message ‘Vote cast successfully’ will be displayed. Thereafter you will not be allowed to modify vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail b.bhushanandcompany@gmail.com with a copy marked to evoting@nsdl.co.in.

ii). In case of Members receiving physical copies of the Notice of the AGM by Post:

1. User ID and initial password alongwith Electronic Voting Event Number “EVEN” of **Buckingham Industries Ltd. [106756]** is provided/ stapled/ annexed in the Annual Report for the purpose of remote E-Voting for AGM.
2. Please follow the steps from Sl. Nos. (2) to (10) mentioned in (i) above, to cast your vote.

General Instructions

1. The E-voting period begins at 09:00 A.M. on Saturday, 23.09.2017 and ends at 5:00 P.M. on Monday, 25.09.2017. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date (record date) i.e., **19.09.2017** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The e-voting module shall be disabled by NSDL for voting thereafter.
2. The facility for voting through poll shall be made available at the Meeting and the Members attending the meeting, who have not cast their vote by remote e-voting, shall be able to vote at the Meeting through poll/show of hands.
3. Members, who have cast their vote by remote e-voting, may also attend the Meeting but shall not be entitled to cast their vote again and / or shall not be allowed to change it subsequently.
4. Board of Directors has appointed M/s. B. Bhushan & Co., Practicing Company Secretaries, New Delhi, (M. No.: A31951, COP : 14469) to act as the “Scrutinizer”, to scrutinize the e-voting process and physical vote at the venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given above.

BUCKINGHAM INDUSTRIES LIMITED

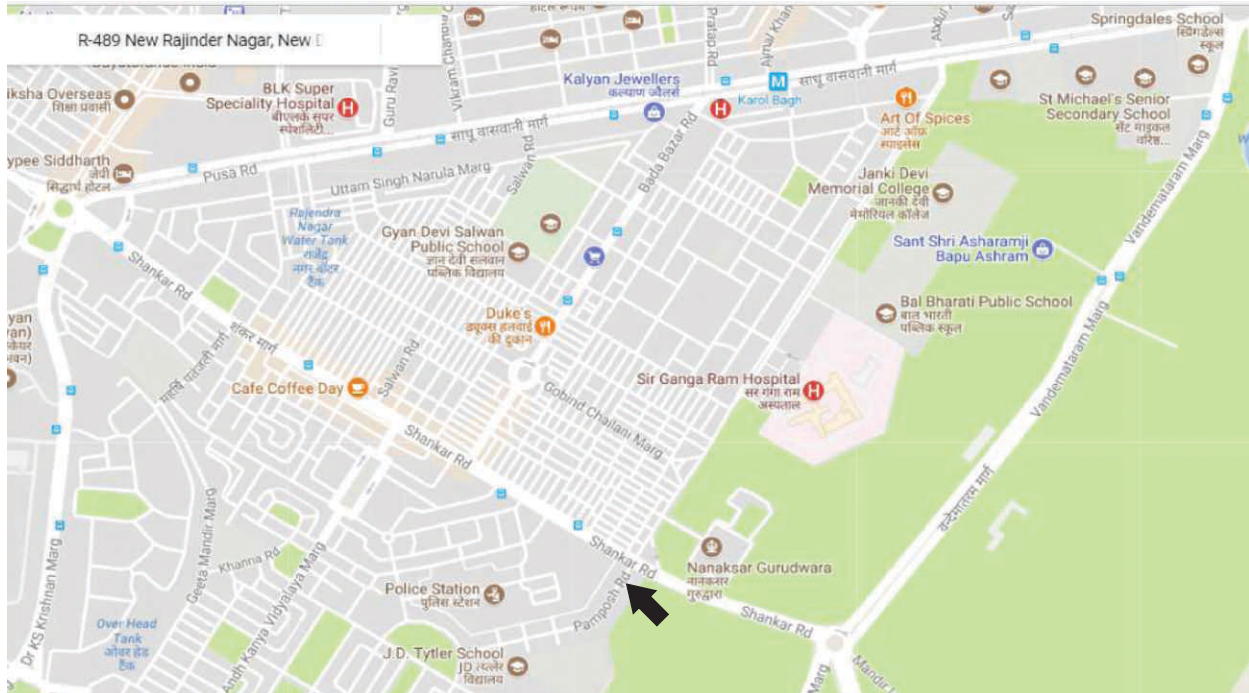
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date i.e. 19.09.2017.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 19.09.2017 only shall be entitled to avail the facility of remote e-voting / Poll at AGM.
7. In case of any query pertaining to e-voting, please visit Instructions FAQ's for Members and E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nsdl.com> or call on toll free no: 1800222990 or contact Mr. Rajiv Ranjan, Assistant Manager NSDL at designated email ids evoting@nsdl.co.in or RajivR@nsdl.co.in or at telephone nos 022-24994600/ 022-24994738. Members may also address their queries relating to e-voting to the e-mail ID rita@alankit.com
8. Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (6) to (9) mentioned in (i) above, to cast your vote.
9. Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
10. Scrutinizer, after scrutinising the votes cast at the meeting through poll and through remote e-voting, shall within a period not exceeding (3) three days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The Results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.buckingham.in. The results shall simultaneously be communicated to the Stock Exchange(s), where the Company's shares are listed.

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

**MEENA AGGARWAL
W.T.D & C.F.O.
DIN: 07153996**

**Place: New Delhi
Date: 16.08.2017**

ROAD MAP



DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors have pleasure to present herewith the 34th Annual Report for the year ended 31.03.2017.

FINANCIAL RESULTS

(in Rupees)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Income from Operations		
Commission from Real Estate business	975,000	970,000
Other Income	349,065	50,989
Total Income	1,324,065	1,020,989
Total Expenditure	1,233,900	780,331
Profit/(Loss) before tax	90,165	240,658
Provision for Tax	28,200	75,500
Net Profit/(Loss)	61,965	165,158

FINANCIAL HIGHLIGHTS

During the year under review, your company carried out the primary business of Real Estate, Agents, Consultancy, Trading, Commission, Distribution, etc. Company has earned the total revenue of Rs. 1,324,065/-. Net Profit after Tax for the year under consideration is Rs. 61,965/-. Your Company hopes to increase its presence in the business in the coming years, which may increase the top line and also its profitability.

TRANSFER TO RESERVES

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

LIQUIDITY

Company continues to maintain sufficient funds to meet the desired strategic Objectives

DIVIDEND

Your directors do not consider it desirable to recommend / declare any dividend

SHARE CAPITAL:

During the Financial Year 2016-17, there is no change in share capital

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

Subsequent to 31.03.2017 there has been no change in authorized, issued, subscribed and paid-up equity share Capital. Authorised Share Capital as on 31.03.2017 is Rs. 24,50,000/- divided into 2,45,000 Equity Shares of Rs. 10/- each and the paid-up capital as on 31.03.2017 stands at Rs. 2,450,000/-.

DIRECTORS AND KEY MANAGERIAL PERSON

In accordance with the requirements of the Companies Act, 2013 and Articles of Association, Mr. Prabindra Nath Baidya (DIN: 00294339), Director of the Company, retires by rotation in the ensuing AGM and being eligible offers himself for re-appointment.

- Ms. Meena Aggarwal (DIN: 07153996) was appointed as WTD&CFO w.e.f. 26.09.2015
- Mr. Pankaj Aggarwal (DIN: 01586710) and Mr. Aditya Kohli (DIN: 00822604) were appointed as Independent Director(s) on 30.06.2015 to hold office for a period of 5 consecutive years

BUCKINGHAM INDUSTRIES LIMITED

- Mr. P. N. Baidya (DIN: 00294339) was appointed as Director w.e.f. 02.04.1997.
- Mr. Navin Nischal Prasad resigned from directorship & accepted w.e.f 14.07.2016.

PARTICULARS OF EMPLOYEES

In terms of the provisions of the section 197(2) of the Companies Act, 2013 read with rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 none of the employee drew remuneration in excess of the limit set out in the said Rules

RISK MANAGEMENT POLICY

Risk Management Policy is not applicable to your company.

ANNUAL EVALUATION BY THE BOARD

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings
- ii. Quality of contribution to Board deliberations
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance
- iv. Providing perspectives and feedback going beyond information provided by the management
- v. Commitment to shareholder and other stakeholder's interests.

The evaluation involves Self-evaluation by the Board Member and subsequently assessment by the Board of Directors.

A member of the Board does not participate in the discussion of his / her evaluation.

LOANS, GUARANTEES AND INVESTMENTS

Company has not given any Guarantee, provided any Security and made any Investments during the reporting period as specified u/s 186 of Companies Act, 2013.

PUBLIC DEPOSITS

Company has neither accepted nor renewed any deposits during the FY 2016-17 in terms of Chapter V of the Companies Act, 2013; therefore, information in this regard is NIL.

