

## **NOTICE**

NOTICE is hereby given that the One Hundred and Fifty-Fourth Annual General Meeting of the Members of The Bombay Burmah Trading Corporation, Limited will be held on Monday, 12<sup>th</sup> day of August, 2019 at 3.45 p.m. at Y B Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400 021, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a) the audited Financial Statements of the Corporation for the Financial Year ended 31 March 2019 together with the reports of the Board of Directors and Auditors thereon; and
  - b) the audited Consolidated Financial Statements of the Corporation for the Financial Year ended 31 March 2019 together with the Report of the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Dr.(Mrs.) Minnie Bodhanwala [DIN: 00422067], who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:
 

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Messrs B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022) appointed as the Statutory Auditors of the Corporation, to hold office from the conclusion of the Annual General Meeting (AGM) held on 13 August 2014 until the conclusion of the sixth consecutive AGM of the Corporation to be held in the year 2019 and were appointed as the Statutory Auditors consecutively from the years 2010 to 2013, be and are hereby re-appointed as the Statutory Auditors for a term of one year from the conclusion of this AGM until the conclusion of next AGM to be held in the year 2020, pursuant to the recommendation of the Audit Committee and the Board of Directors of the Corporation, at a remuneration as shall be fixed by the Board of Directors in consultation with the Auditors.”
5. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:
 

“RESOLVED THAT the Board of Directors be and are hereby authorised to appoint for the current financial year, in consultation with the Corporation’s Auditors namely Messrs B S R & Co. LLP, in respect of the audit of the accounts of the Corporation’s branch offices outside India, a person who is either qualified for appointment as auditor of the Corporation under Section 141 and other applicable provisions, if any, of the Companies Act, 2013 or an accountant duly qualified to act as an auditor of the accounts of such branch offices in accordance with the applicable laws of the concerned countries; and to determine the remuneration and other terms and conditions of their appointment as Branch Auditors as recommended by the Audit Committee.”

### **SPECIAL BUSINESS:**

6. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:
 

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. GLS & Associates, Cost Accountants, Coimbatore, [ICWA Registration No. 4482], the Cost Auditors appointed by the Board of Directors to conduct the audit of the cost records of the Corporation for the financial year ending 31 March 2020, be paid remuneration of ₹ 200,000 (Rupees Two lakh only) plus such taxes as applicable and reimbursement of actual out-of-pocket expenses.

RESOLVED FURTHER THAT any one of the Directors, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Corporation, be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

7. To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act') and Companies (Amendment) Act, 2017 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Section II of Part II of Schedule V of the Act and in furtherance to the Special Resolution passed by the Members of the Corporation at their Annual General Meeting (AGM) held on 5 August 2016 with regard to the appointment and remuneration payable to Mr. Ness Wadia [DIN:00036049], as the Managing Director of the Corporation for a period of 5 years with effect from 1 April 2016, the consent of the Corporation be and is hereby accorded for remuneration paid to Mr. Ness Wadia as approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and as set out in the Explanatory Statement annexed to this Notice, for each of the financial years i.e. 2016-2017, 2017-2018 and 2018-2019, which is in excess of the limits specified in Schedule V of the Act, but is within the limits approved by the Members at the AGM held on 5 August 2016.”

8. To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act') and Companies (Amendment) Act, 2017 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Section II of Part II of Schedule V of the Act, the consent of the Corporation be and is hereby accorded for payment of remuneration to Mr. Ness Wadia as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, for the remaining period of his tenure, i.e. with effect from 1 April 2019 upto 31 March 2021, provided that the said remuneration is within the overall limits as approved by the Members at their Annual General Meeting (AGM) held on 5 August 2016.

RESOLVED FURTHER THAT the Board (which expression shall also include a duly constituted committee thereof) be and is hereby authorized to fix, alter or vary from time to time, Mr. Ness Wadia's remuneration within the overall ceiling as approved by the Members subject to the provisions of the said Schedule V and other applicable provisions of the Act for the time being in force and other approvals, sanctions or permissions, if and to the extent required.

RESOLVED FURTHER THAT where in any financial year during the currency of remaining tenure of Mr. Ness Wadia as Managing Director, i.e. with effect from 1 April 2019 upto 31 March 2021, the Corporation has no profits or its profits are inadequate, the Corporation shall pay Mr. Ness Wadia, remuneration as determined by the Board pursuant to the authority vested in it in terms of the this Resolution, subject to the provisions of Schedule V and other applicable provisions of the Act, and such approvals as may be required AND THAT such remuneration shall be treated as the minimum remuneration payable to Mr. Ness Wadia.

RESOLVED FURTHER THAT save as aforesaid, all other terms and conditions of Mr. Ness Wadia's appointment as the Managing Director of the Corporation as approved by the Members at their AGM held on 5 August 2016, shall continue unchanged.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

9. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Y.S.P Thorat (DIN: 00135258) who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Corporation by the Board with effect from 4 February 2019, pursuant to Section 161 of the Act and holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director and in respect of whom the Corporation has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Corporation, he not being liable to retire by rotation.

RESOLVED FURTHER THAT Dr. Y.S.P Thorat, who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Corporation in terms of Section 149 of the Act, for a term of five consecutive years commencing from 4 February 2019 upto 3 February 2024, he not being liable to retire by rotation.”

10. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vinesh Kumar Jairath (DIN: 00391684) who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Corporation by the Board with effect from 4 February 2019, pursuant to Section 161 of the Act and holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director and in respect of whom the Corporation has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Corporation, he not being liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vinesh Kumar Jairath, who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Corporation in terms of Section 149 of the Act, for a term of five consecutive years commencing from 4 February 2019 upto 3 February 2024, he not being liable to retire by rotation.”

11. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17(1) and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Gauri Kirloskar (DIN: 03366274) who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Corporation by the Board with effect from 4 February 2019, pursuant to Section 161 of the Act and holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director and in respect of whom the Corporation has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Corporation, she not being liable to retire by rotation.

# The Bombay Burmah Trading Corporation, Limited

RESOLVED FURTHER THAT Mrs. Gauri Kirloskar, who has submitted a declaration that she meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Corporation in terms of Section 149 of the Act, for a term of five consecutive years commencing from 4 February 2019 upto 3 February 2024, she not being liable to retire by rotation."

