BUCKINGHAM INDUSTRIES LIMITED

Regd. Office: 38 G/F Rani Jhansi Road, Motia Khan, Paharganj, New Delhi-110055
Phone: 8527260705, Website: www.buckingham.com
E–mail Id:buckingham1983@yahoo.com, CIN: L22100DL1983PLC314401

Annexure B

NOTICE

Notice is hereby given that the **39th Annual General Meeting** of the Shareholders of Buckingham Industries Limited will be on **Thursday, August 25th, 2022** at **12.00 P.M.** held at its Registered Office of the Company situated at 38 G/F Rani Jhansi Road, Motia Khan, Paharganj, Delhi-110055 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone Financial Statements of the Company for the year 2022 including audited Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. **To Appointment of Auditor and Fix their remuneration**

   To consider and 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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to the recommendation of Audit Committee, the appointment of M/s BAS & CO. LLP, Chartered Accountants, (FRN: 323347E/E300008), Statutory Auditors of the Company, which has been approved by the members at the 39th Annual General Meeting of the Company for a term of 5 years i.e. from the conclusion of the 39th Annual General Meeting until the conclusion of the 44th Annual General Meeting at such remuneration as may mutually be agreed upon between the auditors and the Board of Directors of the Company."

3. **Appointment of Mr. SulabhDikshit(DIN 07070194) as a Director, liable to retire by rotation.**

   To consider and if thought fit, to pass, with or without modification the following resolution as an **Ordinary Resolution (s).**

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act,2013, Mr. SulabhDikshit (DIN 07070194) who retires by rotation at this Meeting, and being eligible, offers himself for re-appointment , be and is hereby appointed as a Director of the Company , liable to retire by rotation."

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SPECIAL BUSINESS:

1. **Regularization of additional director, Mr. TapanGarg (DIN- 07456359) by appointing him as aNon-Executive Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as **Ordinary Business(s):**

"**RESOLVED THAT** Mr. TapanGarg(DIN-07456359), who was appointed as an Additional Director with effect from 14 April, 2022 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

2. **Increase In The Authorized Share Capital And Consequent Alteration Of Memorandum Of Association:-**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution** :

"**RESOLVED THAT** pursuant to the provisions of Section 13, Section 61 and 64 of the Companies Act, 2013 and other applicable provisions, if any, the Authorised Equity Share Capital of the Company, be and is hereby increased from the existing Rs. 11,00,00,000 (Rs. Eleven Crore Only) divided into 1,10,00,000 (One Crores Ten lakh Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional Rs 9,00,00,000 (Nine Crores Only) divided into 90,00,000 (Ninety Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each .

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company as to Authorised Share Capital be and is hereby substituted in its place stated as under –

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V. The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board of Directors of the company, be and are hereby Authorized to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof for the powers conferred upon it by this resolution, to any individual so Authorized by the Board.

3. PREFERENTIAL ISSUE OF SHARES:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :

"**RESOLVED THAT** in accordance with the provisions of section 62 read with provisions of section 42 of the Companies Act 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended from time to time and subject to the approval of the shareholders of the company in general meeting and subject to all necessary approvals, consents , permissions and / or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, Secretarial of Industrial Assistant under the Foreign Exchange Management Act, 1999 (including any statutory modification or reenactment thereof, for the time being in force) and other applicable laws, and enabling provisions in the Memorandum and Articles of association of the company and the listing agreements entered into by the company with the stock exchange where the shares of the company are listed and subject to such terms and conditions as may be determined by the board of directors of the company (herein after referred to as "The Board" which expression shall include a committee, constituted for the time being in force, thereof) and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions and agreed to by the Board , the consent of the company, be and is hereby accorded to Board and the Board be and is hereby authorized to Issue and allot on preferential basis 14,00,000 (Fourteen lacs only) Equity Shares at a price of Rs. 115/- per share (Face Value of Rs. 10/- each at premium of Rs.105/- i.e.-) aggregating to Rs. 16,10,00,000/- (Rupees Sixteen Crores Ten Lakhs only), from time to time in one or more lots, at a price of Rs. 115/- (One hundred fourteen and twenty one paise Only), from time to time in one or more lots, being the price determined in accordance with the regulations for Preferential Issue contained in Chapter V of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time (SEBI ICDR Regulations") on a Preferential basis to the below mentioned persons (under the non – promoter category) in the following manner:

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Allottee Details						
Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottees will hold
KDM MEDIA PRIVATE LIMITED	Non - Promoter	AABCK5692A	Urmil Gupta	2,25,000	Non QIB	13.67%
SHARPLINE NETWORK PRIVATE LIMITED	Non - Promoter	AAFCS0526B	Pooja Aggarwal	2,25,000	Non QIB	13.67%
Maya Nath	Non - Promoter	ADIPN9845P	NA	78,125	Non QIB	4.74%
Subodh Kumar Nath	Non - Promoter	ADIPN9846Q	NA	78,125	Non QIB	4.74%
Shilpa Gupta	Non - Promoter	AKBPG2516Q	NA	78,125	Non QIB	4.74%
Padma Gupta	Non - Promoter	AAJPG3959P	NA	80,625	Non QIB	4.90%
Mukesh Gupta	Non - Promoter	AAAPG3952H	NA	65,000	Non QIB	3.95%
Gaurav Gupta	Non - Promoter	AKHPG5185D	NA	65,000	Non QIB	3.95%
Shreya Gupta	Non - Promoter	AIMPJ4419J	NA	65,000	Non QIB	3.95%
Alok Gupta	Non - Promoter	AKMPG7913J	NA	65,000	Non QIB	3.95%
Shilpa Gupta	Non - Promoter	AKBPG2516Q	NA	75,000	Non QIB	4.55%
Ashok Singla	Non - Promoter	AFNPS5604L	NA	75,000	Non QIB	4.55%
SumanSingla	Non - Promoter	AAJPL9028Q	NA	75,000	Non QIB	4.55%
VikasSingla	Non - Promoter	AQFPS3120E	NA	75,000	Non QIB	4.55%
Monica Asri	Non - Promoter	BOEPS4419G	NA	75,000	Non QIB	4.55%

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RESOLVED FURTHER THAT the Equity Shares on Preferential basis shall be issued by the company on the following terms and conditions:

1) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.
2) The equity shares to be issued on preferential basis to above allottees shall not be locked in because the allottees are not from the promoter or promoter group prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.
3) For the above referred allotment, the entire amount of the value per share i.e. Rs. 115/ per share is to be paid at the time of application.
4) For the above referred allotment, the allotment of shares must be made in Dematerialized form.
5) The Equity Shares so offered and issued to the Proposed Allottee, are being issued for consideration in cash.
6) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above

RESOLVED FURTHER THAT for the purpose of giving effect to the said Special Resolution u/s. 62 r. w. 42 of the Act and other applicable provisions of the Act, the Board of Directors of the Company are hereby Authorized to take such steps and to do all such acts, deeds, matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions/instructions as may be necessary to settle any question or difficulty for the offer / issue and allotment of Equity Shares in such manner as may be deemed fit and appropriate by the Board of Directors and or any legal / regulatory body , to be most beneficial to the company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby Authorized to determine the terms and conditions of the issue including face value, quantity, issue price (Including Price range), manner of calls etc. in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company and to approach SEBI and / or any other competent authority to do all such acts, deeds, matters and things as may be necessary, appropriate and proper or expedient for giving effect to the above Resolution.

RESOLVED FURTHER THAT the funds so raised shall fulfill the additional fund requirements for business expansion and for long term working capital requirements.