STATUTORY AUDITORS

To re-appoint M/s ANUJ GARG & COMPANY, Chartered Accountants, FRN – 003473N, as Statutory Auditors, of the Company who have confirmed their eligibility, to hold office from the ensuing AGM till the conclusion of next AGM on such remuneration as may be fixed by the Board.

STATUTORY AUDITORS' REPORT

Auditors Report in respect of the Financial Statements of 31.03.2017 is self-explanatory and does not warrant any further comments/ explanations from the Board of Directors.

The company is in the process to appoint suitable competent qualified Company Secretary.

SECRETARIAL AUDITORS

Board has re-appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the FY 2017-18. Secretarial Audit Report for the FY 2016-17 is annexed with Directors' Report.

The company is in the process to appoint suitable competent qualified Company Secretary.

INTERNAL AUDITORS

Board has appointed M/s Mittal Jindal & Associates, Chartered Accountants, to conduct Internal Audit for FY 2017-18.

COST AUDITORS

Provisions of Section 148 do not apply to the Company and hence, Cost Auditors need not to be appointed.

FRAUDS REPORTED BY AUDITORS

There are no frauds reported by Auditors u/s 143(12) to the Central Government.

EXTRACT OF ANNUAL RETURN (MGT-9)

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration)

Rules, 2014, Extract of Annual Return in “Form MGT-9” is annexed with Director's Report.

PERFORMANCE EVALUATION OF BOARD MEMBERS

As mandated under the SEBI (LODR) Regulations, 2015, the Board shall review and monitor the Board evaluation framework. Board evaluates various parameters such as decision –making, relationship with stakeholders, company performance and strategy, checking Board and committee's effective working, etc.

Companies Act, 2013 says that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent director(s) shall be done by the entire Board, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole has been conducted. The Board approved the evaluation results as collated by the nomination and remuneration committee.

MEETINGS OF THE BOARD DURING REPORTING PERIODS

The followings 9 meetings were held during reporting period

(Maximum Gap of 120 days between two consecutive Board Meetings has been complied with)

Sr. No.	Date of Board Meeting	Sr. No.	Date of Board Meeting
1.	11.04.2016	6.	08.10.2016
2.	26.05.2016	7.	10.11.2016
3.	14.07.2016	8.	23.01.2017
4.	12.08.2016	9.	09.02.2017
5.	20.08.2016		

INDEPENDENT DIRECTORS

Independent Directors of the company have additionally met 2 times in the financial year 2016 – 17

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

LISTING OF SHARES

Equity Shares of the Company are listed on Metropolitan Stock Exchange of India (MSEI), Calcutta Stock Exchange (CSE) and Delhi Stock Exchange (DSE stands de-recognized) & Company has complied with the requirements of listing agreement(s) during the period under review.

- Listing Fee stands paid to MSEI for & upto 31.03.2018.
- Annual Custodial Fee stands paid to NSDL & CDSL.

UNIFORM LISTING AGREEMENT

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

APPOINTMENT OF THE REGISTRAR & SHARE TRANSFER AGENT

At present “Alankit Assignments Limited” is the Registrar & Share Transfer Agent of the Company. Members may contact the RTA for resolving any query related to shares or for effecting transfer of shares, etc.

OPERATIONS

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

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

BUCKINGHAM INDUSTRIES LIMITED

VIGIL MECHANISM

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

The Policy on vigil mechanism is available on the Company's website.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

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

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions of the Companies Act, 2013 relating to CSR do not mandatorily apply to your company.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions, if any, entered by the Company during the financial year 2016-17 with related parties were in the ordinary course of business and on an arm's length basis. During the year, the company has not entered into any contract / arrangement / transaction with related parties which could be considered material. Your Directors draw attention of the members to "Notes to the Financial Statements" (Form AOC-2) which sets out related party disclosures.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34 of the SEBI (LODR) Regulations, 2015, the "Management's Discussion and Analysis Report" is presented in a separate section forming part of the Annual Report.

SUBSIDIARIES & JOINT VENTURES COMPANIES

Your Company does not have any subsidiary & holding companies and no type of joint-venture, merger or amalgamation.

DEMATERIALIZATION OF EQUITY SHARES

As mentioned in company's earlier Annual Reports, the company's equity shares are in compulsory Demat mode in terms of SEBI Guidelines. This has been facilitated through arrangement with NSDL and CDSL. About 29.39% of the issued shares of the company are already in dematerialized form. M/s Alankit Assignments Limited, New Delhi is acting as the RTA for this purpose and acts as share transfer agent in terms of SEBI Guidelines

SHIFTING OF REGISTERED OFFICE

Registered Office of the company stands Shifted from "S - 6 & 7, G. S. Tower, Chatribari Road, Guwahati, Assam - 781001" to "R-489, GF-D, New Rajinder Nagar, New Delhi-110060" during March 2017.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Board consists of four members, one of whom is Executive (CFO) and whole-time director and two are independent directors and one non-independent directors including one woman director. Board consists of appropriate mix of executive & independent & non-independent & woman directors to maintain the independence of the Board and to separate its functions of governance and management.

Policy on Directors Nomination & Remuneration, includes criteria for determining qualifications, positive attributes, independence of a director and other matters, as required u/s 178(3) & there has been no change in the policy.

SIGNIFICANT & MATERIAL ORDERS PASSED BY REGULATORS/ COURTS/ TRIBUNALS/ INCOME TAX

No significant and material Orders were passed by the regulators or courts or tribunals or income tax dept, etc. impacting the going concern status and company's operations.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

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

Company has well placed, proper and adequate internal financial control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the internal Audit function is well defined in the Organization. The internal financial

control system ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. Internal Auditors independently evaluate the adequacy of internal controls and audit the transactions. Independence of the audit and compliance is ensured by timely supervision of the Audit Committee over Internal Audit findings. Significant audit observations and corrective actions as suggested are presented to the Audit Committee on regularly basis.

SHARE TRANSFER SYSTEM

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

Alankit Assignments Limited is the common Share Transfer Agent for both physical and dematerialised mode.

TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Your company did not have any funds lying unpaid or unclaimed for a period of seven years, therefore, there were no funds which were required to be transferred to IEPF.

DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to the requirements Section 134 (3) of Companies Act, your Directors confirm that:

- (a) In the preparation of the annual accounts for the year ended 31.03.2017 the applicable accounting standards had been followed alongwith proper explanation relating to material Departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31.03.2017 and of the profit and loss of the company for that period;
- (c) The Directors had taken proper and sufficient care 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 Directors had prepared the annual accounts on a going concern basis;
- (e) The Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO :

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

A. CONSERVATION OF ENERGY

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

B. RESEARCH & DEVELOPMENT

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

C. TECHNOLOGY ABSORPTION

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

D. FOREIGN EXCHANGE EARNINGS AND OUTGO.

	31.03.2017	31.03.2016
	(Amt.)	(Amt.)
Foreign Exchange earning	Nil	Nil
Foreign Exchange outgo	Nil	Nil

COMMITTEES OF THE BOARD

The Board has constituted the following standing Committees:

- [A] Audit Committee**
- [B] Remuneration and Nomination Committee**
- [C] Shareholders’/Investors’ Grievance Committee**

BUCKINGHAM INDUSTRIES LIMITED

[A] AUDIT COMMITTEE

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

i) Terms of reference

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

Further the Audit Committee shall mandatorily review the following information:

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

ii) Composition:

Audit Committee comprise of three members - Mr. Pankaj Aggarwal, Independent Director, Mr. Aditya Kohli, Independent Director and Ms. Meena Aggarwal, Executive Director. Mr. Pankaj Aggarwal is heading the Audit Committee.

Sr. No.	Name of the Director	Category of Director
1.	Mr. Pankaj Aggarwal	Chairman, Independent Director
2.	Mr. Aditya Kohli	Member, Independent Director
3.	Ms. Meena Aggarwal	Member, Executive Director

Audit Committee has been constituted by the Board of Directors in its Board meeting held on 30.03.2015, to inter alia to look into the matters related to the Financial Reporting and Compliance of the Company with regulatory & legal

BUCKINGHAM INDUSTRIES LIMITED

requirements. The Company is in the process to appoint suitable competent company secretary.

Meeting and attendance:

Audit committee has met Six times i.e. 11.04.2016, 26.05.2016, 12.08.2016, 20.08.2016, and 10.11.2016, 09.02.2017 during financial year 2016-17.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Pankaj Aggarwal	6	6
2.	Mr. Aditya Kohli	6	6
3.	Ms. Meena Aggarwal	6	6

[B] REMUNERATION AND NOMINATION COMMITTEE

In Accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company in its meeting held on 30.06.2016 re-constituted a Committee of Directors to be known as "Remuneration and Nomination Committee". The Role of the Remuneration and Nomination Committee and its constitution is given below.

