



CIN:L51395HP1985PLC012209

BCC FUBA INDIA LIMITED

Corporate Office: House No.97 4th Floor
Bahubali Enclave, Near Ram Mandir,
opp. Cross River Mall, Delhi - 110092, India
P: +91-11- 49287223
E: delhi@bccfuba.com



NOTICE OF SIXTY-SECOND (62ND) BOARD MEETING

Date: 17th May, 2024

To
The Board of Directors
B C C Fuba India Limited

Dear All,

Notice is hereby given that the Sixty-Second (62nd) meeting of Board of Directors of B C C Fuba India Limited is scheduled to be held on Thursday, the 23rd day of May 2024 at 04:00 p.m. at 109, Wing-II, Hans Bhawan, Bahadur Shah Zafar Marg, New Delhi, Delhi-110002, India. The agenda of the business to be transacted at the Meeting is enclosed.

Kindly make it convenient to attend the Meeting.

Yours faithfully

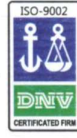
**On behalf of the Board
For BCC Fuba India Limited**

**SD/-
Mr. Dinesh Kumar Yadav
Company Secretary and Compliance Officer**

Email: cs@bccfuba.com
Phone No.: 8800287718

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AGENDA FOR THE SIXTY-SECOND (62ND) MEETING OF BOARD OF DIRECTORS OF BCC FUBA INDIA LIMITED SCHEDULED TO BE HELD ON THURSDAY, THE 23RD DAY OF MAY 2024 AT 04:00 P.M. AT 109, WING-II, HANS BHAWAN, BAHADUR SHAH ZAFAR MARG, NEW DELHI-110002, DELHI, INDIA

Item No.	Description
Regulatory Matters	
1.	To record Quorum of the Meeting.
2.	To grant leave of absence, if any.
3.	To confirm the minutes of the previous Board Meeting of the Company.
4.	To take note of the minutes of the Previous Committee Meeting(s): (i) Audit Committee Meeting; (ii) Stakeholders' Relationship Committee Meeting;
5.	To take note of the disclosure of interest received from the Directors of the Company in form MBP-1 for the Financial Year 2024-25.
6.	To take note of the declaration that they are not disqualified to be a directors, received from the Directors of the Company in form DIR-8 for the Financial Year 2024-25.
7.	To take note of the declaration of Independence, received from the Independent Directors of the Company for the Financial Year 2024-25.
8.	To consider and approve the Audited Financial Results for the financial year and quarter ended on 31 st March, 2024.
9.	To consider and approve the Audited Financial Statements for the financial year ended on 31 st March, 2024.
10.	To consider and take note the Audit Report (i) on Financial Results for the quarter and financial year ended on 31 st March, 2024 and (ii) on Financial Statements for the financial year ended on 31 st March, 2024, as issued by M/s. Bhagi Bhardwaj Gaur & Co., Statutory Auditors of Company.
11.	To consider and approve the Directors' Report of the Company for the financial year 2023-24.
12.	To take note of the Certificate from CEO & CFO pursuant to regulation 33(2)(a) of SEBI (LODR) Regulations, 2015, on Audited Financial Results of the company for the quarter ended on 31 st March, 2024.
13.	To review a policy on materiality of related party transactions and on dealing with related party transactions pursuant to regulation 23(1) of SEBI (LODR) Regulations, 2015.
14.	To review compliance reports pertaining to all the Laws applicable to the Company pursuant to regulation 17(3) of SEBI (LODR) Regulations, 2015.

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15.	To appoint Internal Auditor of the Company.
16.	To appoint Secretarial Auditor of the Company.
17.	To take note of compliance filings done with the BSE Limited during the quarter ended on 31 st March 2024.
18.	Any other matter with the permission of Chairperson.

NOTES ON AGENDA

ITEM NO. 1 TO RECORD QUORUM OF THE MEETING

The Chairperson to ascertain the Quorum for the Meeting.

ITEM NO. 2 TO GRANT LEAVE OF ABSENCE, IF ANY

The Board may like to grant leave of absence to the Director(s) who is unable to attend the meeting.