By Order of the Board

N. H. Datanwala  
Chief Financial Officer

Registered Office:

9, Wallace Street,  
Fort, Mumbai - 400 001

CIN : L99999MH1863PLC000002

Email : investorservices@bbtcl.com

Website : www.bbtcl.com

Tel No. : +91 22 22197101

Mumbai, 2 July 2019

## NOTES:

1. The Statement of Material Facts as required under section 102 of the Companies Act, 2013 ('the Act') with respect to Item No. 4 and Item Nos. 6 to 11 is attached hereto as Annexure I.
2. Details of the Directors retiring by rotation and seeking appointment/ re-appointment at the Annual General Meeting is annexed to the Notice as Annexure II as required by the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
4. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Corporation, duly completed and signed, not less than forty-eight hours before the commencement of the meeting.
5. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Corporation carrying voting rights. A Member holding more than ten percent of the total share capital of the Corporation carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
6. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution to the Corporation, authorising their representative to attend and vote on their behalf at the Meeting.
7. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The prominent land mark for the venue is 'next to Sachivalay Gymkhana'.
8. The Corporation's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Karvy Fintech Private Limited (Karvy) having their office at Karvy Selenium Tower

B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032.

9. The Register of Members and the Share Transfer Books of the Corporation will remain closed from Saturday, 3 August 2019 to Monday, 12 August 2019 (both days inclusive).
10. Dividend, if declared at the Annual General Meeting, shall be paid to the Members on or after Tuesday, 13 August 2019 to those members whose names appear on the Register of Members of the Corporation on Friday, 2 August 2019 in respect of shares held in physical form. In respect of shares held in electronic form, dividend will be paid to the beneficial owners of shares as at the closing hours of 2 August 2019 as per details furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for this purpose.

Members are requested to provide Bank details to facilitate payment of dividend, etc., either in electronic mode or for printing on the payment instruments.

11. Members are requested to:
  - a) intimate to the Corporation's Registrar and Transfer Agents, Karvy Fintech Private Limited, at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, Email- [einward.ris@karvy.com](mailto:einward.ris@karvy.com), changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
  - b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
  - c) quote their folio numbers/Client ID/DP ID in all correspondence; and
  - d) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and Karvy/ Corporation, in case of Shares held in physical form, as directed by Securities and Exchange Board of India ('SEBI').
12. SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Corporation will print the bank account details, if available, on the payment instrument for distribution of dividend. The Corporation will not entertain any direct request from Members holding shares in electronic mode for deletion of/ change in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
13. SEBI has directed that securities of listed companies can be transferred only in dematerialised form with effect from 1 April 2019. Any investor who is desirous of transferring shares (which are held in physical form) after 1 April 2019 can do so only after the shares are dematerialised. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form
14. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Rules made thereunder, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

An amount of ₹ 14,81,229 being unclaimed/unpaid dividend of the Corporation for the financial year ended 31 March 2011 was transferred in September 2018 to IEPF.

Last date for claiming unclaimed and unpaid dividends declared by the Corporation for the FY 2011-12 and thereafter is as under:

<b>Financial Year</b>	<b>Date of Declaration of Dividend</b>	<b>Due date for transfer to IEPF</b>
2011-2012	08.08.2012	13.09.2019
2012-2013	07.08.2013	12.09.2020
2013-2014	13.08.2014	18.09.2021
2014-2015	05.08.2015	10.09.2022
2015-2016	05.08.2016	10.09.2023
2016-2017	03.08.2017	08.09.2024
2017-2018	08.08.2018	13.09.2025

Members who have so far not encashed the Dividend Warrants for the above years are requested to submit their claim at the earliest to Karvy at either of the aforesaid addresses immediately quoting their folio number/ DP ID & Client ID.

15. In terms of the provisions of Section 124(6) of the Companies Act, 2013 ('Act') read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, ('the Rules') the Corporation is required to transfer all shares in respect of which dividend has not been paid or claimed for a period of seven consecutive years or more to the Demat Account of the IEPF Authority.

In accordance with the Rules, the Corporation had, during FY 2018-19, transferred to the IEPF Authority 28,715 equity shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, in November 2018.

Further, in compliance with the Rules, the Corporation has sent notice to the concerned shareholders whose shares are liable to be transferred/credited to the Demat Account of the IEPF Authority. The Corporation has uploaded on its website: [www.bbtcl.com](http://www.bbtcl.com) under Investor Relations the details of such shareholders whose shares are to be transferred/credited to the Demat Account of the IEPF Authority.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPF/refund.html> or contact Karvy for lodging claim for refund of shares and / or dividend from the IEPF Authority.

16. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Karvy at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
17. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2018-19 can be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository Participants or the Corporation/Karvy, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Karvy (in case of Shares held in physical form). Members are also informed that the full text of all Notices, Reports etc. sent by email to them will also be made available on our website <http://bbtcl.com/investor-relations/annual-reports/>

18. Members intending to require information about the Financial Statements, to be explained at the Meeting are requested to inform the Corporation at least a week in advance of their intention to do so, so that the papers relating thereto may be made available.

19. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the meeting.

20. Members are requested to bring their copy of the Annual Report to the Annual General Meeting

**21. Voting through electronic means:**

- i. In compliance with provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations, 2015'] and Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Corporation is pleased to provide to its Members a facility to exercise their right to vote on resolutions proposed to be passed at the 154<sup>th</sup> Annual General Meeting ('AGM') by electronic means ('e-voting') and the business may be transacted through e-voting services provided by Karvy Fintech Private Limited ('Karvy'). The Members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- ii. The facility for voting by way of ballot paper shall also be made available at the AGM and the Members attending the AGM shall be able to exercise their right to vote at the AGM in case they have not cast their votes by remote e-voting.
- iii. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again.
- iv. A Member can opt for only single mode of voting, i.e. through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- v. The Board of Directors of the Corporation have appointed Mr. Tushar Shridharani, Practicing Company Secretary, (Membership No. FCS 2690) as Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.
- vi. The results shall be declared not later than forty-eight hours from conclusion of the Meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Corporation at [www.bbtcl.com](http://www.bbtcl.com) and the website of Karvy: <https://evoting.karvy.com> immediately after the results are declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Corporation are listed and shall be displayed at the Registered Office of the Corporation.