Role of Remuneration and Nomination Committee

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

Constitution of the Committee:

Remuneration and Nomination Committee consist of the following Directors:

1. Mr. Pankaj Aggarwal : Chairman, Independent Director
2. Mr. Aditya Kohli : Member, Independent Director
3. Mr. P. N. Baidya : Member, Non-Independent Director

Mr. Pankaj Aggarwal is the chairman of the committee.

Remuneration Policy

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

ATTENDANCE RECORD & DETAILS OF THE COMMITTEE MEETING

Remuneration and Nomination committee have met three times i.e. 14.07.2016, 20.08.2016, 08.10.2016, during financial year 2016-17.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Pankaj Aggarwal	3	3
2.	Mr. Aditya Kohli	3	3
3.	Mr. P. N. Baidya	3	3

DETAILS OF REMUNERATION PAID TO THE DIRECTOR (WTD & CFO)

S. No.	Director	Remuneration (in Rs.)
1.	Ms. Meena Aggarwal	20,000/- per month

[C] SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

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

BUCKINGHAM INDUSTRIES LIMITED

i) Terms of reference

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

ii) Composition:

Shareholders'/Investors' Grievance Committee comprises of three members-

Sr. No.	Name of the Director	Category of Director
1.	Mr. Aditya Kohli	Chairman, Independent Director
2.	Mr. Pankaj Aggarwal	Member, Independent Director
3.	Ms. Meena Aggarwal	Member, Executive Director

Mr. Aditya Kohli is heading the Committee.

Meeting and attendance:

Shareholders / Investors Grievance Committee have met three times i.e. 11.04.2016, 14.07.2016 & 08.10.2016 during Financial Year 2016-17.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Aditya Kohli	3	3
2.	Mr. Pankaj Aggarwal	3	3
3.	Ms. Meena Aggarwal	3	3

COMPLAINTS STATUS

Received	Resolved	Pending
None	NIL/NA	NIL

DIRECTOR'S SHAREHOLDING

S. No.	Director	No. of Shares held
1.	NIL	NIL

Note: None of the Directors hold any shares in the company.

Role and Powers of Shareholders'/Investors' Grievance Committee:

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

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

[D] RISK MANAGEMENT COMMITTEE:

Not mandatory hence Not Applicable to the company.

INDEPENDENT DIRECTORS

Independent Directors of the company have additionally met 2 times in the financial year 2016-17 to

- a. Review the performance of non-independent directors and the Board as a Whole;
- b. Review the performance of the Board of the company, taking into account the view of executive directors and non-executive directors;
- c. Assess 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.

BUCKINGHAM INDUSTRIES LIMITED

Sr. No.	Name of the Member	Meetings Held	Meetings Due & Attended
1.	Mr. Aditya Kohli	2	2
2.	Mr. Pankaj Aggarwal	2	2

ANNUAL GENERAL MEETINGS

Date and Venue of last four Annual General Meetings :-

Nature of Meeting	Date	Venue	Special Resolution passed
AGM for FY 2015-16	28.09.2016	Registered Office S-6 & 7, G.S. Tower, Chatribari Road, Guwahati, Assam - 781001	None
AGM for FY 2014-15	26.09.2015	Registered Office Girish Chandra Bardalai Path, Bamunimaidan Guwahati, Assam-781021	1. To confirm appointment of Ms. Meena Aggarwal as WTD & CFO 2. To adopt new set of Regulations / AOA
AGM for FY 2013-14	30.09.2014	Registered Office Girish Chandra Bardalai Path, Bamunimaidan Guwahati, Assam-781021	None
AGM for FY 2012-13	30.09.2013	Registered Office Girish Chandra Bardalai Path, Bamunimaidan Guwahati, Assam-781021	None

Attendance Record of Directors during the Financial Year 2016-17

Sr. No.	Name of Director	No. of Meetings during 2016-17			No. of other Directorship		No. of out side committee	
		Board		Last AGM	Listed	Others	Chairman	Member
		Held*	Due & Attended					
1.	Mr. P.N. Baidya	9	9	Yes	2	11	NIL	1
2.	Mrs.Meena Aggarwal	9	9	Yes	1	NIL	2	1
3.	Mr.Aditya Kohli	9	9	Yes	NIL	4	NIL	NIL
4.	Mr. Pankaj Aggarwal	9	9	Yes	1	1	2	NIL
5.	Mr. Navin Nischal Prasad	3	3	No				

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

NOTES:

- None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than five Committees across all the Public Companies in which they are Directors.
- The directorship/ committee membership is based on the disclosures received from the directors.
- No Director is inter-se related to any other Director on the Board of the Company.

CODE OF CONDUCT

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

Code of Conduct is available on the Company's website www.buckingham.in

The Whole Time Director has cleared that all Board Members have affirmed that they have complied with the code of conduct for the FY 2016-17.

BUCKINGHAM INDUSTRIES LIMITED

SEBI has notified the Prohibition of Insider Trading Regulations, 2015 applicable to all the listed companies w.e.f 15.05.2015. Accordingly, Company has adopted code of internal procedures and conduct for prohibition of insider trading, as amended, in dealing with the securities of the company.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This Audit is carried out every Quarter and the Report thereon is submitted to the Stock Exchanges (s) where the Company's shares are listed. The Audit confirms that the total Listed and Paid – up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholders(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye – laws and business rules applicable to NSDL and CDSL.

Nomination form can be obtained from the Company's RTA.

RESUME OF DIRECTORS PROPOSED TO BE RE-APPOINTED

Mr. P. N. Baidya (DIN: 00294339) holds M.B.A. & M.COM Degrees and has more than 15 years of experience in the fields of Stock Market, Finance, Real Estate, etc., and he retires by rotation and being eligible he has offered for re-election.

At present, he holds the Directorship in the following Companies:

S. No.	Name of the Company	Category of Directorship
1.	A C E C India Private Limited	Director
2.	William Jacks & Company (India) Limited	Director
3.	Jacks Aviation Pvt Ltd.	Director
4.	Duncan Macneill Mines and Granites Limited	Director
5.	Grace Holdings Private Limited	Director
6.	Antique Holdings Private Limited	Director
7.	Buckingham Industries Limited	Director
8.	Jeewan Commercial Limited	Director
9.	First & Second E.Com Private Limited	Director
10.	Aditya Dekoramik Limited	Director
11.	Jacks Home Products Limited	Director
12.	Ruhi India Limited	Director
13.	ASCOM International Limited	Director

DISCLOSURES

- There are no materially significant transactions with the related parties' viz. Promoters, Directors or the Management, their subsidiaries conflicting with Company's interest. Suitable disclosures as required by the Accounting Standards (AS 18) have been made in the Annual Report.
- In the preparation of the financial statements, the Company has followed the accounting standards issued by the ICAI to the extent applicable.
- There were no penalties, restrictions imposed on the company by Stock Exchanges(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

MEANS OF COMMUNICATION

- The Company communicates with the shareholders through its Annual Report and publication of financial results in 2 Newspapers, Website, etc.
- The Board of Directors of the Company approves and takes on record the Un-audited financial results and the results are announced to the MSEI & CSE. Further the required highlights of the Results are published in the Newspapers. [i.e. generally, The Financial Express (English), Naya India (Hindi)].
- Various sections of the Company's website www.buckingham.in keep the investors updated on material developments like management, financial information, quarterly reports, announcements, etc.

- All Compliances of MSEI are uploaded at their Online Portal – My Listing Centre.

GENERAL SHAREHOLDER INFORMATION

- a) **Annual General Meeting**
Date and Time : **26.09.2017 at 10:00 A.M.**
Venue : R-489, GF-D, New Rajinder Nagar
 New Delhi - 110060
- b) **Financial Year of the Company** : from April 1st to March 31st
Tentative Schedule for Financial Year 2016-17
 1st Quarter ending June 30, 2016 : end of July, 2017
 2nd Quarter ending September 30, 2016 : end of October, 2017
 3rd Quarter ending December 31, 2016 : end of January, 2018
 Annual Result for the year ended March 31, 2017 : end of May, 2018
- c) **Date of Book Closure/ Record Date** : 23rd to 26th September, 2017
 (both days inclusive)
- d) **Registered Office** : R-489, GF-D, New Rajinder Nagar
 New Delhi - 110060
- e) **Dividend Payment Date** : N.A.
- f) **Listing of Equity Shares on Stock Exchanges** : ● MSEI
 ● Calcutta Stock Exchange Ltd
 ● Delhi Stock Exchange Limited*
 (* DSE stands de-recognized)
- g) **Stock Code**
 MSEI : BUCKINGHAM
 Calcutta Stock Exchange : 12213
 Delhi Stock Exchange : 02126
- h) **Registrar & Share Transfer Agents** : Alankit Assignments Limited
- I Liquidity**
 Equity Shares are listed on MSEI & CSE, but Trading Platform is not available at CSE.
- j) **Market Price Data**
 MSEI : No Data since No Trading in the shares of the company
 At CSE & DSE, market price of the share is not available for want of Trading Platform.
- k) **Dematerialization of Shares**
 Shares of the company are in physical mode as well as in DEMAT with CDSL & NSDL.
- l) **Outstanding GDRs/ADRs/Warrants or any other convertible instruments**
 Your Company does not have any GDRs/ADRs/Warrants or any other Convertible Instruments.
- m) **Investor Correspondence**
 (i) For transfer of shares, Demat of shares, payment of dividend on shares and any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at the following address:
 Mr. J. K. Singla (Sr. Manager)
 M/s Alankit Assignments Limited
 Address: 1-E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055
 Contact: 011-4254 1234, 4254 1960 Email id: rta@alankit.com
 (ii) Ms. Meena Aggarwal (DIN: 07153996) WTD & CFO, has been designated as the Compliance Officer as required under the Listing Agreements with MSEI and CSE.
- n) **Address for Correspondence :-**
 The Correspondence may be addressed to
Ms. Meena Aggarwal (DIN: 07153996), WTD & CFO, cum Compliance Officer, at its Regd. Office
 OR