ITEM NO. 3 TO CONFIRM THE MINUTES OF THE PREVIOUS BOARD MEETING

The draft Minutes of the Board Meeting held on Friday, 09th day of February 2024, shall be placed before the Board for confirmation.

Action Required:

The Board is requested to confirm the same.

ITEM No. 4 TO TAKE NOTE OF THE MINUTES OF THE PREVIOUS COMMITTEE MEETINGS

The draft Minutes of the following Committee Meeting(s) shall be placed before the Board of Directors:

- (i) Audit Committee Meeting dated 9th February 2024
- (ii) Stakeholders' Relationship Committee Meeting dated 9th February 2024;

Action Required:

The Board shall take note of the same.

ITEM No. 5 TO TAKE NOTE OF THE DISCLOSURE OF INTEREST RECEIVED FROM THE DIRECTORS OF THE COMPANY IN FORM MBP-1 FOR THE FINANCIAL YEAR 2024-25.



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The Chairperson shall place before the Board, disclosure u/s 184(1) of the Companies Act, 2013 in Form MBP-1 received from ALL the Directors of the company.

Action Required:

The Board shall take note of the same and pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of section 184(1) and any other applicable provision, if any, of the Companies Act, 2013, the disclosure of interest received from all the Directors of the Company in form MBP-1 for the Financial Year 2024-25 be and is hereby noted and taken on record.”

ITEM NO. 6 TO TAKE NOTE OF THE DECLARATION THAT THEY ARE NOT DISQUALIFIED TO BE A DIRECTORS, RECEIVED FROM THE DIRECTORS OF THE COMPANY IN FORM DIR-8 FOR THE FINANCIAL YEAR 2024-25.

The Chairperson shall place before the Board, declaration received from the Directors in form DIR-8 stating that they are not disqualified to be a Directors of the Company.

Action Required:

The Board shall take note of the same and pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of section 164(2) and any other applicable provision, if any, of the Companies Act, 2013, the declaration received from the directors that they are not disqualified to be a Directors, in form DIR-8 for the Financial Year 2024-25 be and is hereby noted and taken on record.”

ITEM NO. 7 TO TAKE NOTE OF THE DECLARATION OF INDEPENDENCE, RECEIVED FROM THE INDEPENDENT DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25.

The Chairperson shall place before the Board, the declaration of Independence received from the Independent Directors pursuant to provisions of sub-section (7) of section 149 of the Companies Act 2013 and SEBI (LODR) Regulations, 2015.

Action Required:

The Board shall take note of the same and pass the following resolution:

“**RESOLVED THAT** declaration of Independence received from the Independent Directors pursuant to provisions of sub-section (7) of section 149 of the Companies Act 2013 and SEBI (LODR) Regulations, 2015, for the Financial Year 2024-25 be and is hereby noted and taken on record.”

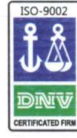
ITEM NO. 8 TO CONSIDER AND APPROVE THE AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER AND FINANCIAL YEAR ENDED ON 31ST MARCH, 2024.



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The Chairperson shall place before the Board, the audited financial results of the Company for the quarter and financial year ended on 31st March, 2024.

Action Required

The Board shall discuss the matter and pass the following resolution:

Draft Resolution

“**RESOLVED THAT** the Audited Financial Results of the Company for the quarter and financial year ended on 31st March, 2024 has been reviewed by the Audit Committee and on their recommendation, the said Audited Financial Results of the Company be and is hereby approved by the Board of Directors of the Company and Mr. Chandarvir Singh Juneja, Chairperson of the Company or in his absence, any of the Director of the Company, be and are hereby authorised to sign and submit the same with the Stock exchange wherein the shares of the Company are listed.”

ITEM NO. 9 TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024.

The Chairperson shall place before the Board, the draft financial statements of the Company comprising of Balance Sheet as at 31st March, 2024, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with Notes referred to therein for their consideration and approval.