**The instructions for Members voting electronically are as under:**

A. In case a Member receives an e-mail from Karvy [for members whose e-mail IDs are registered with the Corporation/Depository Participant(s)] which includes details of E-Voting Event Number (EVEN), User ID and Password:

- a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- b) Enter the login credentials (i.e. User ID and Password). In case of physical folio, User ID will be EVEN followed by Folio Number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- c) After entering these details appropriately, click on "LOGIN".
- d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a

special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the “EVENT” i.e. The Bombay Burmah Trading Corporation, Limited.
- g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST”, but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- h) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.
- i) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- k) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you have voted on the Resolution(s), you will not be allowed to modify your vote.
- l) Corporate / Institutional Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney /Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: tushar@tusharshri.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_EVENT”.

If the authorised representative intends to vote through remote e-voting, the certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) should reach the Scrutinizer not later than Sunday, 11 August 2019 (by 5:00 p.m. IST). In case if the authorised representative attends the meeting in person, the above mentioned documents shall be submitted before the commencement of AGM.

- B. In case a member receives physical copy of the Notice of AGM [for Members whose e-mail IDs are not registered with the Corporation /Depository Participant(s)]:
  - a) EVEN, User ID and Initial Password is provided in the Attendance Slip
  - b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote by electronic means.

#### **OTHER INSTRUCTIONS:**

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download Section of <https://evoting.karvy.com> (Karvy Website) or contact at [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com), or Mr. Ananda H Moolya, Deputy Manager, Karvy at Karvy Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at the email ID [evoting@karvy.com](mailto:evoting@karvy.com) or on phone No.: 040- 6716 1627 or call Karvy’s toll free No.: 1800-3454-001 for any further clarifications.



- b. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on **Friday, 9 August 2019** (at 9:00 a.m. IST) and ends on **Sunday, 11 August 2019** (at 5:00 p.m. IST). During this period, Members of the Corporation, holding shares either in physical form or in dematerialised form, as on the cut-off date **Monday, 5 August 2019** may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Corporation as on Monday, 5 August 2019, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
- e. In case a person has become a Member of the Corporation after dispatch of AGM Notice but on or before the cut-off date for E-Voting, i.e., Monday, 5 August 2019, he/she/it may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> Folio No. or DP ID Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.  
 Example for NSDL:  
 MYEPWD <SPACE> IN12345612345678  
 Example for CDSL:  
 MYEPWD <SPACE> 1402345612345678  
 Example for Physical:  
 MYEPWD <SPACE> XXXX1234567890  
 (XXXX being EVEN)
  - ii. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Member may call Karvy's toll free number 1800-3454-001.
  - iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavor to send User ID and Password to those new Members whose e-mail IDs are available.

#### **PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN / ATTENDANCE REGISTRATION:**

Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Corporation has provided a Web Checkin facility through Karvy's website. Web Check-in on the Karvy's website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

#### **Procedure of Web Check-in is as under:**

- a. Log on to <https://karisma.karvy.com> and click on "Web Check-in for General Meetings (AGM/EGM/CCM)".
- b. Select the name of the Company: The Bombay Burmah Trading Corporation, Limited.
- c. Pass through the security credentials viz., DP ID/Client ID/Folio No. entry, PAN & "CAPTCHA" as directed by the system and click on the submission button.

- d. The system will validate the credentials. Then click on the “Generate my attendance slip” button that appears on the screen.
- e. The attendance slip in PDF format will appear on the screen. Select the “PRINT” option for direct printing or download and save for the printing.
- f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
- g. After registration, a copy will be returned to the Member.
- h. The Web Check-in (Online Registration facility) is available for AGM during remote e-voting period only i.e. from Friday, 9 August 2019 (9:00 a.m. IST) to Sunday, 11 August 2019 (5:00 p.m. IST). The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

## **ANNEXURE I TO THE NOTICE**

### **STATEMENT OF MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 4**

Messrs B S R & Co. LLP, Chartered Accountants, ('BSR') was appointed as the Statutory Auditors of the Corporation for a period of one (1) year at the Annual General Meeting ('AGM') held on 10 August 2010 till the next AGM and thereafter, BSR was consecutively appointed as the Statutory Auditors till the F Y 2013-2014 (i.e. 4 years).

Further, BSR was appointed as Statutory Auditors of the Corporation at the 149<sup>th</sup> Annual General Meeting held on 13 August 2014 for a period of five (5) years until the conclusion of the 154<sup>th</sup> AGM of the Corporation to be held in the year 2019. As such, BSR has completed a period of nine (9) years being the Statutory Auditors of the Corporation and is eligible for being appointed as the Statutory Auditor for a further period of one (1) year from the conclusion of this AGM until the conclusion of the next AGM to be held in the year 2020, pursuant to the provisions of Section 139 of the Companies Act, 2013.

The approval of the Members is required to be obtained for appointment of Messrs B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors for a period of one (1) year from the conclusion of this AGM until the conclusion of the next AGM to be held in the year 2020 at a remuneration to be fixed by the Board in consultation with the Auditors. Hence, the Resolution at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Corporation and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

#### **Item No. 6**

The Board of Directors on the recommendation of the Audit Committee has approved the appointment of M/s. GLS & Associates, Cost Accountants, Coimbatore, (ICWA Registration No. 4482) as Cost Auditors at a remuneration of ₹ 200,000 (Rupees Two Lakh only) plus such taxes as applicable and reimbursement of actual out of pocket expenses incurred by them for the conduct of audit of the cost records of the Corporation for the financial year ending 31 March 2020. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered Office of the Corporation during 11.00 a.m. to 1.00 p.m. on all working days.

The approval of the Members is required to be obtained for payment of remuneration to the Cost Auditors for the financial year ending 31 March 2020. Hence, the Resolution at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Corporation and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members

#### **Item Nos. 7 and 8**

Mr. Ness Wadia (hereinafter referred to as Mr. Wadia) was re-appointed as the Managing Director ('MD') of the Corporation for a period of 5 years with effect from 1 April 2016 to 31 March 2021 at the remuneration and upon the terms approved by the Members at the Annual General Meeting ('AGM') held on 5 August 2016 pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act').

A. The Members, vide the said Resolution, approved the following remuneration to be paid to Mr. Wadia during his tenure as the Managing Director:

- Basic Salary upto a maximum of ₹ 35,00,000/- per month with increments each year, as may be determined by the Board, based on the recommendations of the Nomination & Remuneration Committee;
- Benefits, perquisites and allowances as may be recommended by the Nomination & Remuneration Committee and determined by the Board, from time to time, or as may be applicable in accordance with the rules and policies of the Corporation, upto a maximum of ₹ 17,50,000/- per month.
- Reimbursement of actual medical expenses incurred on self and family.
- Bonus as may be determined by the Board, based on the recommendations of the Nomination & Remuneration Committee on the performance criteria;
- Contribution to Provident Fund, Superannuation Fund or Gratuity Fund as per the Rules of the Corporation.