BUCKINGHAM INDUSTRIES LIMITED

Mr. J. K. Singla, Senior Manager, Alankit Assignments Ltd.,
1-E/13, Alankit House, Jhandewalan Extension, New Delhi-110055,
Tel. No. +91-4254-1234, 4254-1960, Email id: rta@alankit.com.

VIGIL MECHANISM - WHISTLE BLOWER POLICY

The Whistle Blower Policy is formulated to provide a vigil mechanism for Directors and Employees to raise genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics policy. It also provides for adequate safeguard against victimisation of persons who use such mechanism.

The Policy provides necessary safeguards for protection of Directors and Employees who avail the vigil mechanism from reprisals or victimization, for whistle blowing in good faith and to provide opportunity to Directors and Employees for direct access to the Chairman of the Audit Committee in exceptional cases

The Whistle Blower Policy is in conformity with SEBI (LODR) of the Listing Agreement and provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014

All Directors and Employees of Company are eligible to make "Protected Disclosures" to the Chairman of Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

Principles

- Protected disclosures shall be acted upon in a time bound manner.
- Complete confidentiality of the Whistle Blower will be maintained.
- The Whistle Blower and / or the person(s) processing the Protected Disclosure will not be subjected to victimization.
- Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
- 'Subject' of the Protected Disclosure i.e. Director or Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.
- The Whistle Blower should bring to attention of the Competent Authority at the earliest any improper activity or practice. Although they are not required to provide proof, they must have sufficient cause for concern.
- The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.

E-VOTING

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in this Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulation 2015.

The above Rule 20 of the Companies (Management and Administration) Rules, 2014 have been amended on March 19, 2015 to introduce a new concept of e-voting i.e. E-Voting at general meeting through an electronic voting system. To comply with the requirements of new Companies Act, 2013 and to ensure good governance for its members, your company has provided e-voting facility for its general meetings to enable its members to participate in the voting electronically. The instruction(s) for e-voting for ensuing AGM is also provided with Notice to shareholders of this Annual Report. Company has signed necessary agreements with NSDL and CDSL to facilitate e-voting for member(s).

APPRECIATION

Your Directors wish to express their sincere appreciation to its valued Clients, Bankers, various Regulators, Departments & Agencies and Employees of the company for their continued value support & co-operation.

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

**Place : New Delhi
Date : 16.08.2017**

**MEENA AGGARWAL
W.T.D & C.F.O.
DIN: 07153996**

BUCKINGHAM INDUSTRIES LIMITED

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 2017

I. REGISTRATION AND OTHER DETAILS:

i) CIN	:	L27310DL1983PLC314401
ii) Registration Date	:	16th March, 1983
iii) Name of the Company	:	BUCKINGHAM INDUSTRIES LIMITED
iv) Category / Sub-Category	:	Public Company/ Limited by shares
v) Address of the Regd. Office of the Company	:	R-489, GF-D, New Rajinder Nagar New Delhi - 110060
vi) contact details	:	
a.) Corp. Office	:	2nd Floor, 22 Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110057
b.) Website	:	<u>www.buckingham.in</u>
c.) Email i.d.	:	<u>buckingham1983@yahoo.com</u>
d.) Phone No.	:	09990903638
e.) Fax No.	:	011- 26143394
vii) Whether listed company	:	YES 1) Metropolitan Stock Exchange of India - MSEI 2) Calcutta Stock Exchange Ltd. - CSE 3) Delhi Stock Exchange Ltd. - DSE (DSE stands de-recognized)
viii) Detail of RTA	:	
a.) Name	:	Alankit Assignments Limited
b.) Address	:	R. O. IE/13, Alankit Heights, Jhandewalan Extn., New Delhi - 55 C.O. : 205-208, Anarkali Complex, Jhandewalan Extn., New Delhi - 55
c.) Contact	:	011-42541234, 011-42541960 <u>rta@alankit.com</u>

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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Commission, Consultancy, etc.	997212	73.64%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and Address of the Company	NIC Code of the product/ service	% to total turnover of the company
	NIL		

BUCKINGHAM INDUSTRIES LIMITED

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category Code	Category of Shareholder	No. of Shares held at the beginning of the year	% of total no. of shares	No. of Shares held at the end of the year	% of total no. of shares	% Change during the year
(A)	Shareholding of Promoter and Promoter Group2					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	72000	29.39	72000	29.39	-
(b)	Central Government/ State Government(s)	0		0		
(c)	Bodies Corporate	0	0	0	0	0
(d)	Financial Institutions/ Banks	0		0		
(e)	Any Others(Specify)	0		0		
(e-i)		0		0		
(e-ii)		0		0		
	Sub Total(A)(1)	72000	29.39	72000	29.39	-
2	Foreign					
a	Individuals (Non-Residents Individuals/Foreign Individuals)	0		0		
b	Bodies Corporate	0		0		
c	Institutions	0		0		
d	Qualified Foreign Investor	0		0	29.39	
e	Any Others(Specify)	0		0		
e-i						
e-ii						
	Sub Total(A)(2)	0		0		
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	72000	29.39	72000	29.39	-
(B)	Public shareholding					
1	Institutions					
(a)	Mutual Funds/ UTI	0		0		
(b)	Financial Institutions / Banks	0		0		
(c)	Central Government/ State Government(s)	0		0		
(d)	Venture Capital Funds	0		0		
(e)	Insurance Companies	0		0		
(f)	Foreign Institutional Investors	0		0		
(g)	Foreign Venture Capital Investors	0		0		
(h)	Qualified Foreign Investor	0		0		
(i)	Any Other (specify)	0		0		
(i-ii)						
(i-ii)						
	Sub-Total (B)(1)	0		0		

BUCKINGHAM INDUSTRIES LIMITED

B 2	Non-institutions					
(a)	Bodies Corporate					
(b)	Individuals	173000	70.61	173000	70.61	-
I	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	0	0	0	0	-
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	0		0	0	0
(c)	Qualified Foreign Investor	0		0		
(d)	Any Other (specify)	0		0		
(d-i)						
(d-ii)						
	Sub-Total (B)(2)	173000	70.61	173000	70.61	-
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	173000	70.61	173000	70.61	-
	TOTAL (A)+(B)	245000	100.00	245000	100.00	-
(C)	Shares held by Custodians and against which Depository Receipts have been issued					
1	Promoter and Promoter Group					
2	Public					
	Sub-Total (C)	0		0		
	GRAND TOTAL (A)+(B)+(C)	245000	100.00	245000	100.00	-

(ii) Shareholding of Promoters

Sl. No.	NAME OF PROMOTER	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 Shares Pledged /encumbered	No. of Shares	% of Shares Pledged / encumbered	
1	Sita Rani*	72000	0	72000		
	TOTAL	72000		72000		

*since expired on 16.05.2017 and Mr. S.L. Gupta already stands nominated as her legal nominee

(iii) Change in Promoters' Shareholding

Sl. 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
1	At the Beginning of the year				
2	Date wise Increase / Decrease in Promoters Shareholding				
3	At the End of year				
		NO CHANGE			

BUCKINGHAM INDUSTRIES LIMITED

(iv) **Shareholding Pattern of TOP TEN Shareholders : NO CHANGE DURING THE YEAR
(other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Raj Kumar Gupta				
	At the Beginning of the year	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
2	Rajeev Reddy Malcheti				
	At the Beginning of the year	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
3	Rekha Gupta				
	At the Beginning of the year	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
4	Anshu Goel				
	At the Beginning of the year	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
5	Savita Gupta				
	At the Beginning of the year	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
6	Dinesh Kumar Gupta				
	At the Beginning of the year	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63