Action Required

The Board shall discuss the matter and pass the following resolution:

Draft Resolution

“**RESOLVED THAT** on the recommendation of the Audit Committee, pursuant to the provisions of Section 134(1) of the Companies Act, 2013, the Standalone financial statements of the Company comprising of Balance Sheet as of 31st March, 2024, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with Notes to Financial Statements be and are hereby approved.

RESOLVED FURTHER THAT any two directors of the Company and Mr. Abhinav Bhardwaj, (Chief Executive Officer), Mr. N. K. Jain (Chief Financial Officer) and Mr. Dinesh Kumar Yadav (Company Secretary) of the Company be and are hereby authorized to jointly sign the audited Standalone financial statements of the Company comprising of the Balance Sheet as at 31st March, 2024, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with Notes to Financial Statements and the same be then placed before the members for adoption at the ensuing Annual General Meeting of the Company and any of the director of the Company be and is hereby authorised to sign and file any e-form/returns to ROC, MCA or any other department related to above matter .”

ITEM NO. 10 TO CONSIDER AND TAKE NOTE OF THE AUDIT REPORT (I) ON FINANCIAL RESULTS FOR THE QUARTER AND FINANCIAL YEAR ENDED ON 31ST MARCH, 2024 AND



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(II) ON FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024, AS ISSUED BY M/S. BHAGI BHARDWAJ GAUR & CO., STATUTORY AUDITORS OF THE COMPANY.

The Chairperson shall place before the Board, the Audit Report (i) on Financial Results for the quarter and financial year ended on 31st March, 2024 and (ii) on Financial Statements for the financial year ended on 31st March, 2024, as issued by M/s. Bhagi Bhardwaj Gaur & Co., Statutory Auditors of Company.

Action Required

The Board shall discuss the matter and pass the following resolution:

Draft Resolution

“RESOLVED THAT the Audit Report (i) on Financial Results for the quarter and financial year ended on 31st March, 2024 and (ii) on Financial Statements for the financial year ended on 31st March, 2024, issued by M/s Bhagi Bhardwaj Gaur & Co., Chartered Accountants (FRN 007895N), be and is hereby taken note by the Board of Directors of the Company and any Director/KMP of the Company, be and is hereby authorised to submit the same with the Stock exchange wherein the shares of the Company are listed.”

ITEM NO. 11 TO CONSIDER AND APPROVE THE DIRECTORS’ REPORT OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24.

The Chairperson shall place before the Board, the Draft Director’s Report for the financial year 2023-24.

Action Required

The Board shall discuss the matter and pass the following resolution:

Draft Resolution

“RESOLVED THAT pursuant to the provision of Section 134 of the Companies Act, 2013 and rules made there under, the draft Director’s Report of the Company for the year ended on 31st March, 2024, be and is hereby approved by the Board of Directors of the Company;

RESOLVED FURTHER THAT Mr. Chandervir Singh Juneja, Chairperson or any two directors of the Company be and are hereby authorized to sign Director’s Report and any addendum or annexure to the Directors’ Report which shall be attached to the financial statement for the year 2023-24 to be sent along with the Notice convening the forthcoming AGM of the Company, on the behalf of Board of Director’s of the Company;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to digitally sign and file the E-Form MGT-14 or any other specified e-forms with the office of Registrar of Companies and to do all such acts, deeds and things which may be necessary to give effect to the above said resolution to comply with all the necessary formalities in this regard.”



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ITEM NO 12 TO TAKE NOTE OF THE CERTIFICATE FROM CEO & CFO PURSUANT TO REGULATION 33(2)(a) OF SEBI (LODR) REGULATIONS, 2015, ON AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER ENDED ON 31ST MARCH, 2024.

The Chairperson shall place before the Board Members, the Certificate on audited financial results for the quarter ended on 31st March, 2024, certifying that financial results do not contain any false or misleading statements or figures and do not omit any material fact which may also make the statements or figures contained therein misleading, pursuant to Regulation 33(2)(a) of SEBI (LODR) Regulations 2015.

