

# THE BOMBAY BURMAH TRADING CORPORATION LIMITED

[CIN: L99999MH1863PLC000002]

Registered Office: 9, Wallace Street, Fort, Mumbai - 400 001

Tel: 022 2219 7101

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

## NOTICE

NOTICE is hereby given that the One Hundred and Sixtieth Annual General Meeting ("AGM") of the Members of The Bombay Burmah Trading Corporation Limited ("Corporation") will be held on Thursday, 14<sup>th</sup> day of August, 2025 at 3.30 p.m. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Corporation at 9, Wallace Street, Fort, Mumbai 400 001.

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Audited Financial Statements of the Corporation for the Financial Year ended 31<sup>st</sup> March, 2025 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<sup>st</sup> March, 2025 together with the Report of the Auditors thereon.
2. To re-appoint the Statutory Auditors of the Corporation, and to fix their remuneration and in this regard, members are requested to consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force read with the Companies (Audit and Auditors) Rules, 2014, as amended, M/s Walker Chandiok & Co. LLP, Chartered Accountants (Registration No. 001076N/N500013), having confirmed their eligibility and offered themselves for re-appointment be and are hereby re-appointed as Statutory Auditors of the Corporation for a term of 5 (five) consecutive years from the conclusion of 160<sup>th</sup> Annual General Meeting till the conclusion of 165<sup>th</sup> Annual General Meeting, pursuant to the recommendation of the Audit Committee and the Board of Directors of the Corporation, at such remuneration and out of pocket expenses as may be determined by the Board in consultation with the Auditors.

RESOLVED FURTHER THAT any Director and/or the Chief Financial Officer or the Company Secretary of the Corporation be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

3. 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 authorized to appoint for the current financial year, in consultation with the Corporation's Auditors, 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:

4. **To appoint M/s. Tushar Shridharani & Associates LLP, Practicing Company Secretaries as Secretarial Auditors for a term of 5 (Five) consecutive years, and to fix their remuneration**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or

re-enactment(s) thereof, for the time being in force), and based on the recommendations of Audit Committee and the Board of Directors, M/s. Tushar Shridharani & Associates LLP, Practicing Company Secretaries (LLP IN ACL-9350) be and are hereby appointed as Secretarial Auditors of the Corporation for a term of five consecutive years commencing from financial year 2025-2026 to financial year 2029-2030, at such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT any Director and/or the Chief Financial Officer or the Company Secretary of the Corporation be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

**5. Ratification of the remuneration payable to the Cost Auditors of the Corporation for the Financial Year ending 31<sup>st</sup> March, 2026**

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 (the Act), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and based on the approval of the audit Committee and Board of Directors at their respective meetings held on 15<sup>th</sup> May, 2025, the remuneration payable to M/s. Jyothi Satish & Co., Cost Accountants [Firm Registration No. 101197], appointed as Cost Auditors of the Corporation to conduct the audit of Cost records of the Corporation for the financial year ending 31<sup>st</sup> March, 2026, amounting to Rs. 2,50,000/- plus such taxes as applicable and reimbursement of actual out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

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

**6. To appoint a Director in place of Mr. Nusli N. Wadia [DIN: 00015731], who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Articles of Association of the Corporation and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Corporation be and is hereby accorded to the re-appointment / continuation of Mr. Nusli N. Wadia (DIN: 00015731) who has attained the age of seventy-five years and who retires from office by rotation and being eligible, offers himself for re-appointment, as a Non-executive Director of the Corporation, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Chief Financial Officer or the Company Secretary of the Corporation be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

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

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

**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, 15th May, 2025

## NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto as Annexure II.
2. Details of the Director(s) re-appointed at the Annual General Meeting is annexed to the Notice as Annexure III pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as required by the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
3. Pursuant to General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 21/2020 dated 14<sup>th</sup> December, 2021, 11/2022 dated 28<sup>th</sup> December, 2022, 9/23 dated 25<sup>th</sup> September, 2023, and 9/24 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") has vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 the Corporation will be conducting this Annual General Meeting ("AGM") through Video Conference/ Other Audio Visual Means, without the physical presence of the Members at a common venue.  
  