BUCKINGHAM INDUSTRIES LIMITED

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
7	Deepak Goel				
	At the Beginning of the year	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
8	Surjeet Kumar & Sons				
	At the Beginning of the year	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
9	Gursharan Kaur				
	At the Beginning of the year	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63
Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
10	Amarjeet Singh & Sons				
	At the Beginning of the year	4000	1.63	4000	1.63
	At the End of the year	4000	1.63	4000	1.63

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of Director & 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	At the Beginning of the year	NIL			
2	Date-wise Increase / Decrease in Shareholding during the year				
3	At the End of the year				

BUCKINGHAM INDUSTRIES LIMITED

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans / Advances	Deposits
Indebtedness at the beginning of the financial year	NIL		NIL
i) Principal Amount		0	
ii) interest due but not paid		0	
iii) interest accrued but not due		0	
Total (i+ii+iii)	NIL	0	NIL
Change in Indebtedness during the financial year			
* Addition		0	
* Reduction		0	
Net Change	NIL	0	NIL
Indebtedness at the end of the Financial Year	NIL		NIL
i) Principal Amount		NIL	
ii) Interest due but not paid			
iii) Interest accrued but not due			
Total (i+ii+iii)	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. no	Particulars of Remuneration	Per Month	upto 31.03.2017
	MEENA AGGARWAL		
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20,000	2,40,000
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	NIL	NIL
	(c) profit in lieu of salary under section 17(3) income tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of Profit - Other, Specify.....	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A) Ceiling as per the Act	20,000	2,40,000

BUCKINGHAM INDUSTRIES LIMITED

B. REMUNERATION TO OTHER DIRECTORS:

Sl. no	Particulars of Remuneration	Per Month	upto 31.03.2017
1	Independent Director *Fee for attending Board Committee Meeting * Commission *Other, Please Specify	NIL	NIL
	Total (1)	NIL	NIL
2	Other Non-Executive Directors *Fee for attending board Committee Meeting *Commission *Other, Please Specify	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration Overall Ceiling as per the Act	NIL	NIL

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

Sl. no		Per Month	upto 31.03.2017
	NIL		
1	Company Secretary	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act		Appeal made, if any (Details)
	A. COMPANY		
	Penalty	NIL	NIL
	Punishment	NIL	NIL
	Compounding	NIL	NIL
	B. DIRECTOR		
	Penalty	NIL	NIL
	Punishment	NIL	NIL
	Compounding	NIL	NIL
	C. OTHER OFFICERS IN DEFAULT		
	Penalty	NIL	NIL
	Punishment	NIL	NIL
	Compounding	NIL	NIL

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

**Place : New Delhi
Date : 16.08.2017**

**MEENA AGGARWAL
W.T.D & C.F.O.
DIN: 07153996**

BUCKINGHAM INDUSTRIES LIMITED

B. Bhushan & CO.

Company Secretaries

1195, Gali Babu Ram,
Sita Ram Bazar, Delhi – 110006.
Email : b.bhushanandcompany@gmail.com
Mobile: 9650555376, 9311531800

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31.03.2017

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

To,
The Members,
Buckingham Industries Limited
R-489, GF-D New Rajinder Nagar
New Delhi - 110060.

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year starting from 1.04.2016 ended on 31.03.2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the clients/Members;
- (vi) and other laws applicable on the company.

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

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

We further report that, there were no actions/events in pursuance of :

- (a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; requiring compliance thereof by the company during the financial year.

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

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

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that there is no Company Secretary appointed in the company till date, and we suggested to appoint Company Secretary to adhere the legal and statutory compliances of the company.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

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

For B.Bhushan & Company
(Company Secretaries)

Bharat Bhushan
(Proprietor)
ACS:- 31951
C P No.:- 14469

Place :New Delhi
Date :26-05-2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors presents the Management Discussion and Analysis Report for the year ended on 31.03.2017.

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

FORWARD LOOKING STATEMENT:

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

REAL ESTATE, AGENCY, COMMISSION, CONSULTANCY, TRADING & SERVICE SECTOR

INDUSTRY STRUCTURE & DEVELOPMENTS

The Indian real estate sector has come a long way and is today one of the fastest growing markets in the world. It comprises many sub-sectors – housing, retail, hospitality, farms, residential, and commercial. While housing contributes to 5-6 % of India's gross domestic product (GDP), the remaining sub-sectors are also increasing at a fast pace. The total realty market in the country is expected to touch US\$ 180 billion by 2020. Real estate in India is being recognized as an infrastructure service that is driving the economic growth engine of the country. Growing infrastructure requirement in diverse sectors such as tourism, education, healthcare, etc., are offering several investment opportunities for both domestic as well as foreign investors. The role of the Government of India has been instrumental in the development of the sector including FDI in real estate. With the government trying to introduce developer and buyer friendly policies, the outlook for the real estate sector in 2014-20 does look promising.

OPPORTUNITIES

- Real estate contributes about 5 % to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2 % during FY 2008–2020.
- The Indian construction and real estate sector continues to be a favoured destination for global investors. Several large global investors, including a number of sovereign funds, have taken the first move by partnering with successful local investors and developers for investing in the Indian real estate market.
- Residential asset class seems to have great potential for growth with demand for housing requirements growing across cities.
- Demand for space from sectors such as education and healthcare has opened up ample opportunities in the real estate sector. The country still needs to add 3 million hospital beds to meet the global average of three for every 1,000 people.
- Government of India focus on affordable homes for all by 2022, the creation of 100 Smart Cities and infrastructure development across India, real estate industry has much to look forward in 2018.

THREATS

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

OUTLOOK

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

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

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

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

**Place : New Delhi
Date : 16.08.2017**

**MEENA AGGARWAL
W.T.D & C.F.O.
DIN: 07153996**

BUCKINGHAM INDUSTRIES LIMITED

Declaration by the CEO/CFO under SEBI (LODR) of the Listing Agreement

I, Meena Aggarwal (DIN: 07153996), WTD & CFO, hereby Certify to the Board that:

- a. I have reviewed financial statements and the cash flow statement and the Directors' Report for the year ended 31st March, 2017 and that to the best of my knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the company which are fraudulent, illegal or violative of the company's code of conduct or ethics policy.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the company's internal control systems and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are 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
 - i. that there are no significant changes in internal control during the year;
 - ii. that there are no significant changes in accounting policies during the year and the same have been disclosed in the Notes to the financial statements; and
 - iii. that there are no instances of significant fraud of which they have become aware and the involvement, if any, of the management or an employee having a significant role in the company's internal control system.

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

**Place : New Delhi
Date : 16.08.2017**

**MEENA AGGARWAL
W.T.D & C.F.O.
DIN: 07153996**

ANUJ GARG & COMPANY
CHARTERED ACCOUNTANTS

1748/55, NAIWALA, KAROL BAGH, NEW DELHI – 110005.
Phones : 28754317, 28751011 E-mail : anujgarg@ndf.vsnl.net.in

INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF
BUCKINGHAM INDUSTRIES LIMITED**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of BUCKINGHAM INDUSTRIES LIMITED, [CIN: L27310DL1983PLC314401] ("the Company"), having its Registered Office at R – 489, GF – D, New Rajinder Nagar, New Delhi – 110060, which comprise of the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies, notes and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the Audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

BUCKINGHAM INDUSTRIES LIMITED

- a) In the case of the Balance Sheet, of the state of affairs of the company as at 31.03.2017;
- b) In the case of the Statement of Profit and Loss, of the Profit of the company for the year ended on that date.
- c) In the case of the Cash Flow Statements, of the cash flows of the company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by sub – section (11) of Section 143 of the Act, a statement on the matters specified in paragraphs 3 and 4 of the Companies (Auditors' Report) Order, 2016 (“the Order”) issued by the Central Government of India has been reported in “Annexure-I” to this report.
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 appears from our examination of those books;
 - c) The company has no branch offices and consequently we have not received any report on accounts of branch of the company.
 - d) The Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
 - f) On the basis of written representations received from the Directors as on 31st March, 2017 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of section 164(2) of the Act;
 - g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure-II”.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors), Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) Company does not have any pending litigation which would impact its financial position;
 - (ii) Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - (iii) No amounts were required to be transferred to the Investor Education and Protection Fund by the company as on 31.03.2017.
 - (iv) The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and as per information and explanation given to us these are in accordance with the books of account maintained by the company.