RESOLVED FURTHER THAT the relevant date in relation to the shares for the purpose of determining the issue price under SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018 relating to the shares issued on preferential basis shall be Tuesday, 26th July, 2022 the date 30 days prior to the date of the Annual General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

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RESOLVED FURTHER THAT for the purpose of giving effect to the said Special Resolution u/s. 62 r. w. 42 of the Act and other applicable provisions of the Act, the Board of Directors of the Company are hereby Authorized to take such steps and to do all such acts, deeds, matters and things and agree and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as they deem fit and appropriate and give such directions / instructions as may be necessary to settle any question or difficulty for the offer / issue and allotment of Equity Shares in such manner as may be deemed fit and appropriate by the Board of Directors and or any legal / regulatory body , to be most beneficial to the company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby Authorized to determine the terms and conditions of the issue including face value, quantity, issue price (Including Price range), manner of calls etc. in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the company and to approach SEBI and / or any other competent authority to do all such acts, deeds, matters and things as may be necessary, appropriate and proper or expedient for giving effect to the above Resolution.

By Order of the Board of Directors
For Buckingham Industries Limited

Place: New Delhi
Date: 30.07.2022

Sonam Nandwani
(Company Secretary)

NOTES:

(1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN ORDER TO BE EFFECTIVE THE PROXIES SHOULD BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.** Proxies submitted on behalf of corporate including companies, societies etc., must be supported by an appropriate resolution of the Board of Directors or other governing body.

(2) A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights and such person shall not act as a proxy for any other member.

(3) Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting, Proxies should fill in the attendance slip for attending the meeting.

(4) Members are requested to quote their Folio Number/Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent/Depository Participant promptly.

(5) In accordance with Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 ('MCA') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by SEBI ("circulars"), and owing difficulties involved in dispatching physical copies, the Notice of the AGM and Annual Report 2021-22 has been sent to member of the company, whose email registered with Company / RTA on August 01, 2022. **Members may note that the Company will not send physical/ hard copies of the Annual Report 2021-22 and Notice of AGM.**

(6) In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 , and read with SEBI Circular dated May 12, 2020") and other applicable circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI (Collectively called "relevant circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ company's Registrar and Share Transfer Agent Skyline Financial Services Pvt. Ltd (herein referred as 'RTA'). Members who email is not registered may note that the Notice and Annual Report 2021-22 will also be available on the Company's website **www.buckingham.in**, websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India Limited at www.msei.in respectively.

(7) An explanatory statement pursuant to section 102 of the Companies Act, 2013 relating to **Special Business 1 to 3** is annexed hereto and forms part of this notice.

(8) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

(9) The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

(10)The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link provided https://www.evoting.nsdl.com or o website of the company at www.buckingham.in or on the website of MSEI Limited at www.msei.in.

(11)The e-voting period commences on Monday, 22nd August, 2022 (9:00 a.m.) and ends on Wednesday, 24th August, 2022 (5:00 p.m.). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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(12)The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Thursday, 18th August, 2022**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., **Thursday, 18th August, 2022,** may obtain the login ID and password by sending a request at evoting@nsdl.co.in

(13)The facility for voting through remote e-voting shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

(14)The detail procedure to login to e-Voting website and for e-voting is available in the Notes to the Notice of AGM. The Link of Annual Report along with Notice of AGM is www.buckingham.in or www.msei.in.

(15) Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for re-appointment item no. 2 is as follows:-

Item No.	**2**
Particulars	Mr. SulabhDikshit
DIN	07070194
Date of Birth	25/01/1987
Terms and Conditions of Re-appointment	Re-appointment as Director of the company liable to retire by rotation
Qualifications	Graduation
Experience in specific functional areas	More than 8 years in Marketing
Directorship held in Other listed entities	1
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	2
Remuneration last drawn (F.Y. 2021-22)	Rs. 1,20,000/- per annum
Number of shares held in the Company	4,000

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

1. A statement setting out the material facts in the nature of concern of interest, financial or otherwise of every Director and the manager and every other key managerial person and relatives.
2. Information and facts to enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.
3. None of the Director of the Company or their respective relative is concerned or interested, financial or otherwise, in passing of the below mentioned resolutions.

