



Bombay Burmah

“The Bombay Burmah Trading Corporation Limited”

September 29, 2023

Management: Mr. Nusli N Wadia, Chairman
Mr. Ness Wadia, Managing Director
Mrs. Chandra Iyengar, Independent Director
Mr. Rajesh Batra, Independent Director
Dr. Y.S.P Thorat, Independent Director
Mr. Vinesh Kumar Jairath, Independent Director
Dr. (Mrs.) Minnie Bodhanwala, Non-Executive Director
Mr. Murli Manohar Purohit, Company Secretary

Moderator:

Dear Shareholders, Good Afternoon and welcome to the 158th Annual General Meeting of The Bombay Burmah Trading Corporation Limited through video conference. We have with us in this meeting, Mr. Nusli N Wadia, Chairman, Mr. Ness Wadia, Managing Director and other Directors of the Corporation, Chief Financial Officer & Company Secretary. We also have with us, representatives of the Statutory Auditors, Cost Auditors and Secretarial Auditors and Scrutinizers of the Corporation.

For the smooth conduct of the Meeting, the Members will be in mute mode during the course of the meeting. Audio and video will be enabled for those who have pre- registered with the Corporation to speak during the AGM. Please note that, as per the requirements, the proceedings of the Annual General Meeting will be recorded and made available on the website of the Company. I now hand over the proceedings to Mr. Nusli Wadia, Chairman of The Bombay Burmah Trading Corporation, Limited. Over to you, Sir.

Nusli Wadia:

Thank you. Good afternoon, everyone. And thank you for attending the annual general meeting of Bombay-Burmah. The consolidated financial statements include the group share of net loss after tax of 76. No, I'm sorry, I'm in the wrong place, I think. Am I in the right? Sorry, I welcome all the members to the 158th AGM of the corporation being conducted through video conference. Live streaming of this meeting is being broadcast on NSDL website. The company's secretary has informed that the quarter of members is required and the law is present. The corporation has taken requisite steps to enable members to participate and vote on the items specified in the notice of the AGM.

The statutory registers required to be kept for inspection during the AGM are available for inspection of members on the NSDL website. Notice of 158 AGM and annual report for the financial year 2022-23 are sent by email to the members whose email addresses are registered with the corporation or the depository participants. Those members who have not registered their email addresses with the company can access the annual report through the website of the company, stock exchanges, and the NSDL.

This is a notice. Board's report and financial statements have already been circulated. I take these documents as read. Now I request our Company's Secretary to read the relevant portion of the qualification of the Statutory Auditors report in the consolidated financial statements. This qualification is in reference to Go Air. I wish to state that this matter has been explained at length in the Board's report. Thank you.

Murli Purohit:

Thank you Chairman, Good afternoon everyone. The Consolidated Financial Statements includes the Group's share of net loss after tax of INR76,721.35 lakhs and total comprehensive loss of INR76,685.62 lakhs for the 9-month period ended on 31st December 2022 respectively in respect of Go Airlines India Limited, an associate of the company based on its management certified financial information of aforesaid period, which has been furnished to us by the holding company's management but has been subjected to audit or review.

Further, as stated in note number 63 to the accompanying consolidated financial statement, the group is required to recognize share of loss, including other comprehensive income/loss in its associated for the period 1st January 2023 to 31st March 2023 in accordance with equity method

of accounting prescribed under Ind AS 28 investment in associate and joint ventures Ind AS 28. In view of the unavailability of the audited reviewed financial statement of Go Airlines for the aforementioned period. The consolidated financial statement do not include the group's share of profit/loss after tax including share of other comprehensive income/loss of the associate which is not in compliance with Ind AS-28.

Considering that the entire group exposure outstanding as of 31st March 2023 has been fully provided for based on the Audited financial statements of the subsidiaries having exposure in Go Airlines, we expect no further outstanding impact on this matter as at 31st March, 2023.

However, in the absence of required aforesaid financial information of GoAir, we are unable to comment upon the impact of the aforesaid matter on the company consolidated financial results for the quarter ended 31st March 2023. The impact, if any, will be ascertainable only after when the management receives Audited financial statement from Go Airlines India Limited.