The Members, vide the said resolution, authorised the Board to fix the actual remuneration of Mr. Wadia and revise the same from time to time, within the maximum limits specified above. The Members also approved that in any financial year during the tenure of Mr. Wadia, the Corporation has no profits or its profits are inadequate, the Corporation shall pay such remuneration as determined by the Board for a period not exceeding three (3) years commencing from 1 April 2016 and that such remuneration shall be treated as minimum remuneration payable to Mr. Wadia.

Pursuant to the aforesaid, the Corporation during FY 2016-17 and FY 2017-18 paid remuneration to Mr. Wadia aggregating to ₹ 289.98 lakh (excluding retinals of ₹ 59.96 lakh) as approved by the Board for each of the financial years which was in excess of the limits specified in Schedule V of the Act, in view of the losses incurred during the FY 2016-17 and FY 2017-18. Applications were made to the Central Government (CG) for approval of the remuneration for these years as Mr. Wadia holds direct and indirect interest in the capital of the Corporation.

Pursuant to the amendments made to the Companies Act, 2013 vide MCA Notification No. S.O. 4823 (E) dated 12 September 2018, no Central Government approval is required for payment of remuneration in excess of the limits set out in Schedule V of the Act and any application made to the Central Government under Section 197 shall abate and the Company shall, within one

year of commencement of the Companies (Amendment) Act, 2017, obtain the approval of the shareholders in accordance with the amended provisions.

In view of the above amendments to the Companies Act, 2013, the Central Government has informed the Corporation that the applications made to them for the financial years 2016-17 and 2017-18 shall abate and are closed & filed; and that Corporation should comply with the amended provisions.

As per the amended provisions, the Corporation is required to obtain the approval of its shareholders by way of a special resolution for payment of remuneration to Mr. Wadia amounting to ₹ 349.94 lakh (including retiral) for each of the F.Y.s 2016-17 and 2017-18 within one year of the date of notification, i.e. by 11 September 2019. It may be noted that there has been no increase in the remuneration paid to the Mr. Wadia in from the F.Y.s 2014-15 to 2017-18.

The Board of Directors at its Meeting held on 21 May 2018 had approved increase in the salary payable for FY 2018-19 to Mr. Wadia with effect from 1 April 2018 within the overall limits approved by the Members as aforesaid. Accordingly, the Corporation has during the year 2018-19 paid remuneration of ₹ 318.26 lakh (excluding retiral of ₹ 65.95 lakh) to Mr. Wadia which is in excess of the limits specified in Schedule V of the Act.

Pursuant to amendment in the Act read with the notification dated 12 September 2018 as referred herein the approval of Members is sought by way of Special Resolution for payment of remuneration for FY 2016-17 to FY 2018-19.

It may be noted that the Corporation has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor for the financial year ended 31 March 2019.

- B. As stated above, the Members had approved the remuneration payable to Mr. Wadia for a period not exceeding 3 years commencing from 1 April 2016 upto 31 March 2019 in case of no profits or inadequate profits.

In view of the aforesaid, the approval of Members is being sought for payment of remuneration for the remaining period of his tenure, i.e. from 1 April 2019 upto 31 March 2021 as may be determined by the Board, provided that such remuneration is within the overall limits as approved by the Members at their AGM held on 5 August 2016.

It may be noted that the Board at its Meeting held on 2 July 19 has approved payment of ₹ 318.26 lakh (excluding retiral of ₹ 65.95 lakh) for FY 2019-20 subject to the approval of the Members as stated hereinabove, being the same remuneration paid to Mr. Wadia for FY 2018-19.

In view of the above, the remuneration payable to Mr. Ness Wadia for remaining period of his tenure, i.e. 1 April 2019 to 31 March 2021 is now being placed before the Members for their approval by way of Special Resolution.

**Additional Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:**

**I. General Information:**

- (i) Nature of Industry: The Corporation is a multi-product and multi divisional organisation with diverse business interests viz. Plantations (Tea and Coffee), Auto Electric Components, Healthcare and Real Estate.
- (ii) Date or expected date of commencement of commercial production: The Corporation was incorporated on 4 September 1863 and commercial production has commenced about 150 years ago.

- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- (iv) Financial performance based on given indicators: As per published audited financial results for the year ended 31 March 2019 -

<b>Particulars</b>	<b>Standalone (₹ in Lakh)</b>
Turnover & Other Income	27,678
Profit /(Loss) after tax	(1,970)
Net Worth (share capital + reserves other than revaluation reserve)	25,702

- (v) Foreign investments or collaborations, if any: The Corporation has substantial interests outside India in the form of investments in/by its foreign subsidiaries and the Corporation owns and operates tea estates in Tanzania. Besides this, the Corporation's 100% subsidiary in Singapore is engaged in the activities of horticulture, landscaping and decorative plants and another subsidiary in USA is engaged in specialty tea.

## **II. Information about the appointee:**

- (i) Background details:

Mr. Ness Wadia, 47, is M.Sc in Engineering Business Management (Warwick University, UK). He had received extensive training in management at the Warwick University, UK. Mr. Wadia has more than 25 years of experience in the fields of overall general management to run business units. He holds directorships in various leading companies in India such as The Bombay Dyeing and Manufacturing Company Ltd., Britannia Industries Ltd. and National Peroxide Ltd.

- (ii) Past Remuneration:

<b>Financial Year</b>	<b>Amount (₹ in lakh)</b>
2016-17	349.94
2017-18	349.94
2018-19	384.21

- (iii) Recognition or Awards:

Mr. Wadia was awarded Rotary Medal of Honour for Bravery (1980-81).

- (iv) Job Profile and suitability:

Mr. Ness Wadia is a part of the Senior Management responsible for the operations and affairs of the Corporation. He has been actively involved with the various businesses of the Wadia group in general and in particular, with the day to day business affairs of the Corporation for the past eight years .

Mr. Wadia has played an important role in restructuring and consolidating the operations of the Corporation and is now leading the Corporation's expansion project spanning its core area of business viz. Plantations and the Corporation's diversification into real estate projects, retail and hospitality industries.

