



**THE BOMBAY BURMAH TRADING CORPORATION, LIMITED**

CIN: L99999MH1863PLC000002

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

Tel. No.: +91 22 2219 7101

Email: [writetous@bbtcl.com](mailto:writetous@bbtcl.com) | Website : [www.bbtcl.com](http://www.bbtcl.com)

**POSTAL BALLOT NOTICE**

**[Pursuant to the provisions of Section 110 of the Companies Act, 2013 and read with Rule 20 and Rule 22 of the Companies (Management & Administration ) Rules, 2014]**

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications(s) or re-enactment(s) thereof and other applicable provisions of the Act and the Rules including General Circulars issued by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/conducting postal ballot process through e-voting vide Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India (“SS-2), each amended and subject to other applicable laws, rules and regulations, that the ordinary resolution as set out in this Postal Ballot Notice is placed for approval by the members of the Corporation (‘Members’) by voting through remote electronic means only (‘e-voting’).

The proposed resolution and the explanatory statement pertaining to the said resolution, pursuant to Section 102 of the Act setting out the material facts concerning the Special Business set out in this notice as an Ordinary resolution, is annexed herewith to this Notice as Annexure I for your consideration. Further, additional information as required under the Listing Regulations is also attached as Annexure II.

In terms of the requirements specified in the MCA Circulars, the Corporation is sending this Notice in electronic form only to those members whose e-mail addresses are registered with the Corporation/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form

and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Corporation is providing e-voting facility to its members to cast their votes electronically. The Corporation has engaged National Securities Depositories Limited ('NSDL') to provide e-voting facility. The e-voting facility is available from Wednesday, 27<sup>th</sup> November 2024 (9:00 A.M. IST) to Thursday, 26<sup>th</sup> December 2024 (5:00 P.M. IST). For e-voting please read the instructions mentioned in point 12 in the notes to this notice.

The Board of Directors of the Corporation have appointed TRP and Partners, LLP (LLP Identification No.: ACI5796) as the Scrutinizer for conducting the Postal Ballot voting process (by remote e-voting) in a fair and transparent manner.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes are to be cast not later than 5 P.M. (IST) on Thursday, 26<sup>th</sup> December 2024.

The Scrutinizer, after completion of scrutiny, shall submit his report to the Corporation and the results of the Postal Ballot will be announced by the Chairman/ Managing Director/ Chief Operating Officer /Chief Financial Officer /Company Secretary within two working days from the conclusion of e-voting period at the Registered Office of the Corporation at 9, Wallace Street, Fort, Mumbai -400 001. In addition, the results along with the scrutinizer's report will also be communicated to the stock exchanges and will be placed on the website of the Corporation i.e [www.bbtcl.com](http://www.bbtcl.com) and on NSDL's website: <https://www.evoting.nsdl.com/>.

#### **SPECIAL BUSINESS:**

**Appointment of Mr. Jehangir N. Wadia (DIN: 00088831) as a Non-Executive Non-Independent Promoter Director of the Corporation w.e.f 14<sup>th</sup> November, 2024**

**To consider and if thought fit, to give your assent or dissent to the following Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 & 161 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) (including the rules, notifications, circulars, guidelines etc. issued thereunder) including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) for the time being in force, in line with the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of

Directors, Mr. Jehangir N. Wadia (DIN:00088831) who was appointed as an Additional Director and who holds office until the next General Meeting or for a period of three months from the date of appointment whichever is earlier, in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Promoter Director, of the Company, whose office shall be liable to retire by rotation.

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

By Order of the Board of Directors  
For **The Bombay Burmah Trading Corporation, Limited**

**Murli Manohar Purohit**  
Company Secretary & Compliance Officer  
FCS No. 9040

Regd. Office:  
9, Wallace Street, Fort, Mumbai 400001  
CIN : L99999MH1863PLC000002  
Email : [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com)  
Website : [www.bbtcl.com](http://www.bbtcl.com)  
Tel no. : +91 22 22197101

Mumbai; 26<sup>th</sup> November, 2024

## **NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions, if any, setting out the material facts concerning the special business is annexed hereto as Annexure I and forms part of the Notice.
2. The details required under Regulation 36(3) of the Listing Regulations and Secretarial Standards- 2 in respect of Appointment of a Director forms part of this Notice as Annexure II.
3. In compliance with the MCA Circulars, the Notice is being sent only by electronic mode to those members whose names appear in the Register of members / List of Beneficial Owners as on Friday, 22<sup>nd</sup> November, 2024 and whose email ids are registered with the Corporation. For members who have not registered their e-mail IDs, please follow the instructions given below:

Members holding shares in physical mode and who have not updated their email addresses with the Corporation are requested to update their email addresses by sharing a duly filled and signed copy of Form ISR-1 as per the format prescribed by SEBI vide its circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3 November 2021 with the Registrar and Share Transfer Agent at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or with Corporation at [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com) along with the copy of signed request letter mentioning the name and address of the members , self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com).