ITEM NO. 1

REGULARISATION OF ADDITIONAL DIRECTOR, MR. TAPAN GARG (DIN-07456359) BY APPOINTING HER AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. TapanGarg (DIN- 07456359), who was appointed as an Additional Director with effect from 14th April 2022 by the Board of Directors. According to the provision of Section 161 of the Companies Act, 2013 and the Article of Association of the company, she holds office as Director only up to the date of ensuing Annual General Meeting. Therefore, he is regularised as an Independent director from the ensuing Annual General Meeting.

The Board considers it desirable that the company should continue to avail itself of his services and hence recommends the resolution for approval of the shareholders as an Ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives (except Mr. TapanGarg) are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

ITEM NO. 2

INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION:-

Presently, the Authorized Share Capital of the Company is Rs. 11,00,00,000 (Rs. Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten lakh Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each. In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional Rs 9,00,00,000 (divided into 90,00,000 (Ninety Lakh Only) Equity Shares of Rs. 10/-(Rupees Ten Only) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

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The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 2 of this Notice.

Item No. 3:

TO ISSUE 14, 00,000 EQUITY SHARES ON PREFERENTIAL BASIS:-

The Members are hereby informed that in line with the strategy to grow and gain market share and strengthen its leadership position, the Board in its meeting held on July 30, 2022 has approved the allotment of shares on preferential basis and hence the resolution is placed before the shareholders.The Directors recommended the resolution for your approval.

The required disclosures as per SEBI ICDR Regulations and the Companies Act, 2013Read with rules regarding Proposed issue is as under:-

1) **Particulars of the offer including date of passing of Board Resolution:-**The Board, pursuant to its resolution dated Saturday 30 July, 2022 has approved the proposed preferential issue of14, 00,000 Equity Shares at a price of Rs.115/-(Including premium of Rs.105/-)(Rupees One Hundred Fifteen Only) for consideration in cash , which is not less than the floor price prescribed under Chapter V of the SEBI (ICDR) Regulations, on a preferential basis.

2) **Objects of this issue**: - The object of the issue is to meet the fund requirements of the company for business expansion and for long term working capital requirements.

3) **Intention of Promoters /Directors /Key management persons to subscribe to the offer :**

The promoters and promoter group has not shown any interest to subscribe to the shares under preferential issue.

4) **Shareholding pattern before and after the issue:-**

The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

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Sr. No.	Category	Pre issue		Post issue	
		No. of shares	% of Capital	No. of shares	% of Capital
A	**Promoters Holding**				
1	Indian Promoters	72000	29.39	72000	4.37%
	Foreign Promoters	Nil	Nil	Nil	Nil
2	Persons Acting in Concert	Nil	Nil	Nil	Nil
	Sub-Total	72000	29.39	72000	4.37%
B	**Non-Promoters Holding**				
1	Institutional investors	Nil	Nil	Nil	Nil
	Mutual Funds	Nil	Nil	Nil	Nil
	Banks, FIs, Insurance companies	Nil	Nil	Nil	Nil
	NRIS/OCBs	Nil	Nil	Nil	Nil
	FIIs	Nil	Nil	Nil	Nil
	Sub-Total	Nil	Nil	Nil	Nil
2	**Others**				
	Private Body Corporate	8000	3.2653	458000	27.85%
	Indian Public	152250	62.1429	1102250	67%
	NRI	Nil	Nil	Nil	Nil
	Hindu Undivided Families	12750	5.2041	12750	0.78%
	Clearing Members	Nil	Nil	Nil	Nil
	Sub-Total	**173000**	**70.61**	**1573000**	**95.63%**
	Grand Total	**245000**	**100.00**	**1645000**	**100.00**

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5) Proposed Time within which the allotment shall be completed.

The allotment of shares on Preferential basis shall be completed within 15 days from the date of shareholders approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

6) The Identity of the proposed allottes and the percentage of post preferential issue capital thatmay be held by them:

The proposed allottees were interested to invest in our company and they approached us in the past when the company decided to raise funds by way of issue of shares on preferential basis for establishment of new project and for working capital etc. Subsequently the company approached the allottees to find out their intention to subscribe to preferential issue and the proposed allottees have given their consent to subscribe to the same. The percentage of the post-preferential issue capital held by the proposed allottees is as per Annexure to the Notice:-

The Proposed allottees have not sold any shares during the 6 months period prior to the relevant date.

