

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTY THIRD (73RD) ANNUAL GENERAL MEETING ('AGM') OF THE SHAREHOLDERS OF BHARAT BIJLEE LIMITED WILL BE HELD AT 11.00 A.M. ON TUESDAY, SEPTEMBER 29, 2020 THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM'), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements, namely (i) Audited Balance Sheet as at March 31, 2020, (ii) the audited statement of Profit and Loss for the financial year ended on that date (iii) Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 12.50/- (i.e., 125%) per equity share of ₹ 10/- each, already paid during the year as the Final Dividend for the financial Year 2019-2020
3. To appoint a Director in place of Mr. Shome N. Danani (DIN 00217787), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for the Appointment of Mr. Ravi Chaudhary (DIN 06728841) as a Non-Executive Non-Independent Director of the Company:**

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in line with the applicable provisions of the Articles of Association of the Company, Mr. Ravi Chaudhary (DIN: 06728841), who on the recommendation of Nomination and Remuneration Committee, was appointed by the Board of Directors, as an Additional Director of the Company with effect from June 30, 2020 and who holds office upto the date of this Annual General Meeting of the Company and who is eligible for the appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Company Secretary of the Company, be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. **To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for the ratification of Remuneration payable to the Cost Auditors of the Company for the Financial Year 2020-2021:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Audit and Auditors Rules) 2014 (including any statutory modification(s) / re-enactment(s) / amendment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, the remuneration payable to Messrs. P M Nanabhoy & Co., Cost Accountants (Firm Registration No. 000012), appointed by the Board of Directors, as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, amounting to ₹ 98,000/- (Rupees Ninety Eight Thousand Only) plus applicable tax and reimbursement of out of pocket expenses incurred by them during the course of audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee(s) thereof) or the Company Secretary be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

By Order of the Board
Durgesh N Nagarkar
Company Secretary &
Senior General Manager,
Legal
ACS 5777

Place: Mumbai
Date: August 13, 2020

Registered Office:

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
CIN: L31300MH1946PLC005017
T: +91 22 2430 6237 F: +91 22 2437 0624
Email Id: bblcorporate@bharatbijlee.com
Website: www.bharatbijlee.com

NOTES:

1. In view of the continuing outbreak of the CoVID-19 pandemic, social distancing to be a pre-requisite and the continuing restriction on movement of persons at several places in the Country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (collectively referred as “**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“**SEBI Circular**”), physical attendance of the Shareholders at the 73rd Annual General Meeting (“**AGM**”) venue is not required and the AGM can be held through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”), without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the provisions of the Companies Act, 2013 (“**Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and MCA Circulars, the 73rd AGM of the Company is being conducted through VC / OAVM, without the physical presence of Shareholders at a common venue. The deemed venue for the 73rd AGM shall be the Registered Office of the Company, i.e. at Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025.

2. An Explanatory Statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto and forms part of this Notice. The relevant information of Directors seeking appointment / re-appointment, as required under Regulation 36(3) of the Listing Regulations, read with Revised Secretarial Standard-2 (SS-2) on General Meetings, is also annexed hereto and forms part of this Notice. Requisite declaration has been received from the Directors for seeking appointment / re-appointment.
3. Pursuant to the provisions of the Act, a Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a shareholder of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Shareholders such

as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their votes through e-Voting.

4. Corporate Members intending to authorize their representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are required to send a Scanned Copy (PDF / JPG Format) to the Company, a Certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend the AGM through VC / OAVM, on their behalf and to vote through remote e-Voting. The said Resolution shall be sent to the Scrutinizer by email through its registered email address to navnitlb@nlba.in with a copy marked to helpdesk.evoting@cdslindia.com.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company / Depositories and physical copy of the same will not be made available to the Shareholders of the Company in line with the aforementioned MCA Circulars and SEBI Circular.
7. The Notice of the AGM and the Annual Report 2019-2020 of the Company, will also be hosted on the Company’s website at <https://www.bharatbijlee.com/> and on the websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL i.e., www.evotingindia.com.
8. Since the AGM will be held through VC / OAVM Facility, the Route Map is not annexed in this Notice.
9. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Shareholders are advised to make nomination in respect of their shareholding in the Company. The Nomination Form (SH-13) can be downloaded from the Company’s website, <https://www.bharatbijlee.com/>. Shareholders holding shares in physical form should file their nomination with M/s Link Intime India Private Limited, Company’s Registrar and Share Transfer Agent (“RTA”), whilst those Shareholders holding shares in dematerialized mode should file their nomination with their Depository Participant(s).
10. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities

market. Shareholders holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agents.