- (v) Remuneration proposed: As detailed in Explanatory Statement with respect to Item Nos.7 and 8 forming part of this Notice.

- (vi) 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 with respect to the country of his origin):

Taking into consideration the size of the Corporation, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration paid/proposed to be paid to Mr. Wadia is commensurate with the remuneration package paid to similar senior level appointees in other comparable companies and has been recommended by the Nomination & Remuneration Committee at its meeting held on 2 July 2019 and approved by the Board.

- (vii) Pecuniary relationship directly or indirectly with the Corporation or relationship with the managerial personnel, if any:

Mr. Wadia does not, directly or indirectly have any other material pecuniary relationship with the Corporation, except to the extent of his remuneration and his shareholding in the Corporation.

- (viii) Mr. Wadia holds 18,600 shares in the Corporation.

### **III. Other Information:**

- (i) Reasons of loss or inadequate profits:

The tea business continued to underperform due to adverse weather conditions, increase in wages and rising input costs and unremunerative price for tea as commodity. Electromags division was under pressure due to resistance by customers, particularly OEMs and price increase of main raw materials as also slowdown in the auto industry. The working of Healthcare Division was impacted due to lower offtake of its alloy products in the wake of health concerns in the dental fraternity regarding the usage of alloys. The unlocking value of land parcels could not be achieved due to sluggish market conditions in the real estate sector and politico-economic conditions. All the adversities of underperformance resulted in losses for the year. However, the overall performance of the Corporation has shown improvement resulting in reduction in losses as compared to previous year.

- (ii) Steps taken or proposed to be taken for improvement:

Various measures are being undertaken for cost reduction and improvement in yield and productivity of Tea businesses. The efforts are also made to move up the value chain to improve margins by introduction of packet tea. Electromags Division expects major contribution from new product development and also from organic growth of current products in coming year. The diversification plans are under consideration for increase in business potentials. The Corporation is actively pursuing unlocking the value of land parcels. These initiatives have started showing results and expected to result in substantial improvement in performance of the Corporation.

- (iii) Expected increase in productivity and profits in measurable terms:

Barring unforeseen circumstances and subject to unlocking the value of the non-core assets, the Corporation is expected to be profitable during the year.

Mr. Ness Wadia is interested in the resolution set out at Item Nos. 7 and 8 since it relates to remuneration payable to him. Besides Mr. Nusli N. Wadia and Mr. Jehangir Wadia, Directors of Corporation, who are related to each other and their relatives to the extent of their shareholding, none of the Directors/Key Managerial Personnel of the Corporation and their relatives are concerned or interested, financially or otherwise, in the Special Resolution at Item Nos.7 and 8.

The Board recommends the Special Resolution set out at Item Nos. 7 and 8 of the Notice for approval by the Members.

**Item No. 9**

Dr. Y.S.P Thorat (DIN: 00135258) was appointed as an Additional Director in the category of Non-Executive Independent Director on the Board of the Corporation w.e.f. 4 February 2019 on the recommendation of the Nomination and Remuneration Committee of the Board. As such, he holds office upto the date of this Annual General Meeting. The Corporation has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Thorat for the office of Director of the Corporation.

The attention of the shareholders is invited to Annexure II of the Notice wherein the required details pertaining to Dr. Thorat are set out.

Dr. Thorat is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Corporation has received a declaration from Dr. Thorat stating that he meets with the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board has pursuant to Sections 149 and 152 of the Companies Act, 2013 appointed Dr. Thorat as a Director not liable to retire by rotation. He has also been appointed by the Board as an Independent Director, he being eligible to be so appointed, for a term of five consecutive years commencing from 4 February 2019 to 3 February 2024, he not being liable to retire by rotation.

A copy of the draft letter of appointment of Dr. Thorat is available for inspection at the Registered office of the Corporation and will also be available for inspection at the Annual General Meeting of the Corporation.

The Board is of the view that Dr. Thorat's knowledge and experience will be of immense benefit and value to the Corporation and, therefore, recommends his appointment to the Members.

Dr. Thorat is interested in the resolution at Item No. 9 of the Notice, as it relates to his appointment as a Director and Independent Director not liable to retire by rotation.

None of the other Directors or Key Managerial Personnel of the Corporation or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members.

**Item No. 10**

Mr. Vinesh Kumar Jairath (DIN: 00391684) was appointed as an Additional Director in the category of Non-Executive Independent Director on the Board of the Corporation w.e.f. 4 February 2019 on the recommendation of the Nomination and Remuneration Committee of the Board. As such, he holds office upto the date of this Annual General Meeting. The Corporation has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Jairath for the office of Director of the Corporation.

The attention of the shareholders is invited to Annexure II of the Notice wherein the required details pertaining to Mr. Jairath are set out.

Mr. Jairath is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Corporation has received a declaration from Mr. Jairath stating that he meets with the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board has pursuant to Sections 149 and 152 of the Act appointed Mr. Jairath as a Director not liable to retire by rotation. He has also been appointed by the Board as an Independent Director,

he being eligible to be so appointed, for a term of five consecutive years commencing from 4 February 2019 to 3 February 2024, he not being liable to retire by rotation.

A copy of the draft letter of appointment of Mr. Jairath is available for inspection at the Registered office of the Corporation and will also be available for inspection at the Annual General Meeting of the Corporation.

The Board is of the view that Mr. Jairath's knowledge and experience will be of immense benefit and value to the Corporation and, therefore, recommends his appointment to the Members.

Mr. Jairath is interested in the resolution at Item No. 10 of the Notice, as it relates to his appointment as a Director and Independent Director not liable to retire by rotation.

None of the other Directors or Key Managerial Personnel of the Corporation or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the Members.

#### **Item No. 11**

Mrs. Gauri Kirloskar (DIN: 03366274) was appointed as an Additional Director in the category of Non-Executive Independent Director on the Board of the Corporation w.e.f. 4 February 2019 on the recommendation of the Nomination and Remuneration Committee of the Board. As such, she holds office upto the date of this Annual General Meeting. The Corporation has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Kirloskar for the office of Director of the Corporation.

The attention of the shareholders is invited to Annexure II of the Notice wherein the required details pertaining to Mrs. Kirloskar are set out.