National Securities Depositories Limited ('NSDL') will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.
4. Since the physical attendance of Members has been dispensed with in terms of the abovementioned Circulars, there is no requirement of appointment of proxies by Members under Section 105 of the Act and the same will not be available for this AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Corporation at investorservices@bbtcl.com or to KFin Technologies Limited, Registrar and Share Transfer Agent at einward.ris@kfintech.com with a copy marked to evoting@nsdl.co.in.
5. The Corporation's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are KFin Technologies Limited (KFin) having their office at 301, The Centrium, 3<sup>rd</sup> Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai – 400070, Maharashtra.
6. The Register of Members and the Share Transfer Books of the Corporation will remain closed from Friday, 8<sup>th</sup> August, 2025 to Thursday, 14<sup>th</sup> August, 2025 (both days inclusive) for the purpose of AGM.
7. Members are requested to:
  - a) intimate to the Corporation's Registrar and Transfer Agents, KFin Technologies Limited, at 301, The Centrium, 3<sup>rd</sup> Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai – 400070, Maharashtra, Email- einward.ris@kfintech.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 KFin/ Corporation, in case of Shares held in physical form, as directed by Securities and Exchange Board of India ('SEBI').
8. As per the provisions of Section 72 of the Act, facility for making nomination is available to Individuals holding shares in the Corporation. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Corporation's website under the weblink at <https://bbtcl.com/investor-service-request-forms/>. Members holding shares in demat mode should file their nomination with their DPs for availing this facility.
9. SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 and subsequent Circulars issued in this regard, mandated to furnish PAN, KYC details (i.e. full address with pin code, mobile no., email id, bank details) and Nomination details by holders of physical securities through Form ISR-1. In order to mitigate unintended challenges on account of freezing of folios, SEBI has, vide its Circular dated

November 17, 2023, 7<sup>th</sup> May, 2024 and 10<sup>th</sup> June, 2024, done away with the provision regarding freezing of folios that have not registered their PAN, KYC and Nomination details. The Corporation has sent individual letters to all the Members holding shares of the Corporation in physical form to furnish their PAN, KYC and Nomination details.

10. 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 Rs. 14,22,106/- being unclaimed/unpaid dividend of the Corporation for the financial year ended 31<sup>st</sup> March 2017 was transferred in September 2024 to IEPF.

Last date for claiming unclaimed and unpaid dividends declared by the Corporation for the FY 2017-18 and thereafter is as under:

<b>Financial Year</b>	<b>Date of Declaration of Dividend</b>	<b>Due date for transfer to IEPF</b>
2017-2018	08.08.2018	13.09.2025
2018-2019	12.08.2019	18.09.2026
2019-2020	24.07.2020	30.08.2027
2020-2021	13.09.2021	20.10.2028
2021-2022	25.08.2022	30.09.2029
2022-2023	29.09.2023	06.11.2030
2023-2024	16.08.2024	22.09.2031
2024-2025 (1 <sup>st</sup> Interim Dividend)	12.02.2025	21.03.2032
2024-2025 (2 <sup>nd</sup> Interim Dividend)	21.03.2025	27.04.2032

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

11. 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 2024-25, 22,042 equity shares transferred to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, in November, 2024.

The Corporation has uploaded on its website: [www.bbtcl.com](http://www.bbtcl.com) under Investor Relations the details of 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 website: <http://www.iepf.gov.in/IEPF/refund.html> or contact KFin for lodging claim for refund of shares and / or dividend from the IEPF Authority.