11. As per Regulation 40 of the Listing Regulations (as amended), securities of listed companies can only be transferred in Demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
 12. To prevent fraudulent transactions, Shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders are also advised to not leave their Demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
 13. In order to receive dividend/s in a timely manner, Shareholders holding shares in physical form who have not updated their mandate for receiving the Dividends directly in their Bank Accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive Dividends directly into their Bank Account electronically or any other means, by sending scanned copy of the following details / documents by e-Mail to reach the Company's e-Mail address investorcare@bharatbijlee.com prior to cut-off date, i.e. Tuesday, September 22, 2020.
 - a. a Signed Request Letter mentioning your Name, Folio Number, Complete Address and following details relating to bank account in which the Dividend is to be received
 - Name and Branch of Bank and Bank Account type;
 - Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - 11 digit IFSC Code
 - b. self attested scanned copy of cancelled cheque bearing the name of the Shareholder or first holder, in case shares are held jointly;
 - c. self attested scanned copy of the PAN Card; and
 - d. self attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Shareholder as registered with the Company.
- For the Shareholders holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.
14. During the 73rd AGM, Shareholders may access the scanned copy of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act, upon Log-in to <https://instameet.linkintime.co.in>.
 15. Shareholders seeking any information with regard to the Annual Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, September 18, 2020, through e-Mail on investorcare@bharatbijlee.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
 16. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Shareholders and Share Transfer Books of the Company will remain closed from **Tuesday, September 22, 2020 to Tuesday, September 29, 2020 (both days inclusive)**.
 17. Attendance of the Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 18. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s) / re-enactment(s) / amendment(s) thereof, for the time being in force), the dividend which remains unclaimed / unpaid for a period of seven (7) years from the date of transfer to the unpaid dividend account of the Company, is required to be transferred to the Investor Education and Protection Fund Authority ('IEPF') of the Central Government. Also, attention of Shareholders is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with IEPF Rules which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for seven (7) consecutive years or more, to a special demat account to be opened by IEPF Authority.

Further, in compliance with the provisions laid down in IEPF Rules, the Company had sent notices and also advertised in the newspapers seeking action from Shareholders who have not claimed their dividends for seven (7) consecutive years or more.

Accordingly, the Company has transferred ₹ 9,75,825/-, being the unclaimed / unpaid dividend amount pertaining to Dividend for the financial year ended March 31, 2012, to the IEPF, during the year 2019.

Also, 3,107 corresponding Equity Shares of ₹ 10/- each, on which dividend was not encashed / remained unclaimed for seven (7) consecutive years and the due date of which was September 5, 2019, were transferred during the year 2019, to the IEPF Account, after following the prescribed procedure. It may please be noted that no claim shall lie against the Company in respect of share(s) transferred to IEPF pursuant to the said Rules.

However, the Shareholders are entitled to claim their equity shares including all the corporate benefits accruing on such shares, if any, from the IEPF Authority by submitting an online application in Form IEPF-5 and sending a physical copy of the Form IEPF-5 duly signed by all the joint shareholders, if any, as per the specimen signature recorded with the Company along with requisite documents enumerated in the Form IEPF-5, to the Company's RTA. The Rules and Form IEPF-5, as prescribed, for claiming back the shares, are available on the website of the IEPF, i.e., on www.iepf.gov.in. It may please be noted that no claim shall lie against the Company in respect of share(s) transferred to IEPF pursuant to the said Rules.

Shareholders who had not claimed the dividends declared for the financial year March 31, 2013, were requested to lodge their claim on or before July 20, 2020, with the Company's Registrar and Transfer Agents at the address mentioned in the Annual Report. The Company had sent reminders through electronic mode to all such Shareholders whose e-Mail addresses were registered with the Company / RTA.

Further, due to current lockdown situation arising out of CoVID-19 Pandemic, various services of dispatch including through Postal Services / by Courier have been severely affected. Accordingly, a Notice in lieu of the Individual Letter to Company's Shareholders, due to the constraint of posting, was published on, July 7, 2020, in Free Press Journal in English and in Navshakti in Marathi, intimating the respective Shareholders to apply and claim the Unclaimed Dividend for March 2013, on or before July 20, 2020, along with the details mentioned therein.