Mrs. Kirloskar is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as a Director. The Corporation has received a declaration from Mrs. Kirloskar stating that she meets with the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board has pursuant to Sections 149 and 152 of the Act appointed Mrs. Kirloskar as a Director not liable to retire by rotation. She has also been appointed by the Board as an Independent Director, she being eligible to be so appointed, for a term of five consecutive years commencing from 4 February 2019 to 3 February 2024, she not being liable to retire by rotation.

A copy of the draft letter of appointment of Mrs. Kirloskar is available for inspection at the Registered office of the Corporation and will also be available for inspection at the Annual General Meeting of the Corporation.

The Board is of the view that Mrs. Kirloskar's knowledge and experience will be of immense benefit and value to the Corporation and, therefore, recommends her appointment to the Members.

Mrs. Kirloskar is interested in the resolution at Item No. 11 of the Notice, as it relates to her appointment as a Director and Independent Director not liable to retire by rotation.

None of the other Directors or Key Managerial Personnel of the Corporation or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the Members.



**ANNEXURE II TO THE NOTICE****Brief resume of Director(s) proposed to be appointed/ re-appointed as Director****Dr.(Mrs.) Minnie Bodhanwala (Item No. 3)**

Dr.(Mrs.) Minnie Bodhanwala, Non-Executive Director, is presently working as Chief Executive Officer at Nowrosjee Wadia Maternity Hospital and Bai Jerbai Wadia Hospital for Children, Parel, Mumbai. Under her stewardship, the Wadia Hospitals have won 21 prestigious awards in a span of one year. Dr. Bodhanwala was honoured with more than 40 awards, which include various prestigious awards like the “International Award in Healthcare” by the Thai Chamber of Commerce, Bangkok; “Global Award for Sustainable Healthcare Models with Revenue Turnover”, Dubai; “Leading Business Women of the Year” by iiGlobal, Mumbai; Life Time Achievement Award in Healthcare by National Excellence Awards 2015. She is highly-motivated, pro-active, passionate individual holding a rich and enormous experience of 30 years with exceptional liaison, teamwork, leadership, & organizational abilities to thrive in a fast-paced, results-oriented business environment.

Other details as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are:

Age	56 years
Qualifications	BDS, MBA, MHA, TQM, FCR, PGQMAHO; FISQUA Green Belt – Six Sigma; Principal Assessor, NABH ISO Auditor 9001, 14001, DPE(USA).
Experience (including expertise in specific functional area) / Brief Resume	Experience of 30 years with exceptional liaison, teamwork, leadership, & organizational abilities to thrive in a fast-paced, results-oriented business environment.
Terms and Conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013 (the Act), Dr.(Mrs.) Minnie Bodhanwala who was appointed as a Director at the Annual General Meeting held on 3 August 2017 is liable to retire by rotation at this Meeting.
Remuneration last drawn (including sitting fees, if any)	Sitting fees paid for the Financial Year 2018-2019 was ₹80,000
Remuneration proposed to be paid	Entitled to such commission as approved by the Members of the Corporation for the Non-Executive Directors of the Corporation.
Date of first appointment on the Board	30 <sup>th</sup> March, 2017
Shareholding in the Corporation as on 31 March 2019	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Corporation
Number of meetings of the Board attended during the financial year (2018-2019)	2 (Two)
Directorships of other Boards as on 31 March 2019 (excluding The Bombay Burmah Trading Corporation, Limited)	The Bombay Dyeing and Manufacturing Company Limited National Peroxide Limited Axel Polymers Limited

## The Bombay Burmah Trading Corporation, Limited

Membership/ Chairmanship of Committee of other Boards as on 31 March 2019	<ul style="list-style-type: none"> <li>• The Bombay Dyeing and Manufacturing Company Limited – Stakeholders’ Relationship Committee – Member</li> <li>• The Bombay Dyeing and Manufacturing Company Limited – Corporate Social Responsibility Committee – Member</li> <li>• Axel Polymers Limited – Stakeholders’ Relationship Committee – Member</li> <li>• Axel Polymers Limited – Nomination and Remuneration Committee – Member</li> </ul>
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### Dr. Y. S. P. Thorat (Item No.9)

Dr. Y.S.P. Thorat who retired as Chairman, NABARD in November 2007, was till recently Executive Chairman of the Dry land Farming Commission and Chairman of the Agriculture Universities Recruitment Board, Government of Maharashtra. Earlier Dr. Thorat was associated with the Planning Commission, Government of India (GOI) for the 10<sup>th</sup> and 11<sup>th</sup> Five Year Plans. He was Chief Executive of the Rajiv Gandhi Trust and Foundation, New Delhi and served on the Board of the National Institute of Bank Management, Pune. On the academic side he was Chairman of the Indian Society of Agriculture Economics and Member, Senate and Academic Council of the Shivaji University, Kolhapur. Dr. Thorat is a University ranker having received the prestigious Gopal Krishna Gokhale Award for being adjudged the best student of Political Science amongst all universities in Maharashtra. Dr. Thorat started his career in the Reserve Bank of India (RBI) in 1972 and was appointed as its Executive Director in 2003. His main contribution has been in the field of policy support for agriculture finance, urban cooperative banks, cooperative policy and credit. In 2004, he was appointed by GOI as Managing Director and then Chairman of National Bank for Agriculture and Rural Development (NABARD).

Other details as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are:

Age	71 years
Qualifications	Dr. Thorat holds a distinction in Law, a doctorate in Economics and D.Lit.
Experience (including expertise in specific functional area) / Brief Resume	Industrialist having rich business experience
Terms and Conditions of appointment	Dr. Thorat is proposed to be appointed as the Independent Director of the Corporation as per Resolution at Item No.9 of the Notice convening this Meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Sitting fees paid for the Financial Year 2018-2019 was Nil as no Meetings of the Board were held post his appointment on 4 February 2019 upto 31 March 2019.
Remuneration proposed to be paid	Entitled to such commission as may be approved by the Members of the Corporation for the Non-Executive Directors of the Corporation.
Date of first appointment on the Board	4 February 2019
Shareholding in the Corporation as on 31 March 2019	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Corporation