However, considering that the entire group exposure outstanding as at 31st March 2023 has been fully provided for based on the Audited financial statement of the subsidiaries having exposures in Go Airlines. We expect no further outstanding impact on this matter as at 31st March 2023. Except for the possible effects of the matters described in the basis for qualified opinion section of our report.

The aforesaid consolidated financial statements give the information required by the Companies Act 2013 in the manner so required and give a true and fair view in conformity with the Indian accounting standard Ind AS specified under section 133 of the Act, read with the company's Indian accounting standard rules 2015 and other accounting principles generally accepted in India of the consolidated state of affairs of the company, its associates and joint venture as at 31st March 2023 and their consolidated loss including other comprehensive income, consolidated cash flows and consolidated changes in equity for the year ended on that date.

The management is of the view that the qualifications in the Audit Report are self-explanatory and are explained in detail in the Board's report read with notes forming part of the accounts. Thank you. Over to Chairman.

Moderator:

Thank you, sir. May I request Mr. Nusli N. Wadia, Chairman to deliver his speech now.

Nusli Wadia:

Good afternoon, ladies and gentlemen, and thank you for participating in the AGM of BBTCL. I welcome you and thank you for joining through video. The virtual AGM is a progressive step as it allows members to participate from anywhere, whether in India or abroad.

I hope you and your family members are well, safe and in good health. Your Directors place on record their appreciation of the employees, business partners and other stakeholders for their continued support during the financial year 2022-23. Recovering from the pandemic induced contraction, Russian conflict, and the Indian inflation in the Indian economy is staging a broad-based recovery across sectors, positioning to ascend to the pre-pandemic growth.

The country has transitioned to a modern economy wherein it has become more globally integrated and exports a fifth of its output. With more equitable income distribution, better

employment levels, and globally comparable social amenity provision India's per capita GDP may expand in the next 25 years as it did in the previous 75 years. Your company is poised to be a part of this growth.

Turning to the performance of 2022-23, I wish to inform that the overall results at operating level have been reasonably satisfactory and the corporation has reported a profit after tax of INR8.79 crores is against a profit of INR9.89 crores in the previous year.

During the year under review, the corporation achieved a total revenue from continuing operations of 334.68 crores, as against 374.18 crores for the previous year. Tea production at 37.38 lakh kilos compared to 41.72 lakh kgs in the previous year, lower by 4.34, mainly on account to the deficit at Mudis due to weather conditions such as excessive rain in the main cropping months.

Revenue of tea decreased by 4 crores due to the decrease in sales quantity by 4.19 lakhs despite higher average price of INR5 a kilo. Coffee, our coffee production for the year was 639 metric tons as against 562 metric tons for the previous year and bought coffee operations contributed 135 metric tons of clean coffee as against 57 in the previous year.

The average selling price was INR280 a kilo as compared to INR186 a kilo in the previous year. The coffee business, although profitable has given very low yield and returns over the years due to its very nature of business. By agriculture and economy of scale as compared to the returns on realizable value of the land parcel that is planted.

The corporation has divested the coffee business for 291 crores to reduce the overall debt and to pay off the secure loans of the corporation. Auto electric components business, Electro Mags. India's auto components industry market share has significantly expanded, led by increasing demand for automobiles by the growing middle class and exports globally.

Due to the remarkable growth in demand for Indian auto components, several Indian and international players have entered the industry. The total revenue for the year 2022-23 is 151.7 crores is against 133 crores in the previous year, resulting in improved performance compared to the previous year.

As per the Automobile Component Manufacturers Association forecast auto component exports from India is expected to reach 30 billion by 2026. The auto component industry is projected to record US dollars 200 billion in revenue by 2026. Strong international demand and resurgence in the local, regional, equipment and aftermarket segments are predicted to help the auto component industry growth substantially.

The division in the healthcare reported a significant increase in turnover to 29.17 crores as compared to 19.41. Primarily due to opening of the dental colleges and clinics post COVID, better product mix and realization of higher prices for alloys resulted in a substantial increase in profits from the operations. The corporation reported the consolidated sale of products and services the corporation for the year ended 31st March as 16,303 crores compared to 14,311 crores, registering a growth of 14%.