For ANUJ GARG & COMPANY
Chartered Accountants
Firm Registration No.: 003473N

Place: New Delhi
Date: 26.05.2017

Anuj Garg
Proprietor
M. No. 082422

TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF BUCKINGHAM INDUSTRIES LIMITED

(as referred in Paragraph 1 of Other Legal and Regulatory Matters in Independent Auditor's Report)

We report on the matters contained in Paragraph 3 of the Companies (Auditor's Report) Order, 2016 as follows:

- i)
 - a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) According to the information and explanation given to us, those fixed assets were physically verified by the management at reasonable intervals.
 - c) According to information and explanation given to us no material discrepancies have been noticed.
- ii) The company is primarily engaged in the business of real estate, commission, etc., and does not hold any inventory. Stock of Shares were verified at reasonable intervals and no discrepancies.
- iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, secured or unsecured, to companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, sub clause (a), (b), and (c) of this clause are not applicable to this company;
- iv) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, made investments, provide guarantees or securities under section 185 & 186 of the Companies Act, 2013;
- v) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not accepted any deposits. Therefore, compliances as stated in this clause with respect to directive issued by the Reserve Bank of India, the provision of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, the rules framed thereunder are not required. Further, according to the information and explanations given to us, no order was passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal for this company. Therefore, question of compliance or contravention with the same does not arise;
- vi) The provision of clause (3) (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Auditors) Rules, 2014;
- vii) According to the information and explanations given to us, in respect of statutory dues:
 - a. The Company has been regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, Income Tax, Sales tax, Service tax, Duty of customs, Duty of excise, Value added tax, cess and other statutory dues applicable to it with the appropriate authorities and as on 31.03.2017, no amount was outstanding for a period of more than six months from the date they became payable;
 - b. No dues were required to be deposited on account of any dispute with Income tax or Sales tax or Service tax or Duty of customs or Duty of excise or Value added tax. Therefore, this sub-clause is not applicable to this company;
- viii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, the Company does not have any loans or borrowing from a financial institution, bank, Government or dues to debenture holders, therefore this clause of the Order is not applicable to this company;
- ix) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, the Company did not raise any moneys by way of IPO / FPO (including debt instruments) and term loans during the year, therefore this clause of the Order is not applicable to this company;
- x) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, no fraud by Company or any fraud on the company by its officers or employees has been noticed or reported during the year;

BUCKINGHAM INDUSTRIES LIMITED

- xi) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, no Managerial Remuneration has been paid during the year, therefore this clause of the Order is not applicable to this company;
- xii) The Company is not Nidhi company, therefore the provisions of clause (3) (xii) of the Order are not applicable to the company;
- xiii) In our opinion and according to the information and explanations given to us, all related parties transactions are in compliance with sections 177 and 188 of Companies Act, 2013 and the details of same have been disclosed in Financial Statements etc., as required by the applicable accounting standards;
- xiv) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not made any preferential issue / private placement of shares or debentures during reporting period, therefore this clause of the Order is not applicable to this company;
- xv) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not entered into any non – cash transactions with directors or person connected with him, during the reporting period, therefore this clause of the Order is not applicable to this company;
- xvi) According to the information and explanations given to us and on the basis of our examination of the books of account, the company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934.

For ANUJ GARG & COMPANY
Chartered Accountants
Firm Registration No.: 003473N

Place: New Delhi
Date: 26.05.2017

Anuj Garg
Proprietor
M. No. 082422

TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF BUCKINGHAM INDUSTRIES LIMITED

(As referred in Paragraph 3(h) of Other Legal and Regulatory Matters in Independent Auditor's Report)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of BUCKINGHAM INDUSTRIES LIMITED ("the Company") as at March 31, 2017 in conjunction with our audit of the standalone 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. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit 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

BUCKINGHAM INDUSTRIES LIMITED

only in accordance with authorizations of management and directors of the company; and

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

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 March 31, 2017, 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 ANUJ GARG & COMPANY
Chartered Accountants
Firm Registration No.: 003473N

Place: New Delhi
Date: 26.05.2017

Anuj Garg
Proprietor
M. No. 082422

BUCKINGHAM INDUSTRIES LIMITED

CIN: L27310DL1983PLC314401

Balance Sheet

In ₹

Particulars	Note	As at March 31, 2016	As at March 31, 2017
EQUITY AND LIABILITIES			
SHAREHOLDER'S FUNDS			
Share Capital	2.1	2,450,000	2,450,000
Reserves and Surplus	2.2	15,973,519	16,035,484
		18,423,520	18,485,484
CURRENT LIABILITIES			
Short-term Provisions	2.3	95,500	144,950
Other Current Liabilities	2.4	-	-
		95,500	144,950
		18,519,021	18,630,434
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets (Tangible)	2.5	44,422	51,933
Investments	2.6	640,929	640,929
Loans / Advances	2.7	9,729,686	6,337,544
		10,415,037	7,030,406
CURRENT ASSETS			
Advance against purchase of property	2.8	7,500,000	7,000,000
Inventories	2.9	10,150	10,150
Trade Receivables	2.10	238,657	-
Cash and cash equivalents	2.11	355,175	4,589,878
Short - Term Loans / Advances	2.12	-	-
Other Current Assets	2.13	-	-
		8,103,982	11,600,028
		18,519,020	18,630,434
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	1&2		

Note: See accompanying Notes which are integral part of the Financial Statements

As per our even Report attached

For Anuj Garg & Co.
Chartered Accountants

Anuj Garg
Proprietor
Membership No. 082422
Place: New Delhi
Date : 26.05.2017

For Buckingham Industries Limited

Meena Aggarwal
Director
DIN:07153996

Pankaj Aggarwal
Director
DIN: 01586710

BUCKINGHAM INDUSTRIES LIMITED**BUCKINGHAM INDUSTRIES LIMITED**

CIN: L27310DL1983PLC314401

Statement of Profit & Loss

In ₹

Particulars	Note	Year ended March 31, 2016	Year ended March 31, 2017
REVENUE			
Revenue from Operations	2.14	970,000	975,000
Other Income	2.15	50,989	349,065
		1,020,989	1,324,065
EXPENSES			
Decrease in Stock	2.16	-	-
Administrative & other expenses	2.17	445,884	740,544
Employee benefits exp	2.18	323,000	479,867
Depreciation	2.15	11,448	13,489
Total Expenses		780,331	1,233,900
Profit before exceptional and extraordinary items and tax		240,658	90,165
Exceptional items		-	-
Profit before extraordinary items and tax		240,658	90,165
Extraordinary Items		-	-
PROFIT BEFORE TAX		240,658	90,165
Tax Expense:			
Current Year Tax		75,500	28,200
Deferred Tax Liability		-	-
Profit for the year		165,158	61,965
Earning Per Share (Equity share of par value of ₹ 10/- each)			
Basic		0.67	0.25
Diluted		0.67	0.25
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	1&2		

Note: See accompanying Notes which are integral part of the Financial Statements

As per our even Report attached

For Anuj Garg & Co.
Chartered Accountants

Anuj Garg
Proprietor
Membership No. 082422
Place: New Delhi
Date : 26.05.2017

For Buckingham Industries Limited

Meena Aggarwal
Director
DIN:07153996

Pankaj Aggarwal
Director
DIN: 01586710

BUCKINGHAM INDUSTRIES LIMITED

CIN: L27310DL1983PLC314401

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017 In ₹

	31.03.2016	31.03.2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit after tax and extraordinary items	(331,251)	61,965
(Profit)/loss on sale of Investments	-	-
Interest Received	-	-
Depreciation	11,448	13,489
Other Income	(50,989)	(349,065)
Operating profit before working capital changes	(370,792)	(273,611)
(Increase)/Decrease in advance against prop.	(7,500,000)	500,000
(Increase)/Decrease in Loans & Advances	17,540,240	3,392,142
(Increase)/Decrease in Trade Receivables	367,310	238,657
(Increase)/Decrease in other current assets	1,058,045	-
Increase/(Decrease) in current liabilities	(1,067,946)	-
Increase/(Decrease) in Other Current liabilities	(112,040)	49,450
(Increase)/Decrease in Stock	-	-
Direct Taxes paid	-	-
	10,285,609	4,180,249
CASH FLOW GENERATED FROM OPERATIONS	9,914,817	3,906,638
Finance charges	-	-
Net cash used in operating activities (A)	9,914,817	3,906,638
B. CASH FLOW FROM INVESTING ACTIVITIES		
Addition to Fixed Assets	(9,500)	(21,000)
Loans/Advances Given	(9,620,032)	-
Sale of investments	-	-
Sale of Shares	-	-
Interest received	-	-
Other income	50,989	349,065
Net cash flow from investing activities (B)	(9,578,543)	328,065
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase /(Decrease) in borrowings	-	-
Net cash flow from financing activities (C)	-	-
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B)	336,274	4,234,703
CASH AND CASH EQUIVALENTS		
Beginning of the year	18,902	355,175
End of the year	355,176	4,589,878

As per our even Report attached

For Anuj Garg & Co.
Chartered Accountants

Anuj Garg
Proprietor
Membership No. 082422
Place: New Delhi
Date : 26.05.2017

For Buckingham Industries Limited

Meena Aggarwal
Director
DIN:07153996

Pankaj Aggarwal
Director
DIN: 01586710

BUCKINGHAM INDUSTRIES LIMITED

NOTES - which are integral part of financial statements for the year ended March 31, 2017 :-

Buckingham Industries Limited (“the Company”) was incorporated on March 16, 1983 to carry on the business of Manufactures, dealers, importer, exporters, real estate, commission agent, foundes, mechanical engineers and agricultural implements and other machinery etc., and Certificate of Commencement of Business was issued by ROC dated on March 24, 1983.

