

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTY SEVENTH (77TH) ANNUAL GENERAL MEETING ('AGM') OF THE SHAREHOLDERS OF BHARAT BIJLEE LIMITED WILL BE HELD AT 11.00 A.M. ON THURSDAY, AUGUST 29, 2024 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, 2024, (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 declare Dividend of ₹ 35/- (Rupees Thirty Five only) per fully paid-up equity share (700%) of Face Value of ₹ 5/- (Rupees Five only) each, for the Financial Year 2023-2024.
3. To appoint a Director in place of Mr. Nikhil J. Danani (DIN: 00056514), Managing Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To consider and approve the appointment of Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576), as an Independent Director of the Company, for a term of 5 (five) consecutive years.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other applicable Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and subsequently as per the approval of Board of Directors of the Company, Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice

in writing under Section 160 of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of five (5) consecutive years, commencing from September 09, 2024 to September 08, 2029, on the Board of the Company.

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above Resolution."

5. **To consider and approve the appointment of Mr. Premal Pradip Madhavji (DIN: 02101791), as an Independent Director of the Company, for a term of 5 (five) consecutive years**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other applicable Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and subsequently as per the approval of Board of Directors of the Company, Mr. Premal Pradip Madhavji (DIN: 02101791), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of five (5) consecutive years, commencing from September 09, 2024 to September 08, 2029, on the Board of the Company.

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context

or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above Resolution."

6. **To consider and approve the appointment of Mr. Jehangir Hirji Cawasji Jehangir (DIN 00001451), as an Independent Director of the Company, for a term of 5 (five) consecutive years**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other applicable Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and subsequently as per the approval of Board of Directors of the Company, Mr. Jehangir Hirji Cawasji Jehangir (DIN 00001451), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a term of five (5) consecutive years, commencing from September 09, 2024 to September 08, 2029, on the Board of the Company.

FURTHER RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof), and on the recommendation of the Nomination and Remuneration Committee and approval of the Board, the approval of the Members of the Company, be and is hereby accorded for the continuation of office of Mr. Jehangir Hirji Cawasji

Jehangir (DIN 00001451), who shall be attaining the age of 75 years on November 23, 2028, to continue as an Independent Director (Non-Executive) of the Company, on and after November 23, 2028 till the expiry of his term as an Independent Director of the Company, i.e., upto September 08, 2029.

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above Resolution."

7. **To consider and approve the Re-appointment of Mrs. Mahnaz A. Curmally (DIN 06907271), as an Independent Director of the Company, for a second term of 5 (five) consecutive years.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other applicable Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and subsequently as per the approval of Board of Directors of the Company, Mrs. Mahnaz A. Curmally (DIN 06907271), Independent Director (Non-Executive) of the Company, who holds office of Independent Director upto September 08, 2024 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of a director, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years, commencing from September 09, 2024 to September 08, 2029, on the Board of the Company.

FURTHER RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the approval of Board, and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof), and on the recommendation of Nomination and Remuneration Committee, and the approval of Board, the approval of the Members of the Company be and is hereby accorded for the continuation of office of Mrs. Mahnaz A. Curmally (DIN 06907271), who has already attained the age of 75 years, as Non-Executive Independent Director of the Company, on and after September 09, 2024 till the expiry of her second term i.e. upto September 08, 2029.

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above Resolution."

8. **To consider and approve the Re-appointment of Mr. Shome N. Danani (DIN 00217787), as a Whole-time Director, designated as "Executive Director" of the Company, for a further period of five (5) consecutive years.**

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

"RESOLVED THAT pursuant to Sections 196, 197, 198, 200 and 203 read with Schedule V of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act and the Rules made thereunder, Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such consents, permissions, approvals, if any required, from any appropriate authority, and pursuant to the recommendation of the Nomination and Remuneration Committee and subsequently as per the approval of the Board of Directors, Mr. Shome N. Danani (DIN: 00217787), be and is hereby re-appointed as the "Whole-time Director", designated as an "Executive Director", of the

Company, not liable to retire by rotation during his tenure as a Whole-time Director, for a further period of five (5) consecutive years with effect from January 28, 2025 to January 27, 2030, at a Remuneration including perquisites, on the terms and conditions set out herein under, with the authority to Nomination and Remuneration Committee / Board to alter / vary / amend / modify the terms and conditions of the said re-appointment including the remuneration, and periodicity of the Remuneration payable to Mr. Shome N. Danani, as they may deem fit, and as may be agreed upon by the Nomination and Remuneration Committee / Board and Mr. Danani, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

Salary: upto ₹ 12,00,000/- (Rupees Twelve Lakhs only) per month as may be determined by the Nomination and Remuneration Committee / Board of Directors with such increments from time to time after taking into account the performance of the Company.

Perquisites and Allowances:

- i. In addition to the salary and commission, Mr. Shome N. Danani is also entitled to perquisites and allowances, including furnished accommodation or house rent in lieu thereof, house maintenance allowances, together with utilities thereof such as gas, electricity, water and furnishings, repairs, servants salaries, society charges and property tax, etc, medical reimbursement, medical and personal accident insurance, leave travel concessions for self and family, club fees, hospitalization expenses for self and family and such other allowances and perquisites as the Nomination and Remuneration Committee / Board may in its absolute discretion determine from time to time.
- ii. Company's contribution to Provident Fund and Superannuation Fund or any Annuity Fund to the extent these are either singly or together, not taxable under the Income-Tax Act, Gratuity Act, as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling for remuneration specified above.
- iii. Cars for use on Company's business and telephones (Fixed and Mobile) and other communication facilities at residence will not be considered as perquisites.
- iv. Leave with full pay or encashment thereof as per the Rules of the Company.

- v. Reimbursement of actual entertainment expenses, actual travelling and hotel expenses for the Company's business and/or allowances as per the Company's Rules.

vi. **Other perquisites:**

Mr. Shome N. Danani may be given any other allowances, benefits and perquisites from time to time, as may be determined by the Nomination and Remuneration Committee / Board in its absolute discretion deem fit, for each Financial Year, provided that the total remuneration including salary, perquisites and commission shall be subject to the overall ceiling stipulated under Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment(s) / modification(s) in the Rules, Act and / or applicable laws in this regard). Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

Commission:

Such remuneration by way of commission in addition to the salary and perquisites and allowance, payable calculated with reference to the Net Profits of the Company in a particular financial year, as may be determined by the Nomination and Remuneration Committee / Board in its absolute discretion deem fit, for each Financial Year, provided that the total remuneration including salary, perquisites and commission shall be subject to the overall ceiling stipulated under Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent statutory amendment(s) / modification(s) in the Rules, Act and / or applicable laws in this regard) shall also be payable.

Minimum Remuneration:

Notwithstanding anything to the contrary contained herein above, wherein in any financial year, during the currency of the tenure of Mr. Shome N. Danani, the Company has no profits or its profits are inadequate or incurs loss, the Company shall pay the remuneration, i.e., Salary, Perquisites Allowances, Reimbursements, Stock Options, Retirement Benefits, variable pay etc., as set out hereinabove, including any increments and variable pay as may be approved by the Nomination and Remuneration Committee / Board of Directors, from time to time, to Mr. Danani as minimum remuneration to him, subject to the limits prescribed under Schedule V read with Sections 197 of the Companies Act, 2013, or any subsequent amendments or modifications made thereto, if required.

Overall Remuneration:

The aggregate of salary, perquisites, allowances and commission in any one financial year, as may be decided by the Nomination and Remuneration Committee / Board of Directors, i.e. total remuneration, may exceed 5% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013, however the remuneration payable by the Company shall be within the prescribed limits of total managerial remuneration payable to all Managing Directors / Whole-Time Director in aggregate under Section 197 read with Schedule V of the Companies Act, 2013 or such higher percentage of Net Profits of the Company as may be prescribed from time to time (including any subsequent statutory amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard).

The total managerial remuneration payable by the Company, to the Directors, including Managing Directors and Whole-Time Director in respect of any financial year may exceed 11% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013, as prescribed under Section 197 of the Companies Act, 2013 and Rules made thereunder and any subsequent statutory amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard and such increase in overall remuneration not exceeding 15% of the Net Profits of the Company, be paid as may be decided by the Nomination and Remuneration Committee / Board.

Mr. Danani, so long as he functions as a Whole-time Director of the Company, shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

FURTHER RESOLVED THAT the consent of Members be and is hereby accorded that where in the event of no profits or inadequate profits or the Company incurs loss, in any financial year during the currency of Mr. Shome N. Danani's tenure, the Company shall pay Mr. Danani, the remuneration, i.e., Salary, Perquisites Allowances, Reimbursements, Stock Options, Retirement Benefits, variable pay etc., as set out hereinabove, including any increments and variable pay as may be approved by the Nomination and Remuneration Committee / Board, from time to time, to Mr. Danani as minimum remuneration to him, subject to the provisions contained in Schedule V read with Sections 197 of the Companies Act, 2013, if required (including any subsequent statutory amendment(s) / modification(s) in the Rules, Act and / or applicable laws in this regard).

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above Resolution."

9. **To consider and approve the Appointment (Re-designation) of Mr. Prakash V. Mehta (DIN 00001366), as a Director of the Company.**

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

"RESOLVED THAT in accordance with the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and subsequently as per the approval of the Board of Directors of the Company and pursuant to the completion of second term as an Independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, Mr. Prakash V. Mehta (DIN 00001366), be and is hereby appointed (re-designated) as the Director (Non-Executive Non-Independent) of the Company, liable to retire by rotation, with effect from September 09, 2024.

FURTHER RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof), and on the recommendation of the Nomination and Remuneration Committee, and subsequently as per the approval of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the continuation of office of Mr. Prakash V. Mehta (DIN 00001366), who has already attained the age of 75 years, as the Director (Non-Executive Non-Independent) of the Company, on and after September 09, 2024 till the expiry of his tenure as a Non-executive Director of the Company.

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above Resolution."

10. **To consider and approve the Appointment (Re-designation) of Mr. Sanjiv N. Shah (DIN 00007211), as a Director of the Company.**

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

"RESOLVED THAT in accordance with the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and subsequently as per the approval of the Board of Directors of the Company and pursuant to the completion of second term as an independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, Mr. Sanjiv N. Shah (DIN 00007211), be and is hereby appointed (re-designated) as the Director (Non-Executive Non-Independent) of the Company, liable to retire by rotation, with effect from September 09, 2024.

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above Resolution."