12. In compliance with MCA Circulars, the Notice of the AGM and the Annual Report for the Financial Year 2024-2025 are being sent through electronic mode to those Members whose e-mail addresses are registered with the Corporation/ DPs. 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<sup>rd</sup> November, 2021 with the Corporation at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) / [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com) along with the copy of signed request letter mentioning the name and address of the Member, 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 [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com) & [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

13. The Notice of AGM along with Annual Report for FY 2024-25, is available on the website of the Corporation at [www.bbtcl.com](http://www.bbtcl.com), on the website of 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 the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### **PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:**

14. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
15. Members are encouraged to join the Meeting through Laptops for better experience.
16. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
17. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
18. The attendance of the Members (members' logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. 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 and 022 - 2499 7000 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

20. As the AGM is being conducted through VC / OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP

Id and Client Id/Folio No., e-mail id, mobile number at [investorservices@bdtcl.com](mailto:investorservices@bdtcl.com) to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Corporation on or before 7<sup>th</sup> August, 2025 on the aforementioned e-mail id shall only be considered and responded to during the AGM.

21. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at [investorservices@bdtcl.com](mailto:investorservices@bdtcl.com) on or before 7<sup>th</sup> August, 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Corporation to respond appropriately.
22. The Corporation reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

#### **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

23. In compliance with provisions of Section 108 of the Companies Act, 2013; Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force); Regulation 44 of SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, the Corporation is pleased to provide Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.
24. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Thursday, 7<sup>th</sup> August, 2025 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
25. The remote e-voting period commences on Monday, 11<sup>th</sup> August, 2025 (9:00 A.M. IST) and ends on Wednesday, 13<sup>th</sup> August, 2025 (5:00 P.M. IST). During this period, Members of the Corporation, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, 7<sup>th</sup> August, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be



disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to

attend the AGM, however, they shall not be eligible to vote at the meeting.

26. The procedure and instructions for remote e-voting are given below:

Step 1: Log-in to NSDL e-voting system at URL: <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

**PROCEDURE AND INSTRUCTION FOR REMOTE E VOTING AND E-VOTING AT THE AGM**

The procedure and instructions for remote e-voting are given below:

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

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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.	<p>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 or joining virtual meeting &amp; voting during the meeting.</p> <p>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>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></p>

Type of shareholders	Login Method
	<p>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 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 50px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting &amp; voting during the meeting. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
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 or joining virtual meeting & voting during the meeting.

**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.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.co.in](mailto:evoting@nsdl.co.in) 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 and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
  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 at [investorservices@bttcl.com](mailto:investorservices@bttcl.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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 and 022 - 2499 7000 or send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in)

**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 Aadhaar Card) by email to [investorservices@bbtcl.com](mailto:investorservices@bbtcl.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 Aadhaar Card) to [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com). If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**GENERAL INFORMATION FOR SHAREHOLDERS**

27. Any person, who acquires shares of the Corporation and becomes a Member of the Corporation after sending of the Notice and holding shares as of the cut-off date i.e., Thursday, 7<sup>th</sup> August, 2025, may obtain the login ID and password by sending a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
28. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode on NSDL portal.
29. The Corporation has appointed M/s. Tushar Shridharani & Associates LLP, Practicing Company Secretaries (LLP IN: ACL 9350) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
30. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting and, within two working days of conclusion of the Meeting, make a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
31. The Corporation shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Corporation are listed. The results declared along with the Scrutinizer's Report shall be placed on the Corporation's website: [www.bbtcl.com](http://www.bbtcl.com) and on NSDL's website: <https://www.evoting.nSDL.com/> immediately.

## ANNEXURE I TO THE NOTICE

### Item No. 2

M/s Walker Chandiook & Co, Chartered Accountants (FRN: 001076N/ N500013) were appointed as Statutory Auditors of the Corporation at the 155th Annual General Meeting (AGM) of the Corporation held on 24th July, 2020 for a period of 5 (five) consecutive years from the conclusion of 155th AGM till the conclusion of 160th AGM. Accordingly, M/s Walker Chandiook & Co, Chartered Accountants will complete their first term of 5 (five) consecutive years as the Statutory Auditors of the Corporation at the conclusion of the 160th AGM of the Corporation

After evaluating and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports etc. the Audit Committee had recommended re-appointment of M/s Walker Chandiook & Co, Chartered Accountants as the Statutory Auditors of the Corporation for the second term of 5 (five) consecutive years to the Board of Directors of the Corporation.