Further, all the Shareholders who had not claimed their dividends in the last seven (7) consecutive years from 2013 were requested to claim the same by July 20, 2020, with the Company's Registrar and Transfer Agents at the address mentioned in the Annual Report. It may please be noted that no claim shall lie against the Company once such share(s)/ dividend transferred to IEPF demat account, pursuant to the said Rules.

The Statement containing details of Name, Address, Folio No., Demat Account No. and No. of shares due for transfer to IEPF demat Account is made available on <https://www.bharatbijlee.com/>.

The details of Nodal Officer of the Company, in line with the provisions of IEPF Regulations are available on the Company website and can be accessed through the link : <https://www.bharatbijlee.com/company/investor-relations/investor-contact/>

19. **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time-to-time and Regulation 44 of Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (Revised w.e.f. October 1, 2017) and MCA Circulars, the Company is providing to its Shareholders, facility to exercise their right to vote on the resolutions proposed to be considered at the ensuing 73rd AGM, by electronic means. The Shareholders may cast their votes using "remote e-voting" (e-voting from place other than venue of the Annual General Meeting) facility to exercise their right to vote on all matters listed in this Notice, by electronic means.

For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to enable all its Shareholders to cast their vote electronically.

The instructions for e-voting are as under:

- a. Shareholders holding shares in physical form or in demat form as on **Tuesday, September 22, 2020, the cut-off date** shall only be eligible for e-voting. A person, whose name is recorded in the Register of Shareholders 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.

- b. **The remote e-voting period will commence at 9.00 a.m. on Saturday, September 26, 2020 and will end at 5.00 p.m. on Monday, September 28, 2020.** During this period the eligible Shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- d. The shareholders should log on to the e-voting website www.evotingindia.com.
- e. Click on “Shareholders” Module.
- f. Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR
- Alternatively, if you are registered for CDSL’s **EASI / EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- g. Next enter the Image Verification as displayed and Click on Login.
- h. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- i. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to log in. <ul style="list-style-type: none"> If the details are not recorded with the depository or company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (f)

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN of ‘Bharat Bijlee Limited’ on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.

- s. If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- t. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- u. **NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - Alternatively Non Individual Shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; navnitlb@nlba.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058738 / 022-23058542/43.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- For Physical Shareholders - Please provide necessary details like 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 **Company** on investrocare@bharatbijlee.com / **RTA email id** on rnt.helpdesk@linkintime.co.in.
- For Demat Shareholders - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company** / **RTA email id**.
- The Company / RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid Shareholders.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Please note, Company has engaged Link Intime India Private Limited, to avail the VC / OAVM Facility through **InstaMeet**

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- i. The Shareholders are entitled to attend the AGM through VC / OAVM provided by Link Intime by following the below mentioned process. Facility for joining AGM through VC/ OAVM shall open 15 minutes before the time scheduled for the AGM.
- ii. The Shareholders are requested to participate on first come first serve basis as participation through VC/ OAVM is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iii. The Shareholders can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1,000 members only.
- iv. The Shareholders will be provided with **InstaMeet facility** wherein Shareholder shall register their details and attend the AGM, as under:

Open the internet browser and launch the URL for InstaMeet: <https://instameet.linkintime.co.in> and register with your following details:

- Select the “**Company**” and ‘**Event Date**’ and register with your following details:
 - A. **Demat Account No. or Folio No:**
Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. **Mobile No.:** Enter your mobile number.
- D. **Email ID:** Enter your email id, as recorded with your DP/Company.

Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting)

INSTRUCTIONS FOR SHAREHOLDERS / MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

- i. Shareholders who would like to express their views / ask questions during the Meeting may register themselves as a Speaker by sending their request in advance from September 23, 2020 to September 25, 2020, until 5.00 P.M., mentioning their Name, Demat Account Number / Folio Number, Email Id, Mobile Number at investorcare@bharatbijlee.com.
- ii. The first 50 Speakers on first come basis will only be allowed to express their views/ask questions during the AGM. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- iii. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- iv. Shareholders are requested to speak only when Moderator of the AGM / Management will announce the name and serial number for speaking.
- v. The Shareholders, who would like to ask questions, may send their questions in advance mentioning Name, Demat Account Number / Folio Number, Email Id, Mobile Number at investorcare@bharatbijlee.com. The same will be replied by the Company suitably.