11. **To consider and approve the Appointment (Re-designation) of Mr. Jairaj C. Thacker (DIN 00108552), as a Director of the Company.**

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

"RESOLVED THAT in accordance with the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read

with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and subsequently as per the approval of the Board of Directors of the Company and pursuant to the completion of second term as an independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, Mr. Jairaj C. Thacker (DIN 00108552), be and is hereby appointed (re-designated) as the Director (Non-Executive Non-Independent) of the Company, liable to retire by rotation, with effect from September 09, 2024.

FURTHER RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof), and on the recommendation of the Nomination and Remuneration Committee and subsequently as per the approval of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the continuation of office of Mr. Jairaj C. Thacker (DIN 00108552), who shall be attaining the age of 75 years on December 03, 2026, as the Director (Non-Executive Non-Independent) of the Company, on and after December 03, 2026 till the expiry of his tenure as a Non-executive Director of the Company.

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above Resolution."

12. **To consider and approve the Appointment (Re-designation) of Mr. Rajeshwar D. Bajaaj (DIN 00087845), as a Director of the Company.**

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

"RESOLVED THAT in accordance with the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification

of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and subsequently as per the approval of the Board of Directors of the Company and pursuant to the completion of second term as an independent Director, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, Mr. Rajeshwar D. Bajaaj (DIN 00087845), be and is hereby appointed (re-designated) as the Director (Non-Executive Non-Independent) of the Company, liable to retire by rotation, with effect from September 09, 2024.

FURTHER RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof), and on the recommendation of the Nomination and Remuneration Committee and subsequently as per the approval of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the continuation of office of Mr. Rajeshwar D. Bajaaj (DIN 00087845), who has already attained the age of 75 years, as the Director (Non-Executive Non-Independent) of the Company, on and after September 09, 2024 till the expiry of his tenure as a Non-executive Director of the Company.

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above Resolution."

13. **To consider and approve creation of charge(s) on the movable and immovable properties of the Company, both present and future, in respect of borrowings, as per the provisions of Section 180(1)(a) of the Companies Act, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from

time to time, and in supersession of all the earlier resolution passed in this regard, if any, consent of the Members be and is hereby accorded to the Board of Directors of the Company, to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to provide the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/ or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed ₹ 650 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

FURTHER RESOLVED THAT, the Directors / Company Secretary of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above Resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

14. **To consider, and approve the ratification of Remuneration payable to the Cost Auditors of the Company for the Financial Year 2024-2025.**

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 Sections 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, 2025, amounting to ₹ 1,29,600/- (Rupees One Lakh Twenty Nine Thousand Six Hundred 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: July 18, 2024

Registered Office:

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
CIN: L31300MH1946PLC005017
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Email Id: bblcorporate@bharatbijlee.com
Website: <https://www.bharatbijlee.com/>

NOTES:

1. Pursuant to General Circular No. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (collectively referred as '**MCA Circulars**') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by the Securities and Exchange Board of India ('**SEBI**') (herein after collectively referred as '**Circulars**'), companies whose Annual General Meetings ("AGM") are due in the year 2024, are allowed to conduct their AGMs through Video Conferencing ('**VC**') / Other Audio Visual Means ('**OAVM**'), without physical presence of the Members 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”) read with the **Circulars**, the 77th AGM of the Company is being conducted through **VC / OAVM**, without the physical presence of Members, at a common venue. The deemed venue for the 77th 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.
3. The relevant information of as required under Regulation 36(3) of the Listing Regulations, read with Secretarial Standard-2 (SS-2) on General Meetings, in respect of the Directors seeking Appointment / Re-appointment at the AGM is annexed hereto and forms part of this Notice. Requisite declaration has been received from the Directors for seeking Appointment / Re-appointment.
4. 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 Member of the Company. Since this AGM is being held pursuant to the MCA / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members 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 Members 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.
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 line with the said Circulars, Notice calling the AGM along with the Annual Report 2023-2024, is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.

For Members who have not registered their e-mail address and those Members who have become the Members of the Company after **August 22, 2024, being the Cut-off Date**, may access the Notice of the 77th AGM and Annual Report 2023-2024 of

the Company, from the website of the Company at <https://www.bharatbijlee.com/> as well as website of the Stock Exchanges i.e. BSE Limited <https://www.bseindia.com/> and National Stock Exchange of India Limited at <https://www.nseindia.com/> and on the website of Link Intime India Private Limited (**Link Intime**) i.e., <https://instavote.linkintime.co.in>.

7. Members are requested to follow the process detailed below for registration of email address, updation of bank account details and other KYC details:

Physical	For availing the following investor services, send a request letter to the RTA of the Company in the prescribed forms, either by email to rnt.helpdesk@linkintime.co.in from the registered email id or by sending post to C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083	
	Form for registration of PAN, email address, bank account details, mobile number, registered address and other KYC details or changes/update thereof	Form ISR-1
	Update signature of securities holder	Form ISR-2
	For nomination as provided in the Rule 19(1) of Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt-out from nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	The forms for updating the above details are available on the website of the Company under the weblink at: https://www.bharatbijlee.com/company/investor-relations/investor-information/downloads/	
Demat	Please contact your DP and register your email address, bank account details and other KYC details in your demat account, as per the process advised by your DP.	

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, Members 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/company/investor-relations/investor-information/downloads/>.

Members 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 Members holding shares in dematerialized mode should file their nomination with their Depository Participant(s).

If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the website of the Company under the weblink at: <https://www.bharatbijlee.com/company/investor-relations/investor-information/downloads/>.

10. SEBI has mandated the submission of Permanent Account Number (PAN) for every Participant in securities market, deletion of name of deceased shareholder or transmission / transposition of shares. Shareholders holding shares in dematerialized mode are 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. In line with Listing Regulations, copy of PAN card of both transferor and transferee for registration of transfer of shares are required to furnish to the Company / Registrar and Share Transfer Agent of the Company.
11. Regulation 40 of the Listing Regulations, as amended, mandates the transfer of the securities would be carried out in dematerialized form only. Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website i.e. <https://www.bharatbijlee.com/company/investor-relations/investor-information/downloads/>.

It may be noted that any service request can be processed only after the folio is KYC Compliant. Accordingly, members holding shares in physical mode are advised to demat their physical share holdings at the earliest.

12. Shareholders are advised to register / update their PAN, address, e-mail address, mobile no., signature and bank mandates (i.e. bank account number, name of the bank and the branch, 9 digit MICR Bank/Branch code and account type) to their DPs in case of shares held in electronic form and to the Company and/or its RTA in prescribed Form ISR-1 and / or ISR-2 as per the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3,

2021, in case of shares held in physical form for receiving dividend in their bank accounts and all communications, including Annual Report, Notices, Circulars etc. from the Company. The aforesaid Forms are available on Website of the Company, i.e., <https://www.bharatbijlee.com/company/investor-relations/investor-information/downloads/>

13. Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company / RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
14. To prevent fraudulent transactions, Members 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.
15. Members are requested not to disclose Folio No. / DP ID / Client ID to unknown persons. Do not handover signed blank transfer deeds, delivery instruction slips to any unknown persons.
16. Members must ensure that they deal with only SEBI Registered Intermediaries and must obtain a valid contract note / confirmation memo from the broker / sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note / Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
17. Dividend, as recommended by the Board, if approved by the Members at the ensuing AGM, shall be paid on or after September 09, 2024, subject to deduction of tax at source ('TDS') to those :
 - a. Members whose name appears in the Register of Members of the Company after giving effect to valid share transfers / transmission / transposition in physical form lodged with the Company or its Registrar and Share Transfer Agents (RTA) on or before August 22, 2024; and
 - b. Beneficial Owners whose name appears in the list of Beneficial Owners Position list as on the closing hours of August 21, 2024, furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for this purpose.

18. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by any Company is taxable in the hands of Shareholders. Your Company shall, therefore, be required to regulate TDS at the time of payment of dividend in accordance with the provisions of the Income Tax Act, 1961 read with the Finance Act, 2020 and at the applicable rates of taxes. The TDS rate may vary depending upon the residential status of the shareholder and the documents submitted to your Company.
- TDS rates that are applicable to Members depend upon their residential status and classification as per the provisions of the Act. The Company will therefore deduct tax at source at the time of payment of dividend, at rates based on the category of members and subject to fulfilment of certain conditions.
- Your Company will be sending communication to the Shareholders informing them to submit the necessary documents to enable your Company to calculate the amount of tax required to be deducted from the proposed dividend in respect of each eligible shareholders,
19. 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. August 22, 2024
- 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
 - Self-attested scanned copy of cancelled cheque bearing the name of the Shareholder or first holder, in case shares are held jointly;
 - Self-attested scanned copy of the PAN Card; and
 - 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 Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.
20. 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 the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Shareholders during the AGM.
21. Your attention is invited on the Companies (Significant Beneficial Ownership) amendment Rules, 2019 (as amended). As per said rules, a person is considered as a Significant Beneficial Owner if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholder is holding shares in the Company on behalf of other or fulfilling the criteria, the Shareholder is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
22. 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 August 21, 2024, 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.
23. 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 **Thursday, August 22, 2024 to Thursday, August 29, 2024 (both days inclusive)**.
24. Attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
25. 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.

However, the Shareholders are entitled to claim their 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.

The Shareholders are therefore encouraged to verify their records to claim their unpaid dividend pertaining to the Financial Year 2016-2017 to 2022-2023 (in case, the Company has declared the dividend and approved at the respective AGM), if not claimed, so that equity shares in respect of which the dividend is pending are not transferred to the IEPF Demat Account, at appropriate date.

Please note, during the year under review, there was no amount or share(s) which was required to be transferred to the Investors Education and Protection Fund as per the provisions of Section 125(2) of the Act, as the Company did not declare a dividend for the F.Y. ended on March 31, 2016.

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/>

26. **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time-to-time and Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute

of Company Secretaries of India and Circulars, the Company is providing to its Members, facility to exercise their right to vote on the resolutions proposed to be considered at the ensuing 77th AGM, by electronic means. The Members 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 Link Intime India Private Limited for facilitating Remote e-Voting to enable all its Members to cast their vote electronically.

Remote e-Voting Instructions for Members:

- a. Shareholders holding shares in physical form or in demat form as on **Thursday, August 22, 2024, 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 Monday, August 26, 2024 and will end at 5.00 p.m. on Wednesday, August 28, 2024.** 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 Link Intime India Pvt. Ltd. for voting thereafter.
- c. Shareholders who have already voted prior to the AGM date would not be entitled to vote during the AGM.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".

- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be redirected to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi

- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

**Shareholders holding shares in NSDL form, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.

- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
- a. ‘Investor ID’ -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.

- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘View’ icon for ‘Company’s Name / Event number’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800225533

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the

“Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

PROCESS AND MANNER FOR ATTENDING THE GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

- Select the “Company” and ‘Event Date’ and register with your following details:-
 - 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) (Members 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 General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/

members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. 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’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. 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’.
5. 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.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

27. 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 August 22, 2024, 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 Cut-off Date i.e., August 22, 2024, 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. Bhaskar Upadhyay (Membership Number : FCS 8663, CoP Number: 9625) or failing him Mr. Bharat Upadhyay (Membership Number : FCS 5436, CoP Number: 4457), 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 2 working days of 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 Link Intime, viz., <https://instavote.linkintime.co.in>, 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
Sd/- Durgesh N. Nagarkar
Company Secretary &
Senior General Manager,
Legal
ACS 5777

Place: Mumbai
Date: July 18, 2024

Registered Office:

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
CIN: L31300MH1946PLC005017;
T: +91 22 4614 1414 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, 5 and 6:**

Members are hereby apprised that the second term of Mr. Prakash V. Mehta (DIN 00001366), Mr. Sanjiv N. Shah (DIN 00007211), Mr. Jairaj C. Thacker (DIN 00108552) and Mr. Rajeshwar D. Bajaaj (DIN 00087845), as Independent Directors of the Company, shall end on closing hours of September 08, 2024.

In line with Regulation 17(1)(c) of the Listing Regulations, the Board of Directors of the Company shall comprise of at least six (6) Directors. Further, pursuant to Regulation 17(1C) read with Regulation 25(2A) of the Listing Regulations, the appointment of Independent Director is required to be approved by the Members of the Company, by way of special resolution by next general meeting or within a period of three (3) months from the date of appointment, whichever is earlier.

With a view to comply with the above requirement and to have equitable representation together with smooth transition on the Board, the Board of Directors at its Meeting held on July 18, 2024, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and in line with the Nomination and Remuneration Policy, has approved the appointment of Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576), Mr. Premal Pradip Madhavji (DIN: 02101791) and Mr. Jehangir Hirji Cawasji Jehangir (DIN 00001451), as respective Independent (Non-executive) Directors of the Company, not liable to retire by rotation, in accordance with the provisions of Section 149, 150, 152 of the Act read with Schedule IV to the Act and the Rules made thereunder, the Listing Regulations and Articles of Association of the Company, for their respective term of five (5) consecutive years, effected from September 09, 2024, subject to the approval of Members of the Company.

Brief Profile of Mr. Joseph Conrad Agnelo D'Souza:

Mr. Joseph Conrad Agnelo D'Souza, aged 64 years, has a Master's Degree in Commerce, a Master's Degree in Business Administration and is a Senior Executive Program (SEP) graduate of the London Business School. He has over four decades of experience in banking and financial services. He had a leadership role at HDFC Limited in the areas of Strategy, Treasury, Operations, Investor Relations and New Initiatives.

He has been associated with noted Companies like Chalet Hotels Limited, Camlin Fine Sciences Limited, Prism Johnson Limited, Asianet Satellite Communications Limited, Juhu Beach Resorts Limited and Nations Trust Bank, Sri Lanka, as an Independent Director. He is also an Advisor with Bandhan Bank Limited and HDFC plc, Maldives. Also, he is a Chairman / Member of Audit Committee / Stakeholder Relationship Committee / Risk Management Committee / Nomination and Remuneration

Committee / CSR Committee of the aforementioned large listed corporations.

He has been a consultant to multilateral agencies in housing finance and has undertaken assignments in Asia, Africa and Eastern Europe.

Brief Profile of Mr. Premal Pradip Madhavji

Mr. Premal Madhavji, aged 55 years, has completed his MBA, in 1993, from the Warwick Business School, U.K. Mr. Madhavji has work experience of 30 years across global firms in the financial services industry, of which 20 years was in a leadership role.

His focus was mainly on equity sales trading. At UBS and Goldman Sachs, he was head of sales trading for India and responsible for all client trading including maintaining relationships with the Exchanges and Regulators.

At Investec Capital, he has set up the equities business in India and was responsible for the equities business and making them profitable in a short period.

Mr. Madhavji was also responsible in maintaining risk and regulatory controls on the desk and set up accounts to trade in India, and understand issues related to Prevention of Money Laundering etc.

In the past, Mr. Madhavji has held directorship in prominent companies like Goldman Sachs (India) Securities Private Limited, Investec Capital Services (India) Private Limited and UBS Securities India Private Limited.

He is currently advising Indian corporate clients, family offices and private HNIs on equity investments in India.

Brief Profile of Mr. Jehangir Hirji Cawasji Jehangir:

After graduating from the Elphinstone College in Mumbai, Mr. Jehangir HC Jehangir, began his career in National Radio and Electronics Co (Nelco), where he ended his stint as Executive Assistant to Mr. Ratan Tata.

Mr. Jehangir is actively involved in the Jehangir Hospital in Pune, started in 1946 by his grandparents, Sir Cowasji & Lady Hirabai Jehangir. He joined the Board of the hospital in 1980, and became Chairman in 1989, guiding it to becoming a multi-specialty hospital, and emphasizing the concept of 'Patient First'. He is also Chairman of the Hirabai Cowasji Medical Research Centre, which engages in important research projects, He is Chairman of the Jehangir Clinical Development Centre, which does clinical research for both Indian and multinational pharmaceutical companies.

Mr. Jehangir is a Trustee of the Tata Trusts.

In Mumbai, he is a member of the Managing Committee of the Jehangir Art Gallery.

Both in Mumbai and Gujarat, he is a Trustee of the Sir Cowasji Jehangir School, providing quality education to the surrounding communities.

Further, as per Regulation 17(1A) of the Listing Regulations, provides that no listed company shall appoint a person or

continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the Members by passing a Special Resolution to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Jehangir shall attain the age of 75 years on November 23, 2028 and hence continuation beyond 75 years requires the approval of Members by way of a Special Resolution. Accordingly, the NRC and the Board of Directors of the Company at their respective meetings held on July 18, 2024 have recommended to the Members, the continuation of office of Mr. Jehangir as an Independent Director of the Company, on and after November 23, 2028 till September 08, 2029.

Going forward, Members may please note, the Company has received from Mr. D'Souza, Mr. Madhavji and Mr. Jehangir:

- (a) Declaration to the effect that all three of them, in their respective individual capacity, meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations;
- (b) Declaration to the effect that, all three of them, in their respective individual capacity, in terms of Regulation 25(8) of the Listing Regulations, have confirmed that, they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their individual ability, to discharge their duties;
- (c) Confirmation that, all three of them are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the Registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- (d) Confirmation that, none of them are disqualified from being appointed as Director, in terms of the provisions of Section 164(2) of the Act and are not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given their respective consent to act as a Director of the Company;
- (e) Consent in writing to act as a Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (f) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that none of them are disqualified under Section 164(2) of the Companies Act, 2013;
- (g) a Notice in writing in terms of Section 160 of the Companies Act, 2013, from the Members, proposing the candidature for the office of Mr. D'Souza Mr. Madhavji and Mr. Jehangir, respectively, as Directors of the Company, not liable to retire by rotation.

Mr. D'Souza, Mr. Madhavji and Mr. Jehangir shall be paid sitting fees for the Board, Committee and independent Directors Meetings, attended by each of them, within the limits prescribed under the Act and the Listing Regulations.

The Board confirms that Mr. D'Souza, Mr. Madhavji and Mr. Jehangir fulfil the conditions of Appointment as Independent Directors, as prescribed in the Act, the rules framed thereunder and the Listing Regulations and that each of them are independent of the management of the Company.

Copy of the draft Letter of Appointment of Mr. D'Souza, Mr. Madhavji and Mr. Jehangir, setting out the terms and conditions of appointment as Independent Directors, are available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

The brief profile of Mr. D'Souza, Mr. Madhavji and Mr. Jehangir, 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.

The Board at its Meeting held on July 18, 2024, based on the recommendation of the NRC, considers that, the rich experience, acumen, industry awareness, qualification of Mr. D'Souza, Mr. Madhavji and Mr. Jehangir, aligns with the role and proficiency identified by the Nomination and Remuneration Committee. Your Board believes that Mr. D'Souza's Mr. Madhavji's and Mr. Jehangir's induction on the Board will be in the business interest of the Company and will support in broadening the overall expertise of the Board. Accordingly, it is desirable to appoint Mr. Joseph Conrad Agnelo D'Souza, Mr. Premal Pradip Madhavji and Mr. Jehangir Hirji Cawasji Jehangir, as respective Independent Directors of the Company, not liable to retire of rotation, for a term of five (5) consecutive years ("First Term" in line with the explanation to Section 149(10) and 149(11) of the Act), effective from September 09, 2024

Mr. D'Souza, Mr. Madhavji and Mr. Jehangir do not hold any shares in the Company either by themselves or for any other person on a beneficial basis.

The Board accordingly recommends passing Special Resolutions, as set out as Item No. 4, 5 and 6, in the accompanying Notice for the approval of Members.

Mr. D'Souza, Mr. Madhavji and Mr. Jehangir are not related to any Director on the Board of the Company.

Mr. D'Souza / Mr. D'Souza's relatives, Mr. Madhavji / Mr. Madhavji's relatives and Mr. Jehangir / Mr. Jehangir's relatives are deemed to be concerned or interested in the Resolutions, placed at Item No. 4, 5 and 6 of this Notice (to the extent of the shareholding held by them in the Company, if any). None of the other Directors are concerned or interested in the said Special Resolutions.

No other Promoters, Directors and / or Key Managerial Personnel of the Company and their relatives are concerned

or interested, financially or otherwise, in the Special Resolution set out at Item No. 4, 5 and 6 of this Notice

Item No. 7:

Mrs. Mahnaz A. Curmally (DIN 06907271), based on recommendation of Board and the NRC, at their Meetings held on July 25, 2014, was appointed as a Non-executive Director of the Company, at the 67th Annual General Meeting of Members of the Company, effective from September 11, 2014, liable to retire by rotation. Mrs. Curmally, in terms of proviso to Regulation 17(1)(a) of the Listing Regulations, was appointed as an Independent Director of the Company, at the 72nd AGM with effect from September 09, 2019, for a term of five (5) years

In line with Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five (5) consecutive years on the Board of a Company. Since Mrs. Curmally will complete her First Term as an Independent Director of the Company on September 08, 2024, she is eligible for re-appointment for one more term of five (5) years.