However, the corporation has reported a loss of 533 crores for the year compared to the profit of 808 in the previous year in the consolidated financial statement. This is primarily due to the provision and respect of investments made in Go Airlines another financial obligations towards GoAir by the subsidiaries of the corporation.

The Go Airlines and associate of the corporation has been under financial constraints due to the non-supply and failure of engines by Pratt Whitney and Lessors demanding return of aircrafts on account of the Pratt Whitney not providing engines required to sustain the operations. Almost 50% of the entire fleet of GoAir was grounded solely because of the engine manufacturers not providing the required engines to sustain and maintain the performance of the airline.

The Lessors demanding return of the aircrafts on account of Pratt Whitney also impacted the sustainability of the operations. Considering the facts and circumstances, GoAir filed a voluntary application on 2nd May for initiation of corporate insolvency resolution process and grant an interim moratorium to preserve its assets and keep it as a going concern. On 10th May, NCLT has admitted the application and granted moratorium and appointed an interim resolution professional to take steps to keep GoAir as a going concern.

In view of the above, the Directors of BBTCL and the subsidiaries have reviewed the investments in GoAir along with other financial assets and obligations towards GoAir and considered it prudent to recognize a provision for impairment of 1,865.65 crores in the consolidated financial statements.

The reported loss is after making a provision for impairment of 186 crores in the standalone financial statement. On the composition of the board, we have the good fortune of having been able to welcome a new Director on the board, namely Mrs. Chandra Iyengar who is attending the meeting today. My sincere thanks to all shareholders for their continued trust in the company and to my board colleagues for their valuable support and contribution. Thank you.

Moderator: Thank you, sir. The next item on the agenda is shareholders observation or questions. Over to you, Chairman Sir.

Nusli Wadia: Queries received from members have been formally responded to by the corporation. I therefore request these speakers to ask any other queries that they may have. We will try and answer these additional queries if possible during the AGM. If not, we will send our replies to the registered email IDs.

Moderator: Thank you. Ladies and gentlemen, we now begin with the question-and-answer session. May I request the participants to restrict your question or comments to three minutes please. We invite our first speaker member, Mr. Bimal Kumar Agarwal. Mr. Bimal Kumar Agarwal had registered as a speaker shareholder but is currently not connected on the meeting. Hence we move to the next speaker member Mr. Satish Shah. Mr. Satish Shah also had registered as a speaker shareholder but is not connected in the meeting. Hence we move to our third speaker member Mr. Yusuf Yunus Rangwala. Sir, you may kindly unmute your audio and video and proceed with your question. We will wait for a moment while the speaker member unmutes his audio and video.

Yusuf Rangwala: Good evening. How is your health, sir? You have declared twice dividend. You are a fantastic company. I don't have any question. This is a company of 168 years. Not required. Only to meet you. My full support to you. Your name is enough. You are an excellent company. Kindly arrange a get-together, we will have a tea program with you. You have a tea program because we are missing you seeing your tea garden. We have never met you till now. This is my humble request. It's the month of Diwali, December. Please give me an appointment so that I can meet you, sir. And nothing more to add. I thank our Veza people for giving me a link. No more questions from my side. I am thankful to the Chairman sir, my full support. Thank you very much sir. Have a good day sir. Thank you sir. Please keep smiling. Your face is very smiling. It is just like a flower to be seen. You are just like a flower. Thank you sir. Have a good day sir. Thank you.

Nusli Wadia: Thank you, Mr. Rangwala.

Moderator: Thank you so much. We now move to our next speaker member, Ms. H.S. Patil, who had registered as a speaker shareholder but is currently not joined on the meeting. Hence we move to our next speaker member, Mr. Manoj Kumar Gupta, to ask his question. Sir you may kindly unmute your audio and video.

Manoj Gupta: Good evening, sir. How are you, sir?

Nusli Wadia: Fine, thank you.