- vi. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vii. The Shareholders should allow to use camera and use Internet connection with a good speed to avoid any disturbance during the Meeting.
- viii. NOTES:
 - Shareholders are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience;
 - Shareholders are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the AGM;
 - Please note that Shareholders connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - In case Shareholders have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the Scrutinizer during the meeting, the Shareholders who have not exercised their vote through the remote e-Voting can cast the vote as under:

- i. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”;
- ii. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’;
- iii. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting;
- iv. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the

number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’;

- v. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote;
- vi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

GENERAL INSTRUCTIONS:

- (i) Shareholders can update their mobile numbers and e-Mail IDs (which may be used for sending future communication(s)) by writing to rnt.helpdesk@linkintime.co.in.
- (ii) The voting rights of Shareholders shall be in proportion of their shares in the total paid-up equity share capital of the Company as on **Tuesday, September 22, 2020**, being the cut-off date.
- (iii) Any Person who acquires shares of the Company and becomes a Shareholder of the Company after the Company sends the Notice of the AGM by e-Mail and holds shares as of the cutoff date i.e., **Tuesday, September 22, 2020**, may obtain the User ID and Password by sending a request to the Company’s e-Mail ID investorcare@bharatbijlee.com or rnt.helpdesk@linkintime.co.in by mentioning their Folio No./DP ID and Client ID No.
- (iv) Mr. Navnitlal L. Bhatia (Membership Number : FCS 1176, CoP Number: 422) or failing him Mr. Bharat Upadhyay (Membership Number : FCS 5436, CoP Number: 4457) or failing him Mr. Bhaskar Upadhyay (Membership Number : FCS 8663, CoP Number: 9625), of Messrs N. L. Bhatia & Associates, Practicing Company Secretaries has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (v) During the AGM, the Chairman shall, after response to the questions raised by the Shareholders in advance or as a Speaker at the AGM, formally propose to the Shareholders participating through VC / OAVM Facility to vote on the resolutions as set out in the Notice of

the AGM and announce the start of the casting of vote through the e-Voting system. After the Shareholders participating through VC / OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.

- (vi) The Scrutinizer shall after the conclusion of e-Voting at AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- (vii) The Results declared along with the Scrutinizer's Report shall be immediately placed on the Company's website viz., <https://www.bharatbijlee.com/> and on the website of CDSL, viz., www.evotingindia.com, and will be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The result will also be posted on the Notice Board of the Company at the Registered Office.

By Order of the Board
Durgesh N Nagarkar
Company Secretary &
Senior General Manager,
Legal
ACS 5777

Place: Mumbai
Date: August 13, 2020

Registered Office:

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
CIN: L31300MH1946PLC005017
T: +91 22 2430 6237 F: +91 22 2437 0624
Email Id: bblcorporate@bharatbijlee.com
Website: www.bharatbijlee.com

ANNEXURE TO THE NOTICE

Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013

Item No. 4

Board of Directors of the Company at its Meeting held on June 30, 2020, pursuant to the recommendation of the Nomination and Remuneration Committee had appointed Mr. Ravi Chaudhary (DIN 06728841) as an Additional Director with effect from June 30, 2020, in the category of Non-Executive Non-Independent, liable to retire by rotation. In accordance with Section 161(1) of the Companies Act, 2013, Mr. Chaudhary holds office upto the ensuing 73rd Annual General Meeting of the Company and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Shareholder signifying its intention to propose the candidature of Mr. Chaudhary as a Director of the Company.

Brief Profile of Mr. Ravi Chaudhary:

Mr. Ravi Chaudhary was the Executive Director (CP/NPRJ) of Life Insurance Corporation of India. Mr. Chaudhary has a Master's Degree in English Literature. He has vast experience in marketing, finance, administration and insurance business.

Relevant details relating to appointment of Mr. Chaudhary as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is set out in the Annexure – I to the Explanatory Statement and forms integral part of Notice.

Mr. Chaudhary is not a Director on the board of any other Company. Mr. Chaudhary does not hold any shares in the Company.

The Board accordingly recommends passing the Ordinary Resolution as set out as Item No. 4 in the accompanying Notice for the approval of Shareholders.

Mr. Ravi Chaudhary is not related to any Director on the Board of the Company.