Mrs. Mahnaz A. Curmally has obtained an English Literature (Hons.) degree from Lady Shri Ram College, Delhi University and thereafter acquired a M.A. Degree in Sociology from Bombay University. She started her career with J Walter Thompson (JWT) as a copywriter and reached the position of President, South Asia and retired from Ogilvy PR as Chairman South Asia in December 2003. Post her departure from Ogilvy Mrs. Curmally continued to work as part time PR consultant with pharmaceutical, consumer, finance, engineering and NGO organizations and also taught communication and PR courses in three leading communication management institutes in Mumbai.

Mrs. Mahnaz Curmally, with over 40 years of work experience is considered one of the pioneers of corporate and marketing communications in India. She has through the course of her working life gathered considerable understanding of industries such as infrastructure (power, realty and health); pharmaceutical (MNC and local); FMCG (food, personal care, cosmetics, apparel, household goods); and Travel and Tourism.

The Board of Directors on the recommendation of the NRC at their respective meetings held on July 18, 2024, and based on the performance evaluation, considers it is desirable to appoint Mrs. Curmally, as an Independent Director of the Company, not liable to retire of rotation, for a second term, of five (5) consecutive years, effective from September 09, 2024 to September 08, 2029.

Members may please note that, the Company has received from Mrs. Curmally:

- (a) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6)

of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations;

- (b) Declaration to the effect that she, in terms of Regulation 25(8) of the Listing Regulations, has confirmed that, she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties;
- (c) Confirmation that, she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the Registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- (d) Confirmation that, she is not disqualified from being appointed as Director, in terms of the provisions of Section 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as a Director of the Company;
- (e) Consent in writing to act as a Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (f) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013;
- (g) a Notice in writing in terms of Section 160 of the Companies Act, 2013, from a Member, proposing her candidature for the office of, as a Director of the Company, not liable to retire by rotation

Mrs. Curmally shall be paid sitting fees for the Board, Committee and independent Directors Meetings, attended by her, within the limits prescribed under the Act and the Listing Regulations.

Further, as per Regulation 17(1A) of the Listing Regulations, inter alia, provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the Members by passing a Special Resolution to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Curmally has attained the age of 75 years on August 4, 2021 and hence continuation beyond 75 years requires the approval of Members by way of a Special Resolution. Accordingly, the NRC and the Board of Directors of the Company at their respective meetings held on July 18, 2024 recommended to the Members, the continuation of Mr. Curmally's directorship as a Independent Director (Non-executive) of the Company, during her tenure as an Independent Director of the Company, i.e., from September 09, 2024 till the expiry of her second term i.e.

upto September 08, 2029, notwithstanding that she has attained the age of 75 years.

The Board confirms that Mrs. Curmally fulfils the conditions of appointment as an Independent Director as prescribed in the Companies Act, 2013, the rules framed thereunder and the Listing Regulations and that she is independent of the management of the Company.

Copy of the draft Letter of Appointment of Mrs. Curmally setting out the terms and conditions of re-appointment as an Independent Director, are available for inspection by the Members of the Company without any fee at the Registered office of the Company.

The brief profile of Mrs. Curmally 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.

Mrs. Curmally does not hold any shares in the Company either by her or for any other person on a beneficial basis.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 7 in the accompanying Notice for the approval of Members.

Mrs. Mahnaz Curmally is not related to any Director on the Board of the Company.

Mrs. Curmally / her relatives, are deemed to be concerned or interested in the Resolution, placed at Item No. 7 of this Notice (to the extent of the shareholding held by them in the Company, if any). None of the other Directors are concerned or interested in the said Special 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 Special Resolution set out at Item No. 7 of this Notice.

Item No. 8:

Mr. Shome N. Danani (DIN: 00217787) was re-appointed as “Whole-time Director”, designated as an “Executive Director” through a postal Ballot, for a further period of five (5) consecutive years, with effect from January 28, 2020 to January 27, 2025.

The Board of Directors based on the recommendation of the NRC at their separate meetings held on July 18, 2024, have re-appointed Mr. Shome N. Danani as a Whole-time Director (Designated as an “Executive Director”), for a further period of five (5) consecutive years, w.e.f. January 28, 2025 upto January 27, 2030, on the terms and conditions and Remuneration as detailed in the Resolution (Item No. 8 of this Notice), subject to obtaining the requisite approval of Members by way of Special Resolution. The terms of re-appointment and remuneration are in conformity with the provisions of Sections 196, 197, 198, 200 and 203 of the Companies Act, 2013 read with Schedule V to the Act, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The overall managerial remuneration including remuneration proposed to be paid to Mr. Shome N. Danani together to Mr. Nikhil J. Danani and Mr. Nakul P. Mehta, being Managing Directors of the Company, may exceed the limits prescribed under Section 197 read with Schedule V of the Act. Also, in the event of loss or inadequacy of profits in any financial year, during the currency of the tenure of Mr. Danani, the remuneration, i.e., Salary, Perquisites Allowances, Reimbursements, Stock Options, Retirement Benefits, variable pay etc., as set out in the respective resolutions, including any increments and variable pay (with such increase as may be approved by the NRC / Board) will be payable as minimum remuneration subject to the provisions contained in Schedule V read with Sections 196 and 197 of the Companies Act, 2013, if required.

Further pursuant to the provisions of Regulation 17(6)(e) of the Listing Regulations, a Company is required to obtain the approval of the Members by way of a Special Resolution, in case of the aggregate annual remuneration, fees or compensation payable to Executive Directors who are Promoters or members of the Promoter Group and where there is more than one such Director, to all such Directors, exceeds 5% of the Net Profits of the Company. Mr. Shome N. Danani together with Mr. Nikhil Danani and Mr. Nakul Mehta (Managing Directors of the Company), falling under the category of Promoters / Promote Group of the Company have their collective remuneration exceeding the limit specified under Regulation 17(6)(e), and therefore the approval of Members is sought by way of a Special Resolution.

The brief profile of Mr. Danani 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 this Notice dated July 18, 2024.

Also, Statement containing the information required to be furnished pursuant to Schedule V, Part II, Section II of the Companies Act, 2013 for Item No. 8, is set out in the Annexure - II to the Explanatory Statement and forms integral part of this Notice dated July 18, 2024.

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. He joined Bharat Bijlee Limited in the year 2002 and is Whole-time Director, since January 28, 2009. Mr. Danani currently heads Project Division and Corporate Communication Department of the Company.

Your Directors are of the opinion that the Mr. Danani is one of the key Persons responsible for the consistent good performance of your Company. He has strong business acumen, strategic intelligence and execution abilities which has helped the Company to grow in recent years.

The Board concurs that Mr. Shome N. Danani’s continued association would be of immense benefit to the Company

and it is desirable to re-appoint Mr. Danani “Whole-time Director”, designated as an “Executive Director” and fix his remuneration and accordingly recommend passing the Special Resolution as set out as Item No. 8 in the accompanying Notice for the approval of Members.

Mr. Danani holds 5,796 equity shares of ₹ 5/- each representing 0.05% of the Issued and Subscribed Equity Share Capital of the Company

Mr. Danani is not disqualified from being appointed as Director in terms of Section 164 of the Act and any other applicable laws prescribed by SEBI or any other authority.

Mr. Danani is related to Mr. Nikhil J. Danani, Director on the Board of the Company. Mr. Shome N. Danani and Mr. Nikhil J. Danani are concerned or interested in the Special Resolution, placed at Item No. 8.

None of the other Directors are concerned or interested in the said Resolution.

No other Promoters, Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the Special Resolution set out at Item No. 8 of this Notice.

Item No. 9:

Mr. Prakash V. Mehta (DIN 00001366), was appointed as a Non-executive Director of the Company, effective from August 7, 1990. He is a Chairman of the Company, Chairman of the Stakeholder Relationship Committee, Member of Audit Committee and Member of the Nomination and Remuneration Committee of the Board. Mr. Mehta was appointed as an Independent Director of the Company, at the 67th Annual General Meeting of Members of the Company, held on September 11, 2014, for a term of five (5) consecutive years, with effect from September 11, 2014 upto September 10, 2019. Thereafter, he was re-appointed as an Independent Director of the Company, at the 72nd Annual General Meeting of Members of the Company, held on September 09, 2019, for a second term of five (5) consecutive years, with effect from September 09, 2019 upto September 08, 2024.

Hence his second term as an Independent Director of the Company shall end on closing hours of September 08, 2024.

Mr. Prakash V. Mehta obtained a Bachelors Degree in Law from the University of Bombay in 1963, thereafter qualified as a Solicitor in 1966 and since then has been practicing as a Solicitor. He is a partner of M/s. Malvi Ranchoddas & Co., a renowned firm of Solicitors. He has considerable experience in the field of Law and is also an expert in Corporate Law, Acquisitions, Joint Ventures and Foreign Collaborations. He is a Director on the Boards of several prominent companies in India. He has been a Director on the Board of the Company since August 7, 1990. Mr. Mehta holds 650 equity shares of ₹ 5/- each, of the Company representing 0.0058% of the Issued and Subscribed Equity share Capital of the Company.

The NRC, while appointing / re-appointing candidates for directorship, considers and evaluates attributes such as diverse skills, deep knowledge in their respective fields, industry experience, their participation in the Board / Committee deliberations, time devoted by them, their independent judgement in the opinion of the entire Board. Mr. Mehta is a person of integrity with strong credentials. He has expertise in Legal and Regulatory matters.

The Board, at its Meeting held on July 18, 2024, on the recommendation of NRC and based on the performance evaluation, considered that Mr. Mehta's rich experience in handling varied litigation and Advisory roles has immensely benefited the Company, over the years. Hence, given his acumen, qualification and the substantial contribution as a Chairman Non-Executive Independent Director, the Board and the NRC were satisfied that the association of Mr. Mehta is justified and accordingly, to bring about a transparent, smooth and seamless transition towards a restructured Board without compromising its cohesiveness, compatibility and effective functioning, it is desirable to re-designate Mr. Prakash V. Mehta and appoint him, as a Non-Executive Director of the Company, liable to retire of rotation, effective from September 09, 2024.