Manoj Gupta: Fine, sir. Respected Chairman, Board of Directors, fellow shareholders, my name is Manoj Kumar Gupta. I've joined this meeting for my residence Kolkata. Sir, question is not there because you have given a big highlight about the company and you have thrown some highlights about the company's performance and the company's situation. So whatever the questions are there, so I will not rage and I will. Sir, thanks to the Company Secretary and the team for help us to join this meeting through VC.

Sir, I'm full proud and full faith and trust on you and your leadership that you will take the company on new heights and you will make this company like Britannia. Because we people of Kolkata, know your leadership and your chairmanship, that how you take the company and how you run the organization in a transparent manner, dedicated manner, and loyal and with a responsible manner. So we need such type of people in the country for the corporate sector.

And sir, try to split the share from 2:1. Sir, please increase the market capitalization and liquidity by making face value of share by INR2 to INR1. For example, when the face value of INR2 was INR800 and you split it, when the face value of INR10 was INR1,600 and you split it, it was listed at INR800. And today, the face value of INR1 is INR5,000 now. So, think about it, sir.

And you are in a good business, sir, dental. And dental products demand will go up. Because now the food that we have to eat, that's all done with junk food. And if we eat junk food, young generation will have bad teeth. If the teeth are bad, we will go to the doctor. So the demand for your product will increase. Because now the dental course is cheap. If you invest INR3 lakhs in India and become a Dentist, you can sit with a chamber, get it done with a root canal, get it done with filling, anything. So, think about to grow more in that sector also, sir. And what's your

future prospect of the company? And thanks for your CSR that you are doing a lot of work for the society.

But sir, from last three years, I'm asking you one thing about the wrong printing in the balance sheet. Sir, on page 170, the shares of SBI, the shares of SBI is splitted from INR10 to INR1. Either your Company Secretary is not giving the proper information to the Auditor or your Auditor is not asking from the Company Secretary. Are we holding the shares in the physical, sir? If physical, then we have to change that share with the bank from INR10 to INR1.

On page 187, your expenses has gone up, sir. Try to reduce the expenses and sir, we wish to give you success and we wish to God to come out from... Sir, thank you sir.

Nusli Wadia: Thank you Manoj.

Moderator: Thank you so much. We now move to our next speaker member Mr. Vinod Agarwal. Sir you may kindly unmute your audio and video and proceed with your question.

Vinod Agarwal: Respected Chairman, Mr. Nusli Wadia, and our CFO, Nitin Datanwala. Means I met Mr. Purohit, who had helped me join [inaudible 0:53:06] the AGM, gave me the Annual report, he also send me today. Last year we had an exceptional loss due to GoAir issue. And we have made exceptional gain due to sale of coffee assets, for INR291 crores we sold and we had an asset gain of INR243 crores. But our revenues also are very good. Like tea prices in Tanzania, if it starts in INR90, again INR64 last year. So the revenues in Tanzania are better. The coffee price relation also is better this year, last year. But auto business has done well, our dental business has done well, our net profit is there, sir. And I wish the company all the best, sir. We are a good holding company for Britannia, which we get returns. And this year, we also become an associate for the National Peroxide by acquiring shares of the National Peroxide within our company.

Sir, I wish the company all the best. Signing off, Vinod Agarwal from Mumbai. Thank you.

Nusli Wadia: Thank you.

Moderator: Thank you so much. We now move to our next speaker member, Mr. Ashok Daga, to ask his question. You may proceed.

Ashok Daga: Good afternoon. And my respected Chairman and my other fellow members, investor members. Good afternoon to all. As I have already said my questions and I have replied, I have got the satisfactory reply of all these questions. So now there is no more need of any further discussion on that matter. I wish a more-better days for the companies for more growing and for more enhancements in their business or expansion of the business. Thank you.

Moderator: Thank you, sir.

Nusli Wadia: Thank you.

Moderator: We now move to our next speaker member, Mr. S V R B Sastry, to ask his question. Sir you may kindly unmute your audio and video. Yes sir you can unmute your audio as well. Sir you

are still on mute. Sir if you could kindly unmute your audio, I'll send you a prompt. So if you can just accept that. Yes, can you proceed with your question, sir?

