

NOTICE OF ANNUAL GENERAL MEETING

To the Members,

NOTICE IS HEREBY GIVEN THAT 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON WEDNESDAY, 28th SEPTEMBER 2016 AT 02:00 P.M. AT “S-6 & 7, G.S. TOWER, CHATRIBARI ROAD, GUWAHATI, ASSAM - 781001”

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 31st March 2016 and the Profit and Loss Account & Cash Flow Statements for the Financial Year ended 31.03.2016 alongwith the Reports of Auditors and Directors thereon.

ITEM NO. – 2:

To appoint a Director in place of Mr. P. N. Baidya (DIN: 00294339) who retires by rotation and being eligible offers himself 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 in this regard.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions 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 of Directors of the Company.

RESOLVED 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**

Date : 20.08.2016

Place : New Delhi

MEENA AGGARWAL

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 Corporate / Registered Office, duly completed and signed, not less than 48 hours before the time fixed for commencement of the AGM i.e. by 02:00 P.M. on 28.09.2016
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 authorising the representatives to attend and vote on their behalf at the AGM.

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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 already circulated to them.
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 of the company will remain closed from 26.09.2016 to 28.09.2016 (both days inclusive).
6. Queries proposed to be raised at the AGM may be sent to the Company at its Corporate / Registered Office at least Seven days prior to the date of AGM to enable the Management to compile the relevant information and to reply the same.
7. Copies of the Memorandum and Articles of Association of the Company and the Documents referred to in the Notice, etc., shall be open for inspection at the Corporate / Registered Office of the Company on any working day (Monday to Friday) between 11 A.M. and 5 P.M. upto the date of the AGM.
8. Members who hold 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 Directors seeking appointment / re-appointment, forms part of the Notice.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent or to the Company.
11. Securities and Exchange Board of India (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 Registrar and Transfer Agent 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 along with Pin Code, Contact Number(s), and E-mail ID, etc., to the Registrar and Share Transfer Agent or to the Company.
13. Electronic copy of the Annual Report for 2015-16 is being sent to all the Members whose Email IDs are registered with the Company / Depository Participants(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 Annual Report for 2015-16 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company / Depository Participants(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 33rd Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip & Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2015-16 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 Corporate and Registered Office in Delhi and Assam, respectively, 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, the shareholders may also send requests to the Company's 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 by a

company can be made through electronic mode. In view of the circular issued by M.C.A, the Company proposes to henceforth deliver documents like Notice calling the Annual General Meeting / Extra Ordinary General Meeting / 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. Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the 33rd Annual General Meeting.
19. Detailed procedure for “Remote E-voting” is :

Voting Through Electronic means :

In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Clause 35B of the Listing Agreements with Stock Exchanges, the company is providing members facility to exercise their right to vote on resolution proposed to be passed in the 33rd Annual General Meeting (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 Industries 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 remote “**e-Voting**” opens. Click on e-Voting: Active Voting Cycles.
7. Select Electronic Voting Event Number “EVEN” of Buckingham Industries Limited [**104667**] 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 24.09.2016 (09:00 AM) till 27.09.2016 (05:00 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 your vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPEG 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 Limited**. [104667] 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.

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General Instructions

- a. The E-voting period begins at 09:00 A.M. on Saturday, 24.09.2016 and ends at 5:00 P.M. on Tuesday, 27.09.2016. During this period Members' of Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **21.09.2016** 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.
- b. 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.
- c. The 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.
- d. 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.
- e. 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. 21.09.2016.
- f. 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. 21.09.2016 only shall be entitled to avail the facility of remote e-voting / Poll at AGM.
- g. 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 rta@alankit.com
- h. 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.
- i. Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint-holders.
- j. Scrutinizer, after scrutinising the votes cast at the meeting through poll / show of hand 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**

**Date : 20.08.2016
Place : New Delhi**

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