Members may please note that, the Company has received from Mr. Mehta:

- (a) Declaration to the effect that he, in terms of Regulation 25(8) of the Listing Regulations, has confirmed that, he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties;
- (b) Confirmation that, he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company;
- (c) Consent in writing to act as a Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (d) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013;
- (e) a Notice in writing in terms of Section 160 of the Companies Act, 2013, from a Member, proposing his candidature for the office of, as a Director of the Company, liable to retire by rotation

Further, as per Regulation 17(1A) of the Listing Regulations, provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the Members by passing a Special Resolution to that effect and justification thereof

is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Mehta has already attained the age of 75 years as on date and hence continuation beyond 75 years requires the approval of Members by way of a Special Resolution. Accordingly, the NRC and the Board of Directors of the Company at their respective meetings held on July 18, 2024 have recommended to the Members, the continuation of office of Mr. Mehta as a Non-executive Director of the Company, on and after September 09, 2024 till the expiry of his tenure as a Non-executive Director, notwithstanding that he has attained the age of 75 years.

Mr. Mehta shall be paid sitting fees for the Board and Committee Meetings, attended by him, within the limits prescribed under the Act and the Listing Regulations.

Copy of the draft Letter of Appointment of Mr. Mehta setting out the terms and conditions of re-designation and appointment as a Non-executive Director, is available for inspection by the Members of the Company without any fee at the Registered office of the Company.

The brief profile of Mr. Mehta 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.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 9 in the accompanying Notice for the approval of Members.

Mr. Prakash V. Mehta is not related to any Director on the Board of the Company.

Mr. Prakash V. Mehta / Mr. Mehta's relatives, are deemed to be concerned or interested in the Resolution, placed at Item No. 9 of this Notice (to the extent of the shareholding held by them in the Company, if any). None of the other Directors are concerned or interested in the said Special 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 Special Resolution set out at Item No. 9 of this Notice.

Item No. 10:

Mr. Sanjiv N. Shah (DIN 00007211), was appointed as a Non-Executive Director of the Company, effective from August 14, 2002. He is a Chairman of the Audit Committee as well of NRC and Risk Management Committee and Member of Stakeholder Relationship Committee of the Board. Mr. Shah was appointed as an Independent Director of the Company, at the 67th Annual General Meeting of Members of the Company, held on September 11, 2014, for a term of five (5) consecutive years, with effect from September 11, 2014 upto September 10, 2019. Thereafter, he was re-appointed as an Independent Director of the Company, at the 72nd Annual General Meeting of Members of the

Company, held on September 09, 2019, for a second term of five (5) consecutive years, with effect from September 09, 2019 upto September 08, 2024.

Hence his second term as an Independent Director of the Company shall end on closing hours of September 08, 2024.

Mr. Sanjiv N. Shah holds a degree (B.A.) in Economics and Statistics from the University of Mumbai, a degree (B.Sc.) in Economics from the London School of Economics, is a Members of the Chartered Accountants in England and Wales. He was a partner of M/s. S.B. Billimoria & Company, a renowned firm of Chartered Accountants and is presently a partner in M/s. Sanjiv N. Shah & Co., Chartered Accountants. He has specialized in the Financial Services Industry and has been a member of the Board since June 27, 2002. Mr. Shah holds 9,120 equity shares of ₹ 5/- each, of the Company, representing 0.0807% of the Issued and Subscribed Equity Share Capital of the Company.

The NRC, while appointing / re-appointing candidates for directorship, considers and evaluates attributes such as diverse skills, deep knowledge in their respective fields, industry experience, their participation in the Board/ Committee deliberations, time devoted by them, their independent judgement in the opinion of the entire Board. Mr. Shah is a person of integrity with strong credentials and is well versed with Accounting and Finance matters.

The Board, at its Meeting held on July 18, 2024, on the recommendation of NRC and based on the performance evaluation, considered that Mr. Shah's expertise and proficiency in Accounting and Finance field and his Chairmanship of the Audit Committee of the Board, has extensively benefited the Company, over the years. Hence, given his acumen, qualification and the substantial contribution as a Non-Executive Independent Director, the Board and the NRC were satisfied that the association of Mr. Shah is justified and accordingly, to bring about a transparent, smooth and seamless transition towards a restructured Board without compromising its cohesiveness, compatibility and effective functioning, it is desirable to re-designate Mr. Sanjiv N. Shah and appoint him, as a Non-executive Director of the Company, liable to retire of rotation, effective from September 09, 2024.

Members may please note that, the Company has received from Mr. Shah:

- (a) Declaration to the effect that he, in terms of Regulation 25(8) of the Listing Regulations, has confirmed that, he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties;
- (b) Confirmation that, he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed

by SEBI or any other authority and has given his consent to act as a Director of the Company;

- (c) Consent in writing to act as a Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (d) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013;
- (e) a Notice in writing in terms of Section 160 of the Companies Act, 2013, from a Member, proposing his candidature for the office of, as a Director of the Company, liable to retire by rotation

Mr. Shah shall be paid sitting fees for the Board and Committee Meetings, attended by him, within the limits prescribed under the Act and the Listing Regulations.

Copy of the draft Letter of Appointment of Mr. Shah setting out the terms and conditions of re-designation and appointment as a Non-executive Director, are available for inspection by the Members of the Company without any fee at the Registered office of the Company.

The brief profile of Mr. Shah 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.

The Board accordingly recommends passing an Ordinary Resolution as set out as Item No. 10 in the accompanying Notice for the approval of Members.

Mr. Sanjiv N. Shah is not related to any Director on the Board of the Company.

Mr. Sanjiv N. Shah / Mr. Shah's relatives are deemed to be concerned or interested in the Resolution, placed at Item No. 10 of this Notice (to the extent of the shareholding held by them in the Company, if any). 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 an Ordinary Resolution set out at Item No. 10 of this Notice.

Item No. 11:

Mr. Jairaj C. Thacker (DIN 00108552), was appointed as a Non-Executive Director of the Company, effective from August 14, 2002. He is a Member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Board. Mr. Thacker was appointed as an Independent Director of the Company, at the 67th Annual General Meeting of Members of the Company, held on September 11, 2014, for a term of five (5) consecutive years, with effect from September 11, 2014 upto September 10, 2019. Thereafter, he was re-appointed

as an Independent Director of the Company, at the 72nd Annual General Meeting of Members of the Company, held on September 09, 2019, for a second term of five (5) consecutive years, with effect from September 09, 2019 upto September 08, 2024.

Hence his second term as an Independent Director of the Company shall end on closing hours of September 08, 2024.

Mr. Jairaj C. Thacker is a well-known Industrialist and Educationalist. He holds a Degree in Commerce. He is the Managing Director of Golden Chemicals Pvt.Ltd. He is the Managing Trustee of Narsee Monjee Educational Trust which runs Jamnabai Narsee School, President of Dr. Balabhai Nanavati Hospital, Executive Committee Member of Shri Vile Parle Kelavani Mandal and Vice President of Unaided Schools' Forum. He has been a member of the Board since June 27, 2002. Mr. Thacker does not hold any equity shares in the Company

The NRC, while appointing / re-appointing candidates for directorship, considers and evaluates attributes such as diverse skills, deep knowledge in their respective fields, industry experience, their participation in the Board/ Committee deliberations, time devoted by them, their independent judgement in the opinion of the entire Board. Mr. Thacker is a person of integrity with strong credentials.

The Board, at its Meeting held on July 18, 2024, on the recommendation of NRC and based on the performance evaluation, considered that Mr. Thacker's vast industry experience has benefited the Company to further expand its value creation initiatives, over the years. Hence, given his acumen, qualification and the substantial contribution as a Non-Executive Independent Director, the Board and the NRC were satisfied that the association of Mr. Thacker is justified and accordingly, to bring about a transparent, smooth and seamless transition towards a restructured Board without compromising its cohesiveness, compatibility and effective functioning, it is desirable to re-designate Mr. Jairaj C. Thacker and appoint him, as a Non-executive Director of the Company, liable to retire of rotation, effective from September 09, 2024.

Members may please note that, the Company has received from Mr. Thacker:

- (a) Declaration to the effect that he, in terms of Regulation 25(8) of the Listing Regulations, has confirmed that, he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties;
- (b) Confirmation that, he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company;

- (c) Consent in writing to act as a Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (d) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013;
- (e) a Notice in writing in terms of Section 160 of the Companies Act, 2013, from a Member, proposing his candidature for the office of, as a Director of the Company, liable to retire by rotation

Further, as per Regulation 17(1A) of the Listing Regulations, provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the Members by passing a Special Resolution to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Thacker shall attain the age of 75 years on December 03, 2026 and hence continuation beyond 75 years requires the approval of Members by way of a Special Resolution. Accordingly, the NRC and the Board of Directors of the Company at their respective meetings held on July 18, 2024 have recommended to the Members, the continuation of office of Mr. Thacker as a Non-executive Director of the Company, on and after December 03, 2026 till the expiry of his tenure as a Non-executive Director.

Mr. Thacker shall be paid sitting fees for the Board and Committee Meetings, attended by him, within the limits prescribed under the Act and the Listing Regulations.

Copy of the draft Letter of Appointment of Mr. Thacker setting out the terms and conditions of re-designation and appointment as a Non-executive Director, is available for inspection by the Members of the Company without any fee at the Registered office of the Company.

The brief profile of Mr. Thacker 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.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 11 in the accompanying Notice for the approval of Members.

Mr. Jairaj C. Thacker is not related to any Director on the Board of the Company.

Mr. Jairaj C. Thacker / Mr. Thacker's Relatives, are deemed to be concerned or interested in the Resolution, placed at Item No. 11 of this Notice (to the extent of the shareholding held by them in the Company, if any). None of the other Directors are concerned or interested in the said Special 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 Special Resolution set out at Item No. 11 of this Notice.

Item No. 12:

Mr. Rajeshwar D. Bajaaj (DIN 00087845), was appointed as an Independent Director of the Company, at the 67th Annual General Meeting of Members of the Company, held on September 11, 2014, for a term of five (5) consecutive years, with effect from September 11, 2014 upto September 10, 2019. Thereafter, he was re-appointed as an Independent Director of the Company, at the 72nd Annual General Meeting of Members of the Company, held on September 09, 2019, for a second term of five (5) consecutive years, with effect from September 09, 2019 upto September 08, 2024.

Hence his second term as an Independent Director of the Company shall end on closing hours of September 08, 2024.