S.V.R.B. Sastry: Sir, good afternoon, everybody. Sir, this year we received INR70 dividend from Britannia and INR291 sale proceeds from E-States. I think because of the Go Air issue, we have not received, our investors have not benefited anything. I hope the Go Air liability is over now and future I hope we reap good rewards.

So from this year onwards, any impact will be there from Go-Air liabilities. Please inform us about this. And thank you very much. See, five years back, the share price was more than 2100. So we are looking forward to those days again. Thank you very much.

Moderator: Thank you, sir.

Nusli Wadia: Thank you, Mr. Sastry.

Moderator: We now move to our next speaker member, Ms. Lekha Shah, to ask a question. Ma'am, may I kindly unmute your audio and proceed?

Lekha Shah: Chairman, sir, I am Lekha Shah. I support all the resolution. Thank you, sir.

Moderator: Thank you, ma'am.

Nusli Wadia: Thank you.

Moderator: To our next speaker member, Mr. Jaydip Bakshi, to ask his question.

Jaydip Bakshi: Good evening, Chairman and Directors on Board, myself, Jaydip Bakshi, connecting from the city of Kolkata. Myself proud to be part of this 158th year of AGM of this Bombay-Burmah Trading Corporation. Sir, in initial speech, you have well explained our company's present and also our future prospects also in different verticals also. So no questions to arise on this.

Sir, regarding this electrical vertical, I hope, sir, because this is the most focused area. I hope our business will grow much further in the coming years. And thanks for the dividend you have passed on, INR1.20, in this difficult period and for that. And sir, I wish our company comes out with much better results and reward the shareholders and assembly under your guidance. Thank you, sir, and all stay safe.

Nusli Wadia: Thank you, Mr. Bakhshi.

Moderator: Thank you so much. We now move to our next speaker member, Ms. Smita Shah to ask her question. Yes, ma'am. You may proceed. Hello, sir. Can you hear me? Yes, ma'am. I can hear you.

Smita Shah: Thank you, sir. Thank you. Honorable Chairman, Ms. Nusli and all other present Directors, I welcome you all. I welcome the new Secretary, Mr. Purohit. Mr. Purohit is a very hard worker and has been very experienced for years. He is doing very good work. So, I know him very well that he is a very hard worker. I thank him for his future and I thank him.

And along with him I am thankful to Mr. Palejaji also for his hard work. Sir, I would like to congratulate you that today we have 158 AGMs. So many of our old companies. Sir, you have always seen very difficult situations. You have seen the sun, the shade, the night, the day. But you have never lost your courage.

I always encourage you to be brave and to keep going. I always say that when you have the strength, you can do it. So sir, it is important for us to support you. We have been supporting you for years. So today, we are always with you. And I fully support you in all your resolutions. And my good wishes is always with you and keep moving forward. And success will kiss your feet one day, sir.

This is my wish for every day. I wish all the festivals in the future also. And I wish you all my best. Thank you. And sir, next year we will meet in the physical AGM, you and me together. And sir, after two years, our 160th AGM, sir, is very, very I congratulate you on your success. You have been managing the company for years. I congratulate you on your success. Thank you for your support. Bharat Shah will speak please keep on sir.

Bharat Shah:

Hello, sir. Respected, Wadia sir and other respected Directors. Sir, my name is Bharat Shah. I have been your shareholder for years since the issue time. I have been attending AGM for years. I have no queries. Because, sir, you are running a very good company. You have always taken care of the investor, sir. And you have given the best return, sir. You have given respect to the shareholder. And you are doing very well. You are doing very well.

Thank you very much to you Mr. Wadia, all Board of Directors and employees of the company. I pray the God for good growth of the company. Sir good wishes for the all the awards. CSR activities are also going good, thank you very much.

Please let us know about the five years future programs. I welcome my new company secretary, Purohitji. He is a very hardworking Company Secretary. Purohitji, Company Secretary and his team's Palejaji are also very hardworking. They have been providing continuous service for years. They always respect the shareholders. They always respect the shareholder and solve their queries. They are providing best investor services.