Number of meetings of the Board attended during the financial year (2018-2019)	Nil
Directorships of other Boards as on 31 March 2019 (excluding The Bombay Burmah Trading Corporation, Limited)	Britannia Industries Ltd Tata Chemicals Limited Rallis India Limited
Membership/ Chairmanship of Committee of other Boards as on 31 March 2019	<ul style="list-style-type: none"> <li>• Tata Chemicals Limited - Audit Committee – Member</li> <li>• Tata Chemicals Limited – Nomination and Remuneration Committee - Chairman</li> <li>• Rallis India Limited – Stakeholders’ Relationship Committee – Member</li> <li>• Rallis India Limited – Corporate Social Responsibility Committee – Member</li> <li>• Britannia Industries Limited - Corporate Social Responsibility Committee – Member</li> </ul>

#### Mr. Vinesh Kumar Jairath (Item No.10)

Mr. Vinesh Kumar Jairath joined the Indian Administrative Service in 1982 and worked in various positions in the Government of Maharashtra and Government of India. Some of the positions he held during his career in the IAS are Secretary to the Governor of Maharashtra, MD SICOM and Principal Secretary Industries Maharashtra. He took voluntary retirement in March 2008 and since then has been working as an independent consultant in areas of infrastructure, industry and real estate development. He is an independent director on the Boards of Tata Motors Limited, Bombay Dyeing & Manufacturing Company Ltd, Go Airlines (India) Ltd. and Wockhardt Ltd.

Other details as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are:

Age	60 years
Qualifications	Mr. Jairath has a Masters in Development Economics from the University of Manchester, U.K. and holds Bachelor of Arts Degree in Public Administration and Bachelor of Laws Degree, both, from Punjab University
Experience (including expertise in specific functional area) / Brief Resume	He has over 35 years of experience in public administration, infrastructure planning and development and infrastructure financing, finance, industry, urban development, environmental management, while occupying various important positions in the Government and post voluntary retirement on boards of various companies.
Terms and Conditions of appointment	Mr. Jairath is proposed to be appointed as the Independent Director of the Corporation as per Resolution at Item No.10 of the Notice convening this Meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Sitting fees paid for the Financial Year 2018-2019 was Nil as no Meetings of the Board were held post his appointment on 4 February 2019 upto 31 March 2019.

## The Bombay Burmah Trading Corporation, Limited

Remuneration proposed to be paid	Entitled to such commission as may be approved by the Members of the Corporation for the Non-Executive Directors of the Corporation.
Date of first appointment on the Board	4 February 2019
Shareholding in the Corporation as on 31 March 2019	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Corporation
Number of meetings of the Board attended during the financial year (2018-2019)	Nil
Directorships of other Boards as on 31 March 2019 (excluding The Bombay Burmah Trading Corporation, Limited)	The Bombay Dyeing and Manufacturing Company Limited Wockhardt Limited Tata Motors Limited Kirloskar Industries Limited Kirloskar Oil Engines Limited Concorde Motors (India) Limited TML Distribution Company Limited Tata Motors Finance Solutions Limited Go Airlines (India) Limited
Membership/ Chairmanship of Committee of other Boards as on 31 March 2019	<ul style="list-style-type: none"> <li>• Kirloskar Industries Limited - Audit Committee – Member</li> <li>• Kirloskar Oil Engines Limited - Audit Committee – Member</li> <li>• Tata Motors Limited - Audit Committee – Member</li> <li>• TML Distribution Company Limited - Audit Committee – Chairman</li> <li>• TML Distribution Company Limited - Nomination and Remuneration Committee – Chairman</li> <li>• Wockhardt Limited - Audit Committee – Member</li> <li>• Wockhardt Limited – Stakeholders’ Relationship Committee – Member</li> <li>• Go Airlines (India) Limited - Audit Committee – Member</li> <li>• Go Airlines (India) Limited – Nomination and Remuneration Committee – Chairman</li> <li>• The Bombay Dyeing and Manufacturing Company Limited - Audit Committee – Member</li> <li>• The Bombay Dyeing and Manufacturing Company Limited - Nomination and Remuneration Committee – Chairman</li> </ul>

	<ul style="list-style-type: none"> <li>• The Bombay Dyeing and Manufacturing Company Limited - Corporate Social Responsibility Committee – Member</li> <li>• Concorde Motors (India) Limited - Nomination and Remuneration Committee – Member</li> <li>• Tata Motors Finance Solutions Limited – Audit Committee – Chairman</li> <li>• Tata Motors Finance Solutions Limited – Nomination and Remuneration Committee – Chairman</li> </ul>
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### **Mrs. Gauri Kirloskar (Item No.11)**

Mrs. Gauri Kirloskar attended Carnegie Mellon's Tepper School of Business, where she received a BSc. in Business Administration with a concentration in Finance. Previously she attended Phillips Academy, Andover, near Boston.

After graduation, she worked as an investment banking analyst at Merrill Lynch in their Mergers and Acquisitions group where she analyzed the impact of proposed mergers, acquisitions, spin-offs and various restructuring alternatives on earnings, credit profile and value creation of various clients across the technology, real estate and retail industries. She then moved on to Pearson's Corporate Finance and Strategy group where she looked at bolt on acquisitions for their education business.

Since moving back to India in 2010, she has been focusing her efforts on strategic initiatives for the Kirloskar Group into infrastructure and investments as well as functioning as a director and observer at several Kirloskar Group companies.

Her primary role is establishment of the Group's real estate business in Pune. This involves strategic alternatives analysis of value creation opportunities around the sale and development of the group's land banks. She has been involved in title clearance and land approvals, building up of the design brief and working closely with the IPCs.

She is also strategically involved in the team hiring and overall business plan of Kirloskar Capital, the Group's foray into the financial services business. She was an active participant in the process of filing for the RBI license for this business.

She leads the Group's efforts on branding, corporate communications and shared services.

As a board member on Kirloskar Oil Engines since 2014, she is involved in regular compliance and performance reviews. She is also an active member of the committee that looks at new investments initiatives in the energy space.

Other details as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are:

Age	35 years
Qualifications	BSc. in Business Administration with a concentration in Finance from Carnegie Mellon's Tepper School of Business.
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in the fields of mergers, acquisitions, spin-offs and other related areas and also infrastructure, investments, real estate, branding, corporate communications, shared services, financial services, etc.