Action Required

The Board shall take note of the same.

ITEM NO. 13 TO REVIEW A POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS PURSUANT TO REGULATION 23(1) OF SEBI (LODR) REGULATIONS, 2015.

The Chairperson shall place before the Board Members, a draft policy on materiality of related party transactions and on dealing with related party transactions pursuant to regulation 23(1) of SEBI (LODR) Regulations, 2015.

Action Required

The Board shall discuss the matter and approve the draft policy and pass the following resolution:

Draft Resolution

“RESOLVED THAT pursuant to regulation 23(1) of SEBI (LODR) Regulations, 2015, the policy on materiality of Related Party Transactions be and is hereby approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things which may be necessary to give effect to the above said resolution to comply with all the necessary formalities in this regard.”

ITEM NO. 14 TO REVIEW COMPLIANCE REPORTS PERTAINING TO ALL THE LAWS APPLICABLE TO THE COMPANY PURSUANT TO REGULATION 17(3) OF SEBI (LODR) REGULATIONS, 2015.

The Chairperson shall place before the Board Members, compliance reports pertaining to all the Laws applicable to the Company pursuant to regulation 17(3) of SEBI (LODR) Regulations, 2015.

Action Required

The Board shall review and noted the same.



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ITEM NO. 15 TO APPOINT INTERNAL AUDITOR OF THE COMPANY.

The Chairperson proposed the appointment of M/s Vimal Jain & Associates, Chartered Accountants, as an Internal Auditor of the Company on the recommendation of the Audit Committee for the F.Y. 2024-25 pursuant to Section 138 of the Companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules, 2014.

Action Required

The following resolution is proposed to be passed:

“RESOLVED THAT pursuant to Section 138 of the Companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules, 2014, consent of the Board on the recommendation of the Audit Committee, be and is hereby accorded to appoint M/s Vimal Jain & Associates, Chartered Accountants, as an Internal Auditor of the Company for the Financial Year 2024-25, at a remuneration as may be mutually decided between the Board and the auditor.

FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and is hereby authorized to file E-Form MGT-14 or any other statutory form with the Ministry of Corporate Affairs and to do all such acts, deeds and thing as he may considered necessary to give effect the above said resolution.”

ITEM NO. 16 TO APPOINT SECRETARIAL AUDITOR OF THE COMPANY.

The Chairperson proposed the appointment of M/s Pankhuri Mathur & Associates, Company Secretaries, as Secretarial Auditor of the Company on the recommendation of the Audit Committee for the F.Y. 2024-25 pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Action Required

The following resolution is proposed to be passed:

“RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the Board on the recommendation of the Audit Committee, be and is hereby accorded to appoint M/s Pankhuri Mathur & Associates, Company Secretaries, as a Secretarial Auditor of the Company for the Financial Year 2024-25, at a remuneration as may be mutually decided between the Board and the auditor.

FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and is hereby authorized to file E-Form MGT-14 or any other statutory form with the Ministry of Corporate Affairs and to do all such acts, deeds and thing as he may considered necessary to give effect the above said resolution.”

ITEM NO. 17 (i) TO TAKE NOTE OF COMPLIANCE FILINGS DONE WITH THE BSE LIMITED DURING THE QUARTER ENDED ON 31ST MARCH, 2024.

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The Chairperson shall place before the Board the Report on compliance filings done with the BSE Limited during the quarter ended on 31st March, 2024.

Action Required

The Board shall take note of the same.

(ii) TO TAKE NOTE OF COMPLIANCE FILINGS DONE WITH THE MINISTRY OF CORPORATE AFFAIRS (“MCA”) DURING THE QUARTER ENDED ON 31ST MARCH, 2024.

The Chairperson shall place before the Board the Report on compliance filings done with the Ministry of Corporate Affairs (“MCA”) during the quarter ended on 31st March, 2024.

Action Required

The Board shall take note of the same.

ITEM NO. 18 ANY OTHER MATTER WITH THE PERMISSION OF CHAIRPERSON.