Mr. Bajaaj was the Chairman of the Board of Directors and Managing Director of Otis Elevators India. He also held the position of Vice President, South and Southeast Asia based in Singapore wherein the Otis country heads from India, Singapore, Thailand, Malaysia, Indonesia, Philippines and Vietnam reported to him. He has nearly four decades of experience in the elevator industry. Thereafter, for a period of three years, he joined Special Olympics Inc. as Managing Director, Asia Pacific, a nonprofit organization created by the Joseph P. Kennedy Jr. Foundation, Washington for the benefit of people with Intellectual Disabilities. He was a Director on Board of Glaxo Smithkline Pharmaceuticals Ltd., HDFC Asset Management Co. Ltd. and APW President Systems. He also served as the President of Bombay Gymkhana Limited for a period of two years. Mr. Bajaaj does not hold any shares in the Company.

Mr. Bajaaj is a highly renowned professional who brought wide range of skills and experience to the Board, which enhanced the quality of the Board's functioning and its decision making process. The Company immensely benefitted from his strategic insights on various matters to Company's business, during his tenure as a Non-executive Independent Director.

The NRC, while appointing / re-appointing candidates for directorship, considers and evaluates attributes such as diverse skills, deep knowledge in their respective fields, industry experience, their participation in the Board/ Committee deliberations, time devoted by them, their independent judgement in the opinion of the entire Board. Mr. Bajaaj is a person of integrity with strong credentials.

The Board, at its Meeting held on July 18, 2024, on the recommendation of NRC and based on the performance evaluation, considered that Mr. Bajaaj's vast industry experience has benefited the Company to further expand its value creation initiatives, over the years. Hence, given his acumen, qualification and the substantial contribution

as a Non-Executive Independent Director, the Board and the NRC were satisfied that the association of Mr. Bajaaj is justified and accordingly, to bring about a transparent, smooth and seamless transition towards a restructured Board without compromising its cohesiveness, compatibility and effective functioning, it is desirable to re-designate Mr. Rajeshwar D. Bajaaj and appoint him, as a Non-executive Director of the Company, liable to retire of rotation, effective from September 09, 2024.

Members may please note that, the Company has received from Mr. Bajaaj:

- (a) Declaration to the effect that he, in terms of Regulation 25(8) of the Listing Regulations, has confirmed that, he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties;
- (b) Confirmation that, he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company;
- (c) Consent in writing to act as a Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (d) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013;
- (e) a Notice in writing in terms of Section 160 of the Companies Act, 2013, from a Member, proposing his candidature for the office of, as a Director of the Company, liable to retire by rotation

Further, as per Regulation 17(1A) of the Listing Regulations, provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the Members by passing a Special Resolution to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Bajaaj has already attained the age of 75 years as on date and hence continuation beyond 75 years requires the approval of Members by way of a Special Resolution. Accordingly, the NRC and the Board of Directors of the Company at their respective meetings held on July 18, 2024 have recommended to the Members, the continuation of office of Mr. Bajaaj as a Non-executive Director of the Company, on and after September 09, 2024 till the expiry of his tenure as a Non-executive Director, notwithstanding that he has attained the age of 75 years.

Mr. Bajaaj shall be paid sitting fees for the Board and Committee Meetings, attended by him, within the limits prescribed under the Act and the Listing Regulations.

Copy of the draft Letter of Appointment of Mr. Bajaaj setting out the terms and conditions of re-designation and appointment as a Non-executive Director, is available for inspection by the Members of the Company without any fee at the Registered office of the Company.

The brief profile of Mr. Bajaaj 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.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 12 in the accompanying Notice for the approval of Members.

Mr. Rajeshwar D. Bajaaj is not related to any Director on the Board of the Company.

Mr. Rajeshwar D. Bajaaj / Mr. Bajaaj's Relatives, are deemed to be concerned or interested in the Resolution, placed at Item No. 12 of this Notice (to the extent of the shareholding held by them in the Company, if any). None of the other Directors are concerned or interested in the said Special 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 Special Resolution set out at Item No. 12 of this Notice.

Item No. 13:

In line with the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Rules, if any, made there under, the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

At the 67th Annual General Meeting held on September 11, 2014, Members of the Company, by way of a Special Resolution, have approved the borrowing limits of the Company, not to exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company or ₹ 650 crore, whichever is higher.

The said borrowings of the Company may, if necessary, be secured by way of charge / mortgage / hypothecation / security on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to provide substantial assets of the Company in certain events, it is necessary to obtain fresh approval of the shareholders

by means of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to enable the Board of Directors of the Company to create charge / mortgage / hypothecation / security on all or any of the movable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to provide the substantial assets of the Company in certain events in favour of the Lender(s), Agent(s) and Trustee(s) and other bodies / persons, to secure the borrowings of the Company, availed / to be availed by way of loan(s) and / or Securities (comprising fully / partly Convertible Debentures / Non-Convertible Debentures / secured premium notes / floating rates / notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, within the overall limits of the borrowing powers of the Board of Directors as determined from time to time by the members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 13 in the accompanying Notice for the approval of Members.

No other Promoters, Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 13 of this Notice.

Item No. 14:

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 May 17, 2024, 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 2024-2025, at remuneration as mentioned in the Resolution forming part of this Notice.

Accordingly, consent of the Members is sought to the Resolution as set out at Item No. 14 of the Notice as an Ordinary Resolution for approval and ratification.

None of the Promoters / 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. 14 of the Notice.

By Order of the Board

Durgesh N. Nagarkar
Company Secretary &
Sr. General Manager,
Legal
ACS 5777

Place: Mumbai
Date: July 18, 2024

Registered Office:

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
CIN: L31300MH1946PLC005017
T: +91 22 4614 1414 F: +91 22 2437 0624
Email Id: bbllcorporate@bharatbijlee.com
Website: <https://www.bharatbijlee.com/>

BRIEF PROFILE OF A DIRECTORS BEING APPOINTED / RE-APPOINTED AT THE FORTHCOMING 77TH ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS)
1. MR. NIKHIL J. DANANI

Name of the Director	Mr. Nikhil J. Danani
Director Identification Number (DIN)	00056514
Age	74 Years
Date of Birth	August 31, 1949
Date of First Appointment on the Board	June 20, 1988
Qualification	Mr. Nikhil J. Danani holds a Bachelor's Degree in Mechanical Engineering and a Master's Degree in Business Administration from Rutgers University, USA.
Brief profile & nature of his expertise in specific functional areas	Mr. Nikhil J. Danani has been employed with the Company since May, 1975 and is one of the Managing Directors, since 1 st April, 1990. Mr. Danani has over 45 years' experience in the business of Transformers and Motors with vast knowledge in the field of Electrical Engineering.
Terms and conditions of Re-appointment	Retiring by Rotation
Remuneration last drawn	For the F.Y. 2023-2024: ₹ 11,14,26,900/-
Details of Remuneration sought to be paid	Not Applicable
Number of Meetings of the Board attended during the Financial Year 2023-2024 (out of total 6 Board Meetings held)	6
Number of Shares held in Company as on March 31, 2024, including shareholding as a beneficial owner	3,39,519 Equity Shares of ₹ 10/- each <i>(Post Sub-division, 6,79,038 Equity Shares of ₹ 5/- each, as on the date of this Notice)</i>
Directorship held in other companies (including listed Companies resigned in the past three years)	Mr. Danani is a Director on the Board of Danmet Chemicals Pvt. Ltd.
Membership / Chairmanships of committees across all other companies (including listed Companies resigned in the past three years) <i>* Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations</i>	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. Nikhil J. Danani is related to Mr. Shome N. Danani.

2. MR. JOSEPH CONRAD AGNELO D'SOUZA

Name of the Director	Mr. Joseph Conrad Agnelo D'Souza
Director Identification Number (DIN)	00010576
Age	64 Years
Date of Birth	January 12, 1960
Date of First Appointment on the Board	Not Applicable since this is the first appointment with effect from September 09, 2024
Qualification	Master's Degree in Commerce, Master's Degree in Business Administration and a Senior Executive Program (SEP) graduate of the London Business School
Brief profile & nature of his expertise in specific functional areas	<p>Mr. Joseph Conrad Agnelo D'Souza has over four decades of experience in banking and financial services. He had a leadership role at HDFC Limited in the areas of Strategy, Treasury, Operations, Investor Relations and New Initiatives.</p> <p>He is currently an Independent Director of Chalet Hotels Limited, Camlin Fine Sciences Limited, Prism Johnson Limited, Asianet Satellite Communications Limited, Juhu Beach Resorts Limited and Nations Trust Bank, Sri Lanka. He is also an Advisor with Bandhan Bank Limited and HDFC plc, Maldives.</p> <p>He has been a consultant to multilateral agencies in housing finance and has undertaken assignments in Asia, Africa and Eastern Europe.</p>
Skills and capabilities	As set out in the Special Resolution at Item No. 4 read with respective Explanatory Statement of this Notice.
Terms and conditions of Appointment	As set out in the Special Resolution at Item No. 4 read with respective Explanatory Statement of this Notice
Remuneration last drawn	Not Applicable since this is the first appointment with effect from September 09, 2024
Details of Remuneration sought to be paid	Sitting fees for attending Board, Committee and Independent Directors Meetings.
Number of Meetings of the Board attended during the financial year 2023-2024 (out of total 6 Board Meetings held)	Not Applicable since this is the first appointment with effect from September 09, 2024
Number of Shares held in Company as on March 31, 2024, including shareholding as a beneficial owner	NIL
Directorship held in other companies (including listed Companies resigned in the past three years)	<ul style="list-style-type: none"> - Chalet Hotels Limited ; - Camlin Fine Sciences Limited; - Asianet Satellite Communications Limited; - Juhu Beach Resorts Limited; - Prism Johnson Limited; - HDFC Investments Limited (Ceased to be a Director w.e.f. July 1, 2023 pursuant to the Scheme of Amalgamation); - HDFC Holdings Limited (Ceased to be a Director w.e.f. July 1, 2023 pursuant to the Scheme of Amalgamation); - HDFC Education and Development Services Private Limited (Resigned w.e.f. November 23, 2023); - HDFC Sales Private Limited (Resigned w.e.f. January 15, 2024)

Name of the Director	Mr. Joseph Conrad Agnelo D'Souza		
Chairmanship/Membership of Committees in other Indian Companies * (including listed Companies resigned in the past three years) * Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations	Chalet Hotels Limited	Audit Committee	Chairman
		Stakeholders Relationship Committee	Chairman
	Camlin Fine Sciences Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Chairman
	Asianet Satellite Communications Limited	Audit Committee	Chairman
	Juhu Beach Resorts Limited	Audit Committee	Chairman
	Prism Johnson Limited	Audit Committee	Member
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. D'Souza is not related to any Director and / or Key Managerial Personnel of the Company		

3. MR. PREMAL PRADIP MADHAVJI

Name of the Director	Mr. Premal Pradip Madhavji
Director Identification Number (DIN)	02101791
Age	54 Years
Date of Birth	September 23, 1968
Date of First Appointment on the Board	Not Applicable since this is the first appointment with effect from September 09, 2024
Qualification	Master's Degree from Warwick Business School, United Kingdom, in 1993 Commerce Graduate Accounting and Finance, Sydenham College of Commerce and Economics
Brief profile & nature of his expertise in specific functional areas	Mr. Madhavji has work experience of 30 years across global firms in the financial services industry, of which 20 years was in a leadership role. His focus was mainly on equity sales trading. At UBS and Goldman Sachs, he was head of sales trading for India and responsible for all client trading including maintaining relationships with the Exchanges and Regulators. At Investec Capital, he has set up the equities business in India and was responsible for the equities business and making them profitable in a short period. Mr. Madhavji was also responsible in maintaining risk and regulatory controls on the desk and set up accounts to trade in India, and understand issues related to Prevention of Money Laundering etc.