4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number („PAN“), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. a. For shares held in electronic form: to their Depository Participants (“DPs”); and b. For shares held in physical form: submit Form ISR-1 and other forms as prescribed by SEBI vide its Master Circular SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated 7 May 2024 to M/s KFin Technologies Ltd. (the Company’s “RTA”) at Selenium Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500032. The Members are requested to update their KYC details with the Company/ Company’s RTA.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Corporation’s Registrar and Transfer Agent, M/s KFin Technologies Ltd. (the Company’s “RTA”) at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District,

Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500032, India.,  
Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or refer FAQs available on RTA's website for assistance  
in this regard or the Corporation at their Registered Office address at 9, Wallace Street, Fort,  
Mumbai -400001, Email: [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com)

6. Notice of Postal Ballot will also be available on the Corporation's website at [www.bbtcl.com](http://www.bbtcl.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on NSDL's website: <https://www.evoting.nsdl.com/>.
7. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office of the Corporation during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will also be made available on the website of the Corporation during the abovementioned period. Members seeking to inspect such documents can also send an email to [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com)
8. In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rules, the Corporation has provided facility for members to exercise their votes electronically through remote e-voting facility provided by NSDL.
9. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on Friday, 22<sup>nd</sup> November, 2024 (cut-off date). Only those members whose names are recorded in the Register of Members of the Corporation or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by e-voting.
10. Members can cast their vote on-line from Wednesday, 27<sup>th</sup> November, 2024 (9:00 A.M. IST) to Thursday, 26<sup>th</sup> December, 2024 (5:00 P.M. IST) as the e-voting module shall be disabled for voting by NSDL thereafter and no voting shall be allowed beyond Thursday, 26<sup>th</sup> December, 2024 (5:00 P.M. IST). The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. The resolution, if approved, shall be deemed to have been passed at a general meeting of Members on the last date of e-voting i.e. Thursday, 26<sup>th</sup> December, 2024.

## **12. Procedure / Instructions for E-VOTING**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended the MCA Circulars and as per Regulation 44 of the Listing Regulations \ read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Corporation is providing e-voting facility through National Securities Depositories Limited ('NSDL') on the resolution set forth in this Postal Ballot Notice, to members holding shares as on Friday, 22<sup>nd</sup> November, 2024, being the cut - off date fixed for determining eligible members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

Individual demat account holders would be able to cast their vote without registering again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request to Ms. Pallavi Mhatre, Senior Manager NSDL and/or Mr. Amit Vishal, Deputy Vice President NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she /it is already registered with NSDL for remote e-Voting then he /she /it can use his / her /its existing User ID and password for casting the vote.

The details of the process and manner for remote e-Voting are explained herein below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is</li> </ol>

available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com)



	<p>and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**



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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

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

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [trpandpartners@gmail.com](mailto:trpandpartners@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.)

can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorservices@bttcl.com](mailto:investorservices@bttcl.com) .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorservices@bttcl.com](mailto:investorservices@bttcl.com) . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to Ms. Pallavi Mhatre, Senior Manager NSDL and/or Mr. Amit Vishal, Deputy Vice President NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

## **ANNEXURE I TO THE NOTICE**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

The Board of Directors of the Company at their meeting held on 14<sup>th</sup> November, 2024 based on the recommendation of Nomination and Remuneration Committee have, appointed Mr. Jehangir N. Wadia (DIN: 00088831) (“Mr. Jeh Wadia”) as an Additional Non Executive Non-Independent Promoter Director on the Board of the Corporation w.e.f 14<sup>th</sup> November, 2024. He shall be liable to retire by rotation and shall hold office until the next General Meeting or for a period of three months from the date of appointment whichever is earlier pursuant to the provisions of Section 149, 152 & 161 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company. He will be paid sitting fees for attending the meetings, and commission as may be determined by the Board from time to time, if any.

Pursuant to Section 152 of the Act, a Director shall be appointed with the approval of the Members of the Company. Accordingly, in terms of Section 152, 161 and other applicable provisions of the Act read with Regulation 17 of the SEBI Listing Regulations, 2015, it is proposed to obtain approval of the Members by an Ordinary Resolution for appointment of Mr. Jeh Wadia (DIN: 00088831) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, w.e.f. 14<sup>th</sup> November, 2024.

The Corporation has in terms of Section 160 of the Companies Act, 2013 (‘the Act’) received a notice from a Member proposing his candidature for the office of Director. Mr. Jeh has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Brief profile of Mr. Jeh Wadia and other details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and clause 1.2.5 of Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India are annexed to the Notice as Annexure II.

Save and except Mr. Nusli N. Wadia, Mr. Ness N. Wadia and Mr. Jehangir N. 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.

The Nomination and Remuneration Committee and the Board of Directors consider that the association of Mr. Jeh Wadia would be of immense benefit to the Company and recommend the Resolution for approval of the Members as an Ordinary Resolution.

## ANNEXURE II TO THE NOTICE

### **Brief resume and other details of Director proposed to be appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 on General Meetings:**

Mr. Jehangir N. Wadia, aged 51 years is a Master in Science from the Warwick University in England. He completed his initial schooling at Lawrence School, Sanawar and subsequently attended Millfield, a boarding school in England.