Registered Office of the company was shifted from the State of Assam to Delhi vide Certificate of Registration of Regional Director vide order u/s 13(5) bearing date 20.02.2017 and finally stand shifted vide Certificate dated 14.03.2017 issued by ROC - Delhi.

1. Significant Accounting Policies

1.1 Basis of preparation of financial statements

These financial statements are prepared on under the historical cost convention, in compliance in accordance with Generally Accepted Accounting Principles (GAAP) in India on accrual basis. GAAP Comprises accounting standards as specified in rule 3 of the Companies (Accounting Standards) Rules 2006, and the relevant provisions of the Companies Act, to the extent applicable. Accounting policies have been consistently applied.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the form AOC - 3 to the Companies (Accounts) Rule, 2014. Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

1.2 Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, reported amount of assets and liabilities and disclosure relating to contingent assets and liabilities as of the date on the financial statements. Accounting estimate could change from period to period and actual results could differ from those estimates.

1.3 Revenue recognition

Revenue is recognized on accrual basis. Dividend income is accounted for on receipt basis. Sale/purchase of securities is recognized on the basis of actual deliveries of securities. Profit/loss on sale of investments is arrived at considering average cost of investments.

1.4 Inventories

Securities, which are considered by the management as stock in trade, are valued at lower of cost or net realizable value. Transfer charges on securities purchased are added to the cost when paid. Cost of Stock is taken on Average cost method.

1.5 Investments

Securities, which are considered by management as investments, are valued at cost. Cost is determined on a weighted average basis. Transfer charges & other expenses on securities purchased are added to the cost when paid. Earning from investments are accrued on the date of of declaration or receipt and the Tax deducted at Source thereon is treated as advance tax.

1.6 Fixed Assets

- i) Fixed Assets have been stated at costs less depreciation. Cost includes freight, duties, taxes and all other related costs including cost of finance of borrowed funds upto the date of installation identified / allocated for the assets including incidental expenses relating to installation.
- ii) Depreciation on all Assets have been provided on straight line method at rates specified in schedule II to the Companies Act, 2013

1.7 Employee benefits

Employee benefits are recognized as an expense in the profit and loss account of the year

1.8 Foreign Currency Transactions

- a. Expenditure in Foreign Currency : NIL
- b. Income in Foreign Currency : NIL

1.9 Taxes

Taxation, if any, is being provided at the rate prevailing during relevant period under normal provisions prescribed by the Income tax Act, 1961 and rules made thereunder.

1.10 Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand and accounts with banks.

Notes which are integral part of financial statements as at March 31, 2017

2.1 Share Capital

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Authorised		
Equity shares 245,000 (Previous year 245,000) of par value Rs.10/- each	2,450,000	2,450,000
	2,450,000	2,450,000
Issued, Subscribed and Paid up		
Equity shares 245,000 (Previous year 245,000) of par value Rs.10/-each fully paid up	2,450,000	2,450,000
	2,450,000	2,450,000

Equity Shares

The equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders shall be eligible to receive any of the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The amount distributed will be in proportion to the number of equity shares held by the shareholders. There is no movement in the number of Equity Shares outstanding as at 31.03.2017.

Reconciliation of the number of shares outstanding

Amount in ₹

Particulars	2016		2017	
	No. of shares	Value	No. of shares	Value
EQUITY SHARES				
Shares outstanding at the beginning of the year	245,000	2,450,000	245,000	2,450,000
Add: Shares issued during the year	-	-	-	-
Total Shares outstanding at the end of the year	245,000	2,450,000	245,000	2,450,000

Shares in respect of each class in the company and shares held by shareholders holding more than 5% shares

Amount in ₹

Name of the company	Class of shares	% of holding	2016	% of holding	2017
Sita Rani	Equity shares	29.39	72,000	29.39	72000
			72,000		72,000

BUCKINGHAM INDUSTRIES LIMITED

Notes which are integral part of financial statements as at March 31, 2017

2.2 Reserve and surplus

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Profit & Loss Account		
Balance in Profit & Loss Account - Opening	16,304,770	15,973,519
Add : Profit during the year	165,158	61,965
Less : Listing Fees arrears & Balances W/off	(496,409)	-
Balance in Profit & Loss Account - Closing	15,973,519	16,035,484
Total Reserves & Surplus	15,973,519	16,035,484

2.3 Short-term Provision

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Provision for Income Tax	75,500	28,200
Provision for Income Tax	-	78,750
Expenses Payable	20,000	38,000
	95,500	144,950

2.4 Other current liabilities

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
	-	-

Notes which are integral part of financial statements as at March 31, 2017

NOTE : 2.5

DEPRECIATION CHART
FOR FINANCIAL YEAR 2016 - 2017

Particular	Original Cost (Rs)	Balance on 1.4.2016	Addition During the Year	Life as per Co. Act, 2013	Life Used till 31/0/2014	Remaining Life	Salvaged value	Depreciable amount over whole life	Depreciation for the year	Carrying Amount as on 31.3.2017	Carrying Amount as on 31.3.2016	
(A) Computers												
Computer	22,650	13,781	-	3	0	3	1,133	21,517	7,172	6,608	13,781	
(B) Furniture & Fixtures												
Furniture & Fixture	26,000	22,946	21,000	10	0	10	1,886	45,114	4,511	39,435	22,946	
(C) Office Equipments												
Mobile	9,500	7,695		5	0	5	475	9,025	1,805	5,890	7,695	
Total Assets	58,150	44,422	21,000				3,494	75,656	13,489	51,933	44,422	

BUCKINGHAM INDUSTRIES LIMITED

NOTES which are integral part of financial statements as at March 31, 2017

2.6 Investment

Amount in ₹

Particulars	Face Value	Quantity	As at March 31, 2016	Quantity	As at March 31, 2017
A) EQUITY SHARES (QUOTED)					
Assam Company Ltd.	1	10	11,321	10	11,321
Decorous Invest. & Trad. Co. Ltd.	10	9,800	29,858	9,800	29,858
Swagtam Trading & Services Ltd.	10	12,000	37,800	12,000	37,800
B) EQUITY SHARES (UNQUOTED)					
Dune Leasing & Finance Ltd.	10	24,000	72,360	24,000	72,360
Jacks Aviation Pvt. Ltd.	10	24,000	36,000	24,000	36,000
Ascom Granites	10	82,000	20,000	82,000	20,000
Antique Holdings Pvt. Ltd.	10	2,110	21,100	2,110	21,100
Aditya Dekoramik Ltd.	10	100	1,000	100	1,000
Link Holdings Pvt Ltd.	10	14,900	149,000	14,900	149,000
First and Second e.com Pvt. Ltd.	10	1,260,000	62,800	1,260,000	62,800
Grace Holdings Pvt Ltd.	10	69	690	69	690
C) UNQUOTED 15% NCP SHARES					
Pashupatinath Holsings Pvt. Ltd.	10	19,900	199,000	19,900	199,000
		1,448,889	640,929	1,448,889	640,929

Market value of quoted Investment is Rs.218,100/- in current year and Rs. 218,100/- in previous year.

2.7 Loans / Advances

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Unsecured - considered good		
Receivable in cash or in kind or for value to be recd.	9,645,000	6,245,000
Advance Income taxes / TDS	84,686	92,544
	9,729,686	6,337,544

There is no loan and advance due by directors or officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a member.