7) Lock- In:

The equity shares to be allotted on preferential basis shall be subject to lock in as per the applicable SEBI (ICDR) Regulations, 2018:-Not Applicable.

8) Change in the control or composition of the Board.

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment.

9) Price of the issue:-

The shares are proposed to be allotted on preferential basis at a price of Rs. 115/- per share, which is not lower than the price arrived at as per SEBI ICDR Regulations, 2018.

10) Relevant Date with reference to which the price has been arrived at: The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Tuesday, July 26, 2022 being the date 30 days prior to the date of AGM.

11) Name and address of valuer who performed valuation:-

The Valuation was performed by Mr. Manish Manwani, Independent Registered Valuer(Reg. No. IBBI/RV/03/2021/14113) having his office at Unit No. 125, Tower B-3, Spazeltech Park, Sohna Road, Sector-49,Gurugram, Haryana-122018.

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12) Minimum Price:

In view of the above, it is proposed to issue up to 14,00,000 (FourteenLacs Only) equity shares each of nominal value of Rs. 10/- fully paid-up to Non-promoters on preferential basis at the price of Rs. 115/- per share. This is not lower than the minimum issue price calculated in accordance with the criteria given under the SEBI ICDR Regulations, 2018 as amended from time to time.

The Consent of the shareholders is being sought pursuant to the provision of section 81(1A) and other applicable provision of the companies Act, 2013, if any, and in terms of provisions of the Listing Agreements executed by the company with the Stock Exchange in India on which the company's shares are listed.

13) Undertaking:

A) Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
B) Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
C) The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
D) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

14) Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned Equity Shares.

15) The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the Proposed Allottee:

a) The name of the Proposed Allottee is KDM MEDIA PRIVATE LIMITED. Ms. Urmil Gupta is the Ultimate Control of the Proposed Allottee.

b) The name of the Proposed Allottee is SHARPLINE NETWORK PRIVATE LIMITED. Ms. Pooja Aggarwal is the Ultimate Control of the Proposed Allottee.

None of the other Directors of the company are interested in any of this resolution.

The Board recommends passing of ordinary or special resolution set out in the notice for approval by the members.

BUCKINGHAM INDUSTRIES LIMITED

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Regd. Office: 38 G/F Rani Jhansi Road, Motia Khan, Paharganj, New Delhi-110055
Phone: 8527260705, Website: www.buckingham.com
E–mail Id:buckingham1983@yahoo.com, CIN: L22100DL1983PLC314401

By Order of the Board of Directors
For Buckingham Industries Limited

Sonam Nandwani
(Company Secretary)

Place: New Delhi
Date: 30.07.2022

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, 22nd August, 2022 at 9.00 A.M. and ends on Wednesday, 24th August, 2022 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 18th August, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 18th August, 2022.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting

	period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of

	e-Voting service provider i.e. NSDL. Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities

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in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the

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.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail kishore.ved@gmail.com to with a copy marked to evoting@nsdl.co.in.
   2.It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of **https://**www.evoting.nsdl.com or contact NSDL at the following toll-free no.: 1800 1020 990 /1800 224 430.

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

i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to www.buckingham.in.

ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cbnl.delhi@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

iii. Alternatively shareholder/members may send a request to evoting@nsdl.co.infor procuring user id and password for e-voting by providing above mentioned documents.

iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

The result of voting will be announced at 38 G/F Rani Jhansi Road, Motia Khan, Paharganj, Delhi-110055 by the Chairperson of the AGM on **Thursday, 25th August, 2022**. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

By Order of the Board of Directors
For Buckingham Industries Limited

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BUCKINGHAM INDUSTRIES LIMITED

Place: New Delhi
Date: 30.07.2022

Sonam Nandwani
Company Secretary