Thank you very much and good wishes to all CS team. Sir I support all the resolution. Sir if possible please keep next year physical meeting because we have not met for last four years. Rest good wishes for your health, wealth. Good luck for company's growth, I pray for God. Good wishes for all future festivals. Sir I support all the resolution. Jai Hind. Thank you very much sir.

Nusli Wadia:

Thank you.

Moderator:

Thank you so much. That was the last speaker on the line. I would now request Chairman Sir to comment on the queries raised by the shareholders. Over to you, Sir.

Nusli Wadia:

There were no real queries raised. I think Mr. Sastry asked about the pending liability, if any, going forward of GO. There is, for the first quarter, there will be a liability. I will ask Mr.

Datanwala to send a written reply on the question of the exact amount. But that would be the last amount. I think, Datanwala, do you remember the number?

N H Datanwala: 210.

Nusli Wadia: Sorry.

N H Datanwala: About 210.

Nusli Wadia: 210?

N H Datanwala: Yes.

Nusli Wadia: 210. So that will be the last amount, And Mr. Sastry, that would be accounted for, which actually we sought to account for in the current, in the year under consideration. But the auditors, advised that it has to be part in this current year. So after that amount, there will be no further provisions required. With that, I don't have queries were there. Thank you again, all shareholders who participated for your presence. And I wish you all the best. Stay safe and stay healthy. Thank you.

Moderator: Thank you, sir. The next item on the agenda are resolutions. I would request Chairman, sir, to initiate the proceedings. Over to you, sir.

Nusli Wadia: As per the notice, there are 10 resolutions to be passed. I now authorize Mr. Murli Manohar Purohit, Company Secretary, to conduct the voting and conclude the meeting. I would like to thank all the members and Directors who participated in the meeting. And with your consent, I and the other Board members would like to take leave and wish all the members the best of health, safety in the year ahead. Thank you.

Moderator: Thank you, sir. The Directors may now log out by pressing the leave button on the screen. Mr. Purohit will now conduct the proceedings of the meeting. Over to you, sir.

Murli Purohit: Thank you, everybody. Thank you, Chairman. Business to be conducted are item number one, adoption of auditing standalone and consolidated financial statements for financial year '22-'23 along with the report of the Board of Directors and auditors there on. Item number two, the here should declaration of dividend for financial year '22-'23. Item number three, is for appointment of branch auditors. Item number four is for ratification of remuneration payable to the cost auditors of the corporation for the financial year ending 31, March 2023.

Item number five relates to appointed Director in place of Nusli N Wadia, who retires for rotation in terms of section 152.6 of the Companies Act 2013 and being eligible offers himself for reappointment. Item number six, increase in remuneration of Mr. Ness N Wadia as the Managing Director of the company. Item number seven, reappointment of Dr. Y. S. P. Thorat as an Independent Director of the corporation for a second term of five consecutive years.

Item number eight, the appointment of Mr. Vinesh Kumar Jairath as an Independent Director of the corporation for a second term of five consecutive years. Item number nine, approval for issue of redeemable non-convertible debentures of an amount up to INR300 crores. Item number 10,

to approve the alteration of article of association to alter a clause with respect to appointment of nominee Director.

This remote e-voting facility was provided by corporation between Tuesday 26th of September 2023 from 9 am Indian Standard Time to Thursday 28, September 2023 5 pm Indian Standard Time. E-voting will be allowed to all those members present at the AGM, who have not cast their votes through remote e-voting. The members may click on e-voting, tap to cast their votes. The e-voting will remain open for 30 minutes. The corporation has appointed Mr. Tushar, practicing company secretary, Mumbai, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Results of the e-voting will be announced on or before 4th of October, 2023, and the same would be intimated to the stock exchanges and will also be uploaded on the website of the corporation and NSDL. I would like to thank all the members and Directors who have participated in the meeting and cooperated with the corporation in ensuring the smooth conduct of this virtual AGM. Thank you.

Moderator:

Dear Members, request you cast your vote in the remaining period of 10 minutes, Thank you.

As informed, the time for e-voting has elapsed. Thank you all for participating in the AGM and e-voting. The meeting is now concluded.