Name of the Director	Mr. Premal Pradip Madhavji
Skills and capabilities	As set out in the Special Resolution at Item No. 5 read with respective Explanatory Statement of this Notice.
Terms and conditions of Appointment	As set out in the Special Resolution at Item No. 5 read with respective Explanatory Statement of this Notice.
Remuneration last drawn	Not Applicable since this is the first appointment with effect from September 09, 2024
Details of Remuneration sought to be paid	Sitting fees for attending Board, Committee, Independent Directors Meetings
Number of Meetings of the Board attended during the financial year 2023-2024 (out of total 6 Board Meetings held)	Not Applicable since this is the first appointment with effect from September 09, 2024
Number of Shares held in Company as on March 31, 2024, including shareholding as a beneficial owner	NIL
Directorship held in other companies (including listed Companies resigned in the past three years)	- Investec Capital Services (India) Private Limited (Resigned w.e.f. October 23, 2020)
Chairmanship/Membership of Committees in other Indian Companies* (including listed Companies resigned in the past three years) <i>* Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations</i>	None
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Madhavji is not related to any Director and / or Key Managerial Personnel of the Company

4. MR. JEHANGIR H C JEHANGIR

Name of the Director	Mr. Jehangir Hirji Cawasji Jehangir
Director Identification Number (DIN)	00001451
Age	70 Years
Date of Birth	November 23, 1953
Date of First Appointment on the Board	Not Applicable since this is the first appointment with effect from September 09, 2024
Qualification	Bachelor of Arts (Econ) from Mumbai University
Brief profile & nature of his expertise in specific functional areas	<p>Mr. Jehangir began his career in National Radio and Electronics Co (Nelco), where he ended his stint as Executive Assistant to Mr. Ratan Tata.</p> <p>He is actively involved in the Jehangir Hospital in Pune, started in 1946 by his grandparents, Sir Cowasji & Lady Hirabai Jehangir. He joined the Board of the hospital in 1980, and became Chairman in 1989, guiding it to becoming a multi-specialty hospital, and emphasizing the concept of 'Patient First'. He is also Chairman of the Hirabai Cowasji Medical Research Centre, which engages in important research projects, and is He is Chairman of the Jehangir Clinical Development Centre, which does clinical research for both Indian and multinational pharmaceutical companies.</p> <p>He is a Trustee of the Tata Trusts.</p> <p>In Mumbai, he is a member of the Managing Committee of the Jehangir Art Gallery.</p> <p>Both in Mumbai and Gujarat, he is a Trustee of the Sir Cowasji Jehangir School, providing quality education to the surrounding communities.</p>
Skills and capabilities	As set out in the Special Resolution at Item No. 6 read with respective Explanatory Statement of this Notice.
Terms and conditions of Appointment	As set out in the Special Resolution at Item No. 6 read with respective Explanatory Statement of this Notice
Remuneration last drawn	Not Applicable since this is the first appointment with effect from September 09, 2024
Details of Remuneration sought to be paid	Sitting fees for attending Board, Committee and Independent Directors Meetings
Number of Meetings of the Board attended during the financial year 2023-2024 (out of total 6 Board Meetings held)	Not Applicable since this is the first appointment with effect from September 09, 2024
Number of Shares held in Company as on March 31, 2024, including shareholding as a beneficial owner	NIL

Name of the Director	Mr. Jehangir Hirji Cawasji Jehangir		
Directorship held in other companies (including listed Companies resigned in the past three years)	<ul style="list-style-type: none"> - Hindustan Hardy Limited; - Cannadel Enterprises LLP; - Cowhill Enterprises LLP; - Cowasji Jehangir Enterprises LLP; - Wild Flower Enterprises LLP; - Jehangir Brand Management Private Limited; - Goodearth Enterprises LLP; - Amerado Enterprises LLP; - Jassim Properties LLP; - Chowgule Industries Private Limited; - Jehangir Clinical Development Centre Private Limited; - Ananta Landwise Private Limited; - Principle Healthcare & Wellness Private Limited; - Vaspan Healing Private Limited; (Cessation w.e.f. September 21, 2023); - Linq Therapeutics Private Limited; - E.A.Hospitality Private Limited; 		
Chairmanship/Membership of Committees in other Indian Companies *	Hindustan Hardy Limited	Audit Committee	Chairman
(including listed Companies resigned in the past three years)		Stakeholder Relationship Committee	No
* Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations			
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Jehangir s not related to any Director and / or Key Managerial Personnel of the Company		

5. MRS. MAHNAZ A. CURMALLY

Name of the Director	Mahnaz A. Curmally
Director Identification Number (DIN)	06907271
Age	76 Years
Date of Birth	August 4, 1946
Date of Appointment on the Board	July 25, 2014
Qualification	Mrs. Mahnaz A. Curmally has obtained an English Literature (Hons.) degree from Lady Shri Ram College, Delhi University and thereafter acquired a M.A. Degree in Sociology from Bombay University.
Brief Profile, Experience & nature of his Expertise in specific functional areas	<p>Mrs. Curmally started her career with J Walter Thompson (JWT) as a copywriter and reached the position of President, South Asia and retired from Ogilvy PR as Chairman South Asia in December 2003. Post her departure from Ogilvy Mrs. Curmally continued to work as part time PR consultant with pharmaceutical, consumer, finance, engineering and NGO organizations and also taught communication and PR courses in three leading communication management institutes in Mumbai.</p> <p>Mrs. Curmally, with over 40 years of work experience is considered one of the pioneers of corporate and marketing communications in India. She has through the course of her working life gathered considerable understanding of industries such as infrastructure (power, realty and health); pharmaceutical (MNC and local); FMCG (food, personal care, cosmetics, apparel, household goods); and Travel and Tourism.</p>
Skills and capabilities	As set out in the Special Resolution at Item No. 7 read with respective Explanatory Statement of this Notice.
Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 7 read with respective Explanatory Statement of this Notice
Remuneration last drawn	Sitting fees for attending Board, Committee and Independent Directors Meetings
Details of Remuneration sought to be paid	Sitting fees for attending Board, Committee and Independent Directors Meetings
Number of Meetings of the Board attended during the financial year 2023-2024 (out of total 6 Board Meetings held)	5
Number of Shares held in Company as on March 31, 2024 including shareholding as a beneficial owner	NIL
Directorship held in other companies (including listed Companies resigned in the past three years)	NIL
Chairmanship/Membership of Committees in other Indian Companies * (including listed Companies resigned in the past three years) * Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations	NIL
Inter-se Relationship between Directors and other Key Managerial Personnel	Mrs. Curmally is not related to any Director and / or Key Managerial Personnel of the Company.

6. MR. SHOME N. DANANI

Name of the Director	Mr. Shome N. Danani
Director Identification Number (DIN)	00217787
Age	46 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 Appointment	As set out in the Special Resolution at Item No. 8 read with respective Explanatory Statement of this Notice
Remuneration last drawn	₹ 7,39,69,500/- p.a. (for the F.Y. 2023-2024)
Details of Remuneration sought to be paid	As set out in the Special Resolution at Item No. 8 read with respective Explanatory Statement of this Notice
Number of Meetings of the Board attended during the financial year 2023-2024 (out of total 6 Board Meetings held)	6
Number of Shares held in Company as on March 31, 2024, including shareholding as a beneficial owner	2,898 Equity Shares of ₹ 10/- each (Post Sub-division, 5,796 Equity Shares of ₹ 5/- each, as on the date of this Notice)
Directorship held in other companies (including listed Companies resigned in the past three years)	- Control Print Limited; and - Danmet Chemicals Pvt. Ltd
Chairmanship/Membership of Committees in other Indian Companies* (including listed Companies resigned in the past three years) <i>* Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations</i>	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.

7. MR. PRAKASH V. MEHTA:

Name of the Director	Prakash V. Mehta		
Director Identification Number (DIN)	00001366		
Age	82 Years		
Date of Birth	February 12, 1942		
Date of Appointment on the Board	August 7, 1990		
Qualification	Mr. Prakash V. Mehta obtained a Bachelor's Degree in Law from the University of Bombay in 1963, thereafter qualified as a Solicitor in 1966.		
Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Prakash V. Mehta has been a Director on the Board of the Company since August 7, 1990. Mr. Mehta has been practicing as a Solicitor since 1966. He is a partner of M/s. Malvi Ranchoddas & Co., a renowned firm of Solicitors. He has considerable experience in the field of Law and is also an expert in Corporate Law, Acquisitions, Joint Ventures and Foreign Collaborations.		
Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 9 read with respective Explanatory Statement of this Notice		
Remuneration last drawn	Sitting fees for attending Board and Committee, Meetings.		
Details of Remuneration sought to be paid	Sitting fees for attending Board and Committee, Meetings.		
Number of Meetings of the Board attended during the financial year 2023-2024 (out of total 6 Board Meetings held)	6		
Number of Shares held in Company as on March 31, 2024, including shareholding as a beneficial owner	Mr. Prakash Mehta holds 325 Equity Shares of ₹ 10/- each (Post Sub-division, 650 Equity Shares of ₹ 5/- each, as on the date of this Notice) (Post Sub-division, His wife Mrs. Ela Mehta holds 900 Equity Shares of ₹ 5/- each, as on the date of this Notice)		
Directorship held in other companies (including listed Companies resigned in the past three years)	<ul style="list-style-type: none"> - Oriental Aromatics Limited; - Hikal Limited (Resigned w.e.f. March 31, 2024); - Mukand Engineers Limited (Resigned w.e.f. June 01, 2022); - Mukand Limited; - Advani Hotels And Resorts (India) Limited; - Mukand Sumi Special Steel Limited; - India Safety Vaults Private Limited; - Pegasus Assets Reconstruction Private limited; - Chemspec Chemicals Private Limited (Resigned w.e.f. December 13, 2022); - Bombay incorporated Law Society (Resigned w.e.f. August 25, 2022) 		
Chairmanship/Membership of Committees in other Indian Companies * (including listed Companies resigned in the past three years) * Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations	Advani Hotels And Resorts (India) Limited	Audit Committee	Chairman
	Mukund Limited	Audit Committee	Chairman
		Stakeholders Relationship Committee	Member
	Oriental Aromatics Limited	Audit Committee	Member
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Mehta is not related to any Director and / or Key Managerial Personnel of the Company.		