2.8 Advances against Purchase of Property

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Advance against purchase of Property	7,500,000	7,000,000
	7,500,000	7,000,000

BUCKINGHAM INDUSTRIES LIMITED

Notes which are integral part of financial statements as at March 31, 2017

2.9 Inventories

Amount in ₹

Particulars	Face Value	Quantity	2016	Quantity	2017
Equity Shares (Quoted)					
Hindustan Motors	10	100	2,550	100	2,550
Equity Shares (Unquoted)					
Anil Hardboard	10	85	7,225	85	7,225
Braith Warst (I)	10	299	75	299	75
Indian Standard	10	1,200	300	1200	300
			10,150		10,150

Market Value of quoted Shares Rs. 2,212/- (Previous Year Rs. 2,212/-)

2.10 Trade Receivables

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Unsecured, considered good		
Others	238,657	-
	238,657	-

2.11 Cash and Cash equivalents

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Cash on hand	96,344	36,400
ICICI Bank Ltd.	40,246	-
PNB - Preferential Issue	10,568	10,269
PNB - C/A	208,016	4,543,210
	355,175	4,589,878

2.12 Short term loans and advances

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Unsecured, considered good		
	-	-

2.13 Other current assets

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
	-	-

BUCKINGHAM INDUSTRIES LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2017

2.14 Income from Operations

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Commission - Real Estate	970,000	975,000
	970,000	975,000

2.15 Other Income

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Interest Income (TDS - Rs. 34828)	46,849	348,275
Interest Received on I.T. Refund	4,140	790
	50,989	349,065

2.16 Increase/Decrease in stock

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Opening Stock	10150	10150
Less: Closing Stock	10150	10150
Increase / Decrease in stock	-	-

2.17 Administrative & other expenses

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Advertisement Exp	26,721	27,139
Bank Charges	2,101	520
D. P. Charges	68,415	246
Conveyance Exp	15,490	16,000
Courier & Postage Exp	14,026	4,122
DEMAT Charges	2,809	
DP Registration Charges - Alankit	14,250	
Listing Fees - Calcutta Stock Exchange	28,500	
Office Exp	27,925	42,190
NSDL/ CDSL Charges	-	21,760
Pantry Exp	25,312	
Repairs & Maintainance	356	
Telephone Exp	9,350	10,500
Website Charges	-	3,500
Rent	-	17,000
Travelling Exp	50,241	13,119
Legal & Professional charges	6,800	36,750
<u>Auditor's remuneration</u>		
Audit fee	10,000	11,500

BUCKINGHAM INDUSTRIES LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2017

Balances w/off	-	-
Printing and stationery	52,848	80,724
Filing Fee - ROC	23,372	18,400
Fee to MCX MSEI	-	394,375
Secretarial Audit Fee	25,000	30,000
Internal Audit Fee	10,000	11,500
Misc Exp	32,368	1,199
	445,884	740,544

2.18 Employees Benefits Exp.

Amount in ₹

Particulars	As at March 31, 2016	As at March 31, 2017
Salary to Employees	323,000	479,867
	323,000	479,867

2.19 Related Party Disclosures

a) Name of the Related Parties :		
Key Management Personnel	:	<ol style="list-style-type: none"> 1. Sh. Prabindra Nath Baidya-Director 2. Sh. Pankaj Aggarwal- Director 3. Smt. Meena Aggarwal - WTD 4. Sh. Aditya Kohli-Director
Enterprises over which Key Management Personnel / Shareholders/ Relatives have significant influence at the year end	:	
b) Transactions with Related Parties		
Nature of Transaction	Key Management Personnel	Enterprises over which Key Management Personnel/Shareholders/ Relatives have significant
Balance outstanding as at year end	NIL	NIL

2.20 Quantitative details

The company is primarily engaged in the principal business of Real Estate, Commission, Agents, etc.

BUCKINGHAM INDUSTRIES LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2017

2.21 Earning per share

The following is the computation of earnings per share :-

Net profit as per P&L A/C.	Rs.	61,965
Weighted average number of shares outstanding	shares	245,000
Weighted average number of equity shares & potential equity share equivalents outstanding	shares	245,000
Nominal Value of shares	Rs.	10
Basic earning per share	Rs.	0.25
Diluted earning per share	Rs.	0.25

2.22 Post Balance Sheet Events

Material events occurring after the Balance Sheet are taken into consideration during the year.

2.23 Loans & Advances

An advance of Rs. 11,95,000/- paid to Worldlink Finance Limited whose recoverability is doubtful. No interest income has been recognized during the period 1.4.2016 to 31.3.2017 on the said advance.

Statement of Accounts / Confirmations from some of the parties are pending receipts / reconciliation and the adjustments, if any, will be made accordingly.

In the opinion of the Board the Current Assets, Loans & Advances have a value on realization in ordinary course of business at least equal to the amount at which these are stated.

2.24 Segment Reporting

Income of the company is primarily from principal business of real estate, commission, agency, etc.

2.25 The details of Specified Bank Notes (SBN) held and transacted during the period from 8.11.2016 to 30.12.2016 as provided in the Table below:

Particulars	SBNs	Other Denomination Notes
CLOSING CASH IN HAND AS ON 08.11.2016	67370.00	370.00
(+) PERMITTED RECEIPTS	3200.00	
(-) PERMITTED PAYMENTS	800.00	
(-) AMOUNT DEPOSITED IN BANK	67370.00	(500*134)+(100*3)+(50*1)+ (10*2) = 67370.00
CLOSING CASH IN HAND AS ON 30.12.2016	2400.00	

2.26 Previous year's figures

Previous year's figures have been regrouped / rearranged / reclassified wherever necessary to correspond with the current year classification / disclosures.

Note: Notes referred to above are an integral part of the Balance Sheet as at 31.03.2017

As per our even Report attached

For Anuj Garg & Co.
Chartered Accountants

Anuj Garg
Proprietor
Membership No. 082422
Place: New Delhi
Date: 26.05.2017

For Buckingham Industries Limited

Meena Aggarwal
Director
DIN:07153996

Pankaj Aggarwal
Director
DIN: 01586710

BUCKINGHAM INDUSTRIES LIMITED

BUCKINGHAM INDUSTRIES LIMITED

Regd. Office: R-489 , GF-D, New Rajinder Nagar, New Delhi – 110060

CIN: L27310DL1983PLC314401

ATTENDANCE SLIP

34th ANNUAL GENERAL MEETING

Tuesday, 26th September, 2017, at 10:00 A.M.

At R-489, GF-D, NEW RAJINDER NAGAR, NEW DELHI-110060

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE.

Members are requested to bring the copy of Annual Report alongwith them to the Annual General Meeting.

Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder :

Ledger Folio No./ DP ID & Client ID No.:

Address :

No. of Shares held :

Name of the Proxy, if any :

I/ We hereby record my/ our presence at the AGM.

Place :

Dated :

Member's / Proxy's Signature

ELCTRONIC VOTING PARTICULARS

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereafter, the Resolutions proposed at the 34th Annual General Meeting will be transacted through remote E-Voting (facility to cast vote from a place other than the venue of the AGM)

EVEN (E-voting Event Number)	User ID	Password
1 0 6 7 5 6		

Please refer to Note No 19 of NOTICE

REGISTRATION OF E-MAIL & CONTACT DETAILS FOR FUTURE COMMUNICATION

Name of the Shareholder :

Telephone No. :

Mobile No. :

Email ID :

Registered Folio No./ DP ID & Client ID No.:

Registered Address :

No. of Shares held :

Signature of the Shareholder

BUCKINGHAM INDUSTRIES LIMITED

BUCKINGHAM INDUSTRIES LIMITED

Regd. Office: R-489, GF-D, New Rajinder Nagar, New Delhi – 110060
Tel: 9990903638, Website: www.buckingham.in E-mail: buckingham1983@yahoo.com
CIN: L27310DL1983PLC314401

34th ANNUAL GENERAL MEETING
Tuesday, 26th September, 2017, at 10:00 A.M.
At R-489, GF- D, New Rajinder Nagar, New Delhi-110060

PROXY FORM FORM No. MGT-11

[Pursuant to Section 105 (6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Affix
Revenue
Stamp

Name of the Shareholder :

Ledger Folio No./ DP ID & Client ID No.:

Address :

No. of Shares held :

I/We being a Member/ Shareholders of **BUCKINGHAM INDUSTRIES LIMITED**, hereby appoint

Mr./ Mrs.

failing him/ her Mr./ Mrs.

R/o

Email Id :

Tel/Mobile No. :

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf, if not already voted by me/us through remote e-voting, at the 34th AGM of the members of the Company, to be held on Tuesday, 26.09.2017 at 10:00 A.M at R-489, GF- D, NEW RAJINDER NAGAR, NEW DELHI-110060 and at any adjournment thereof in respect of such Resolutions as indicated below:-

S. No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST
Ordinary Business			
1.	To receive, consider & adopt the Audited Balance Sheet as at 31.03.2017 and Statement of Profit & Loss & Cash Flow Statements, Notes, etc. for the year ended 31.03.2017 along with the Reports of Auditors & Directors thereon		
2.	To re-appoint Mr. Prabindra Nath Baidya DIN: 00294339 as Director who retires by rotation & being eligible offers himself for re-appointment.		
3.	To re-appoint M/s. ANUJ GARG & CO., Chartered Accountants, FRN: 003473N, as the Statutory Auditors of the Company.		

Signed this day of September 2017

Signature of ShareholderSignature of Proxy.....

Notes:

1. This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office, not less than 48 hours before the commencement of the AGM.
2. For the Resolutions and Notes, please refer to the Notice of 34th AGM.
3. *It is optional to put ✓ in the appropriate column against the Resolutions indicated in the Box.
If you leave the "FOR" or "AGAINST" columns BLANK in all or any of Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.