## The Bombay Burmah Trading Corporation, Limited

Terms and Conditions of appointment	Mrs. Kirloskar is proposed to be appointed as the Independent Director of the Corporation as per Resolution at Item No.11 of the Notice convening this Meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Sitting fees paid for the Financial Year 2018-2019 was Nil as no Meetings of the Board were held post his appointment on 4 February 2019 upto 31 March 2019.
Remuneration proposed to be paid	Entitled to such commission as may be approved by the Members of the Corporation for the Non-Executive Directors of the Corporation.
Date of first appointment on the Board	4 February 2019
Shareholding in the Corporation as on 31 March 2019	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Corporation
Number of meetings of the Board attended during the financial year (2018-2019)	Nil
Directorships of other Boards as on 31 March 2019 (excluding The Bombay Burmah Trading Corporation, Limited)	Kirloskar Oil Engines Limited The Bombay Dyeing and Manufacturing Company Limited Green Tek Systems (India) Pvt. Ltd. Kirloskar Integrated Technologies Pvt. Ltd. Navsai Investments Pvt. Ltd. Indo Global Hinjewadi Software Park Private Ltd. Kairi Investments LLC, USA Beluga Whale Capital Management Pte Ltd.
Membership/ Chairmanship of Committee of other Boards as on 31 March 2019	Kirloskar Oil Engines Limited – Stakeholders' Relationship Committee – Member

By Order of the Board

N. H. Datanwala  
Chief Financial Officer

Registered Office:

9, Wallace Street,  
Fort, Mumbai - 400 001

CIN : L99999MH1863PLC000002

Email : investorservices@bbtcl.com

Website : www.bbtcl.com

Tel No. : +91 22 22197101

Mumbai, 2 July 2019

# The Bombay Burmah Trading Corporation, Limited

Route Map to the Venue of the 154<sup>th</sup> Annual General Meeting

**Venue:** Y. B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai 400 021.

**Landmark:** Next to Sachivalay Gymkhana





# The Bombay Burmah Trading Corporation, Limited

[CIN: L99999MH1863PLC000002]

Regd. Office : 9, Wallace Street, Fort, Post Box No. 10077, Mumbai 400 001, India.

Tel. Nos.: +91 22 2219 7101; Fax : +91 22 2207 1612 / 6772

Email: writetous@bbtcl.com; Website: www.bbtcl.com

## **ATTENDANCE SLIP**

Serial No:

1. Name(s) of Shareholder(s)  
(including joint holders if any)
2. Registered Address of the  
Sole/ First Named Shareholders

3. Registered Folio No./ DP ID No./  
Client ID No.
4. Number of Equity Share(s) held

I certify that I am a registered Member/ Proxy for the registered member of the Corporation. I hereby record my presence at the 154<sup>th</sup> Annual General Meeting of the Corporation held on Monday, 12 August 2019 at 3.45 pm at Y. B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai 400021.

-----  
Name of the Shareholder(s) / Proxy

-----  
Signature of the Shareholder(s) / Proxy

### **Note:**

1. Only Member/ Proxyholder can attend the meeting.
2. Members/ Proxyholders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.
3. Bodies Corporate who are members may attend through their authorized representatives appointed under section 113 of the Companies Act, 2013.
4. Member/ Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

### **ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD
4740		

# Since, you have not registered / updated your PAN with the Company / Depository Participant, please use the number mentioned in above column under PAN field to login for e-Voting.

\* Please use your actual PAN, if you have already registered / updated your PAN with the Company / Depository Participant

Note: For detailed e-voting instructions, please refer "Notice" enclosed herewith under "Voting through electronic means".

### **E-Voting facility is available during the following period:**

Commencement of E-Voting	Friday, 9 August 2019 ; 9:00 am
End of E-Voting	Sunday, 11 August 2019 ; 5:00 pm





# The Bombay Burmah Trading Corporation, Limited

[CIN: L99999MH1863PLC000002]

Regd. Office : 9, Wallace Street, Fort, Post Box No. 10077 Mumbai 400 001, India.

Tel. Nos.: +91 22 2219 7101 Fax :0091-22- 2207 1612 / 6772

• Email: writetous@bbtcl.com • Website: www.bbtcl.com

## **PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Name of the member(s)	:	
Registered address	:	
E-mail ID	:	
Folio No./Client ID	:	
DP ID	:	

I/We, being the member(s) holding \_\_\_\_\_ shares of above named company, hereby appoint:

1. Name: ..... Email id : .....

Address : .....

.....

Signature

or failing him/ her

2. Name: ..... Email id : .....

Address : .....

.....

Signature

or failing him/ her

3. Name: ..... Email id : .....

Address : .....

.....

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 154<sup>th</sup> Annual General Meeting of the Corporation, to be held on Monday, the 12<sup>th</sup> day of August 2019, at 3.45 p.m. at Y B Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400021 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Description	FOR	AGAINST
<b>Ordinary Business</b>			
1	To receive, consider and adopt:  (a) the audited Financial Statements of the Corporation for the Financial Year ended 31 March 2019 together with the Reports of the Board of Directors and Auditors thereon; and  (b) the audited Consolidated Financial Statements of the Corporation for the Financial Year ended 31 March 2019 together with the Report of the Auditors thereon.		
2	Declaration of dividend on equity shares for the financial year ended 31 March 2019.		
3	Re-appointment of Dr.(Mrs.) Minnie Bodhanwala [DIN:00422067] as a Director, who retires by rotation and, being eligible, offers herself for re-appointment.		
4	Re-appointment of Statutory Auditors.		
5	Appointment of Branch Auditors.		
<b>Special Business</b>			
6	Ratification of the remuneration payable to the Cost Auditors of the Corporation for the Financial Year ending 31 March 2020.		
7	Approval for remuneration paid to Mr. Ness Wadia, Managing Director, for each of the financial years i.e. 2016-17, 2017-18 and 2018-19 pursuant to the amended Section 197 of the Companies Act, 2013.		
8	Approval for remuneration payable to Mr. Ness Wadia, Managing Director, for the remaining period of his tenure, i.e. 1 April 2019 upto 31 March 2021.		
9	Appointment of Dr. Y. S. P. Thorat (DIN: 00135258) as the Non-Executive Independent Director of the Corporation.		
10	Appointment of Mr. Vinesh Kumar Jairath (DIN: 00391684) as the Non-Executive Independent Director of the Corporation.		
11	Appointment of Mrs. Gauri Kirloskar (DIN: 03366274) as the Non-Executive Independent Director of the Corporation.		

Signed this .....day of .....2019

\_\_\_\_\_  
Signature of member

\_\_\_\_\_  
Signature of Proxyholder(s)

Affix  
Revenue  
stamp

**Note:**

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.