8. MR. SANJIV N.SHAH

Name of the Director	Sanjiv N. Shah
Director Identification Number (DIN)	00007211
Age	66 Years
Date of Birth	March 2, 1958
Date of Appointment on the Board	August 14, 2002
Qualification	<ul style="list-style-type: none"> - (B.A.) in Economics and Statistics from the University of Mumbai, - a degree (B.Sc.) in Economics from the London School of Economics, - a member of Institute of Chartered Accountant in England and Wales;
Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Shah was a partner of M/s. S.B. Billimoria & Company, a renowned firm of Chartered Accountants and is presently a partner in M/s. Sanjiv N. Shah & Co., Chartered Accountants. He has specialized in the Financial Services Industry.
Terms and conditions of Re-appointment	As set out in the Ordinary Resolution at Item No. 10 read with respective Explanatory Statement of this Notice
Remuneration last drawn	Sitting fees for attending Board and Committee Meetings.
Details of Remuneration sought to be paid	Sitting fees for attending Board and Committee Meetings.
Number of Meetings of the Board attended during the financial year 2023-2024 (out of total 6 Board Meetings held)	6
Number of Shares held in Company as on March 31, 2024, including shareholding as a beneficial owner	Mr. Shah holds holds 4,560 Equity Shares of ₹ 10/- each (Post Sub-division, 9,120 Equity Shares of ₹ 5/- each, as on the date of this Notice)
Directorship held in other companies (including listed Companies resigned in the past three years)	<ul style="list-style-type: none"> - Chowgule Steamships Limited (Resigned as an Independent Director w.e.f. September 30, 2020); - Nemish Shah Investments Private Limited; - SNS Consulting Private Limited;
Chairmanship/Membership of Committees in other Indian Companies* (including listed Companies resigned in the past three years) <i>* Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations</i>	NIL
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Shah is not related to any Director and / or Key Managerial Personnel of the Company.

9. MR. JAIRAJ C. THACKER

Name of the Director	Jairaj C. Thacker
Director Identification Number (DIN)	00108552
Age	72 Years
Date of Birth	December 3, 1951
Date of Appointment on the Board	August 14, 2002
Qualification	- holds a Degree in Commerce,
Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Jairaj C. Thacker is a well-known Industrialist and Educationalist. He holds a Degree in Commerce. He is the Managing Director of Golden Chemicals Pvt.Ltd. He is the Managing Trustee of Narsee Monjee Educational Trust which runs Jamnabai Narsee School, President of Dr. Balabhai Nanavati Hospital, Executive Committee Member of Shri Vile Parle Kelavani Mandal and Vice President of Unaided Schools' Forum. He has been a member of the Board since June 27, 2002.
Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 11 read with respective Explanatory Statement of this Notice.
Remuneration last drawn	Sitting fees for attending Board and Committee Meetings.
Details of Remuneration sought to be paid	Sitting fees for attending Board and Committee Meetings.
Number of Meetings of the Board attended during the financial year 2023-2024 (out of total 6 Board Meetings held)	4
Number of Shares held in Company as on March 31, 2024, including shareholding as a beneficial owner	NIL
Directorship held in other companies (including listed Companies resigned in the past three years)	- Golden Chemicals Private Limited; - Shiva Buildcon Private Limited (Resigned w.e.f. January 29, 2024); - Nirant Education Services Private Limited; - Max Edusol Private Limited; - Titanium Knowledge Park Private Limited
Chairmanship/Membership of Committees in other Indian Companies * (including listed Companies resigned in the past three years) * Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations	NIL
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Thacker is not related to any Director and / or Key Managerial Personnel of the Company.

10. MR. RAJESHWAR D. BAJAAJ

Name of the Director	Rajeshwar D. Bajaj
Director Identification Number (DIN)	00087845
Age	81 Years
Date of Birth	December 4, 1942
Date of Appointment on the Board	September 11, 2014
Qualification	Bachelor in Science and LLB
Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Bajaj was the Chairman of the Board of Directors and Managing Director of Otis Elevators India. He also held the position of Vice President, South and Southeast Asia based in Singapore wherein the Otis country heads from India, Singapore, Thailand, Malaysia, Indonesia, Philippines and Vietnam reported to him. He has nearly four decades of experience in the elevator industry. Thereafter, for a period of three years, he joined Special Olympics Inc. as Managing Director, Asia Pacific, a nonprofit organization created by the Joseph P. Kennedy Jr. Foundation, Washington for the benefit of people with Intellectual Disabilities. He was a Director on Board of Glaxo Smithkline Pharmaceuticals Ltd., HDFC Asset Management Co. Ltd. and APW President Systems. He also served as the President of Bombay Gymkhana Limited for a period of two years
Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 12 read with respective Explanatory Statement of this Notice.
Remuneration last drawn	Sitting fees for attending Board and Committee Meetings.
Details of Remuneration sought to be paid	Sitting fees for attending Board and Committee Meetings.
Number of Meetings of the Board attended during the financial year 2023-2024 (out of total 6 Board Meetings held)	5
Number of Shares held in Company as on March 31, 2024, including shareholding as a beneficial owner	NIL
Directorship held in other companies (including listed Companies resigned in the past three years)	NIL
Chairmanship/Membership of Committees in other Indian Companies * (including listed Companies resigned in the past three years) * Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations	NIL
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Bajaj is not related to any Director and / or Key Managerial Personnel of the Company.

ANNEXURE – II

STATEMENT CONTAINING THE INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO SCHEDULE V, PART II, SECTION II OF THE ACT FOR ITEM NO. 8 OF THE 77TH ANNUAL GENERAL MEETING NOTICE DATED JULY 18, 2024 IS GIVEN HEREUNDER.

I. GENERAL INFORMATION :

(1) Nature of Industry	Electrical Engineering, manufacturing and sale of Transformers, Motors, Drives & Automation, Magnet Technology Machines and Execution of Turnkey Projects			
(2) Date or expected date of commencement of commercial production	The Company was incorporated on June 22, 1946 and business commenced on or around the year 1947.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.			
(4) Financial performance based on given indicators	₹ in lakhs			
Qualification		Year ending 31.03.2022	Year ending 31.03.2023	Year ending 31.03.2024
	Sales Turnover (gross)	126574	141850	187248
	Capital employed	78861	86570	83591
	Net worth	51266	57699	68441
	Profit / (Loss) before Tax	7455.79	11135.90	19874.77
	Profit / (Loss) after Tax	5557.89	8322.31	14959.13
	Dividends	1695.47	2260.62	3956.09
(5) Foreign investments or collaborators, if any	<p>There is no direct foreign investment in the Company.</p> <p>The Company has entered into Foreign Collaboration agreements with M/s Permanent Magnets S. A., Spain, for manufacture and sale of Gearless Permanent Magnet Synchronous Motors, with M/s Karl E Brinkmann, GmbH, Germany for the latest versions of KEB Combivert (Drives)</p>			

II. INFORMATION ABOUT THE APPOINTEES:
A. MR. SHOME N. DANANI, WHOLE-TIME DIRECTOR

(1) Background details	Mr. Shome N. Danani, 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, experience in the industry for more than 20 years in the electrical engineering industry and is Whole-time Director since 2009. He has been instrumental in building scalable systems and processes.	
(2) Past remuneration	Remuneration comprises of monthly salary, perquisites, retirement benefits and commission, the details of which are:	
		₹ in lakhs
	Y.E. 31.03.2022	318.39
	Y.E. 31.03.2023	483.95
	Y.E. 31.03.2024	739.70
(3) Recognition or Awards	N.A.	
(4) Job Profile and his suitability	Mr. Shome N. 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.	
(5) Remuneration proposed	Salary, Perquisites, Commission etc., as per the terms and conditions laid down in the proposed Resolution No. 8 and its Explanatory Statement, of this Notice, dated July 18, 2024.	
(6) Comparative remuneration profile with respect to industry size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is in tune with the current remuneration packages of managerial personnel of Companies belonging to similar industries. Further, it is commensurate with the qualification and experience and in accordance with the highly competitive business scenario requiring recognition and reward for performance and achievement towards meeting objectives of the Company.	
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Only to the extent of his entitlement of his remuneration and is related to Mr. Nikhil J. Danani, Managing Director of the Company.	

III. OTHER INFORMATION :

1.	Reasons of loss or inadequate profits	Not Applicable.
2.	Steps taken or proposed to be taken for improvement	Management is taking necessary and adequate steps by maintaining margins in a hypercompetitive environment while balancing the capacity utilization and costs.
3.	Expected increase in productivity and profits in measureable terms	Management continues to focus on Product improvement, costs and margins along with internal capability building.

IV. DISCLOSURES:

(1) All elements of Remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors	Salary, Perquisites, Commission etc., of Mr. Shome N. Danani, as per the terms and conditions laid down in the proposed Resolution No. 8 and its Explanatory Statement, of this Notice, dated July 18, 2024
(2) Details of fixed component. and performance linked incentives along with the performance criteria	Salary, Perquisites, Commission etc., of Mr. Shome N. Danani, as per the terms and conditions laid down in the proposed Resolution No. 8 and its Explanatory Statement, of this Notice, dated July 18, 2024
(3) Service contracts, notice period, severance fees	Not Applicable
(4) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Not Applicable

By Order of the Board

Sd/-

Durgesh N. Nagarkar
Company Secretary &
Sr. General Manager, Legal
(ICSI Membership No.: A5777)

Place: Mumbai
Date: July 18, 2024

Registered Office:

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
CIN: L31300MH1946PLC005017