Mr. Ravi Chaudhary is deemed to be concerned or interested in the Resolution at Item No. 4 of this Notice. None of the other Directors are concerned or interested in the said Ordinary Resolution.

No other Promoters, Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

Item No. 5

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with the Companies (Cost Records and Audit) Rules, 2014, (including any amendment(s), modification(s), variation or re-enactment thereof for the time being in force), the Board of Directors of the Company shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as Cost Auditor, on the recommendations of the Audit Committee. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the Shareholders.

On the recommendation of Audit Committee at its meeting held on June 30, 2020, the Board has considered and approved appointment of Messrs P.M. Nanabhoy & Co., Cost Accountants, for the conduct of the Cost Audit of the Company's various products for the financial year 2020-2021, at remuneration as mentioned in the resolution forming part of this Notice.

Accordingly, consent of the Shareholders is sought to the Resolution as set out at Item No. 5 of the Notice as an Ordinary Resolution for approval and ratification.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of the Notice.

By Order of the Board
Durgesh N Nagarkar
Company Secretary &
Senior General Manager,
Legal
ACS 5777

Place: Mumbai
Date: August 13, 2020

Registered Office:

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
CIN: L31300MH1946PLC005017
T: +91 22 2430 6237 F: +91 22 2437 0624
Email Id: bbllcorporate@bharatbijlee.com
Website: www.bharatbijlee.com

BRIEF PROFILE OF DIRECTOR BEING APPOINTED / RE-APPOINTED AT THE FORTHCOMING 73RD ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)
1. MR. SHOME N. DANANI:

Name of the Director	Mr. Shome N. Danani
Director Identification Number (DIN)	00217787
Age	42 Years
Date of Birth	March 4, 1978
Date of Appointment on the Board	January 1, 2009
Qualification	Mr. Danani holds a Bachelor's Degree in Industrial and Operations Engineering from the University of Michigan, USA and a Masters Degree in Business Administration from INSEAD, France.
Brief profile & nature of his expertise in specific functional areas	Mr. Danani joined Bharat Bijlee Ltd. in 2002 and has been responsible for various initiatives and growth strategies. He is the Whole-time Director since January 28, 2009 and he has been leading the change management drive that is essential to the long term growth and success of the Company. He has been instrumental in building scalable systems and processes.
Terms and conditions of Re-appointment	Retiring by Rotation
Remuneration last drawn	₹ 87,75,000/- p.a. (for the F.Y. 2019-2020)
Details of Remuneration sought to be paid	Not Applicable
Number of Meetings of the Board attended during the financial year 2019-2020 (out of total 5 Board Meetings held)	5
Number of Shares held in Company as on March 31, 2020	2,898 Equity Shares of ₹ 10/- each
Directorship held in other companies	– Danmet Chemicals Pvt. Ltd.
Membership / Chairmanships of committees across all other companies (includes Audit and Shareholders Relationship Committee)	Mr. Danani is not a Member/Chairman of any Committee across all other companies.
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Danani is related to Mr. Nikhil J. Danani.

2. MR. RAVI CHAUDHARY:

Name of the Director	Mr. Ravi Chaudhary
Director Identification Number (DIN)	06728841
Age	60 Years
Date of Birth	July 12, 1960
Date of Appointment on the Board	June 30, 2020
Qualification	Mr. Chaudhary has a Master's Degree in English Literature.
Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Ravi Chaudhary was the Executive Director (CP/NPRJ) of Life Insurance Corporation of India. He has vast experience in marketing, finance, administration and insurance business.
Terms and conditions of Re-appointment	As set out in the Ordinary Resolution at Item No. 4 read with respective Explanatory Statement of the AGM Notice
Remuneration last drawn	Not Applicable
Details of Remuneration sought to be paid	Not Applicable
Number of Meetings of the Board attended during the financial year 2019-2020 (out of total 5 Board Meetings held)	Not Applicable
Number of Shares held in Company as on March 31, 2020	NIL
Directorship held in other companies	NIL
Membership / Chairmanships of committees across all other companies [includes Audit and Shareholders Relationship Committee]	NIL
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Chaudhary is not related to any Director and / or Key Managerial Personnel of the Company.

By Order of the Board
Durgesh N Nagarkar
 Company Secretary &
 Senior General Manager,
 Legal
 ACS 5777

Place: Mumbai

Date: August 13, 2020

Registered Office:

Electric Mansion, 6th Floor,

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