Mr. Jeh Wadia is an accomplished Industrialist and Entrepreneur. He was the Managing Director of the Corporation from 2001 to 2011.

Mr. Jeh Wadia also contributed as the Managing Director of The Bombay Dyeing and Manufacturing Company Limited and headed the Managements of the textile, retail and chemical divisions. In 2011, he led the company’s diversification into real estate and founded Bombay Realty. His initiatives included detailed master plans and designs for 2 mixed use developments over 10 million square feet in the island city of Mumbai, including two signature 60-floor residences which were completed in 47 months, a 40-floor residence, a 23-floor residence and a 9-floor commercial office building, all constructed under his leadership in the Island City Centre of Mumbai.

In 2008, Mr. Jeh Wadia was elected as a Young Global Leader by the World Economic Forum.

Mr. Jeh Wadia has served as the Managing Director of two public companies in India for 21 years and a private airline for 16 years. He also served as a Director on the Board of Britannia Industries Limited for 16 years.

Mr. Jeh Wadia was also committed to social reform, working as the Secretary of the Deendayal Research Institute (DRI) under the vision and leadership of the late Nanaji Deshmukh. DRI focuses on developing self-reliant working models in areas of Health and Hygiene, Education, Entrepreneur training, Agriculture development and many more. DRI adopted 500 villages in Chitrakoot to make them totally self-reliant using various self-reliant models.

The other details with respect to his appointment are given below:

<b>Name</b>	Mr. Jehangir N. Wadia (DIN: 00088831)
<b>Age</b>	51 years
<b>Qualifications</b>	Master in Science and an accomplished Industrialist
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	Mr. Wadia has served as the Managing Director of two public companies in India for 21 years and a private airline for 16 years. He also served as a Director on the Board of Britannia Industries Limited for 16 years.

	<p>Mr. Wadia was also committed to social reform, working as the Secretary of the Deendayal Research Institute (DRI) under the vision and leadership of the late Nanaji Deshmukh. DRI focuses on developing self-reliant working models in areas of Health and Hygiene, Education, Entrepreneur training, Agriculture development and many more. DRI adopted 500 villages in Chitrakoot to make them totally self-reliant using various self-reliant models. The other positions that he held in the past are:</p>
<b>In case of Independent Director, Skills and capabilities required for the role and the manner in which the Director meet the requirements</b>	Not Applicable
<b>Terms and Conditions of appointment</b>	Appointment of Mr. Jehangir N. Wadia as a Non-Executive Non- Independent Promoter Director, liable to retire by rotation, w.e.f. 14 <sup>th</sup> November, 2024
<b>Remuneration last drawn (including sitting fees, if any)</b>	Rs.60,000/-*
<b>Remuneration proposed to be paid</b>	Entitled to such commission as approved by the members of the Corporation for the Non-Executive Directors of the Corporation. He will also be entitled to receive sitting fees for attending the meetings of the Board / Committees of the Directors.
<b>Date of first appointment on the Board</b>	14 <sup>th</sup> November, 2024
<b>Shareholding in the Corporation as on the date of Notice</b>	3500 Equity Shares
<b>Relationship with other Directors/ Key Managerial Personnel</b>	<p>Mr. Jehangir Nusli Wadia is the son of Mr. Nusli N. Wadia, Chairman of the Corporation and brother of Mr. Ness N. Wadia, Managing Director of the Corporation.</p> <p>Further, he is not related to any other Director and KMP of the Corporation.</p>

<b>Number of meetings of the Board attended during the financial year (2024-2025)</b>	1*
<b>Directorships of other Boards as on the date of Notice (excluding The Bombay Burmah Trading Corporation, Limited)</b>	<p><b><u>Public Companies: NIL</u></b></p> <ol style="list-style-type: none"> <li>1. Britannia Industries Limited</li> <li>2. The Bombay Dyeing and Manufacturing Company Limited</li> </ol> <p><b><u>Private Companies:</u></b></p> <ol style="list-style-type: none"> <li>1 Go Investments &amp; Trading Private Limited</li> <li>2 Go Engineering Private Limited</li> <li>3 Boyztoyz Trading Company Private Limited</li> <li>4 Go Airways Private Limited</li> <li>5 Go Holdings Private Limited</li> <li>6 Virtual Education Network Private Limited</li> <li>7 Integrated Clinical Research Sciences Private Limited</li> <li>8 Go Cargo Private Limited</li> <li>9 Patricia Keelan Foundation</li> </ol>
<b>Membership/ Chairmanship of Committee of other Boards as on the date of notice</b>	NIL
<b>Listed entities from which the Director has resigned in the past 3 years</b>	NIL

\* He has been appointed as an Additional Non-Executive Non-Independent Promoter Director w.e.f. 14<sup>th</sup> November 2024 and is entitled to sitting fees of Rs. 60,000/- for attending the Board Meeting held on 14<sup>th</sup> November 2024.

By Order of the Board

**Murli Manohar Purohit**  
Company Secretary & Compliance Officer  
FCS: 9040

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Mumbai; 26<sup>th</sup> November 2024