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Corporation at its meeting held on 15th May, 2025 recommended to the members for their approval, the re-appointment of M/s Walker Chandiook & Co, Chartered Accountants (Firm Registration No. 001076N/ N500013) as Statutory Auditors of the Corporation, for a period of five (5) consecutive years from the conclusion of the 160th AGM till the conclusion of 165th AGM of the Corporation to be held in the year 2030 at a remuneration not exceeding Rs. 45,00,000 (Forty Five lakhs) payable for the financial year 2025-2026 and as may be mutually agreed between the Board of Directors of the Corporation and the Statutory Auditors for the remaining term.

M/s Walker Chandiook & Co, Chartered Accountants have consented to the said re-appointment if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be re-appointed as Statutory Auditors in terms of the provisions of the Sections 139(1), 141(2) and (3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

None of the Directors and Key Managerial Personnel of the Corporation or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 2.

The Board recommends the resolution for approval of the members as an **Ordinary Resolution**.

## STATEMENT OF MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (Annexure II)

### Item No. 4

Pursuant to the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 15th May, 2025, approved the appointment of M/s. Tushar Shridharani & Associates LLP, Practicing Company Secretaries, as Secretarial Auditors, to conduct a Secretarial Audit of the Corporation pursuant to the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 24A of Listing Regulations, for a term of five consecutive years starting from the financial year 2025-2026 to financial year 2029-2030, at a remuneration not exceeding Rs. 1,50,000 (Rupees One Lakh Fifty Thousand Only) payable for the financial year 2025-2026 and as may be mutually agreed between the Board of Directors of the Corporation and the Secretarial Auditors for the remaining term.

M/s. Tushar Shridharani & Associates LLP is a leading firm of practicing Company Secretaries with over 30 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence, Compliance Audits etc.

M/s. Tushar Shridharani & Associates LLP, Practicing Company Secretaries, have confirmed that they are eligible for appointment as Secretarial Auditors, and are free from any disqualifications, are working independently and maintaining arm's length relationship with the Corporation.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in passing of the resolution mentioned in Item No. 4 of the Notice.

The Board recommends the passing of the Resolution as set out in Item No. 4 as an **Ordinary Resolution**.

### Item No. 5

The Board of Directors on the recommendation of the Audit Committee has approved the appointment of M/s. Jyothi Satish & Co., Cost Accountants, Chennai, (Firm Registration No. 101197) as Cost Auditors at a remuneration of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand 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 31st March, 2026. 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 business hours on all working days.

Pursuant to section 148(3) of the Act read with rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Corporation. Accordingly, approval of the Members is being sought for the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

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. 5 of the Notice.

The Board recommends the **Ordinary Resolution** set out at Item No. 5 of the Notice for approval by the Members.

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

Pursuant to provisions of Section 152 of the Companies Act 2013, Mr. Nusli N. Wadia is liable to retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

Further, as per Regulation 17(1A) of Listing Regulations, 2015, approval of the Members is required by special resolution to appoint or continue the directorship of a person as a Non-Executive Director who has attained the age of seventy-five (75) years.

Mr. Nusli N. Wadia, Chairman and Non-Executive Director is above the age of seventy-five (75) years. Approval of the Members is accordingly sought for his re-appointment as well as continuation as a Director, in terms of the aforementioned regulations. The justification for continuation of his directorship on the Board is set out below:

Mr. Nusli N. Wadia, 81, Non-Executive Director, was inducted on the Corporation's Board in 1980. Mr. Nusli N. Wadia is a well-known Indian Industrialist. He is the Chairman of Wadia Group companies and also Director on the Board of several Indian companies. He has contributed actively in the deliberations of various organisations such as the Cotton Textiles Export Promotion Council (TEXPROCIL), Mill Owners' Association

(MOA), Associated Chambers of Commerce & Industry, etc. He is the former Chairman of TEXPROCIL and also of MOA. He was appointed on the Prime Minister's Council on Trade & Industry during 1998 to 2004. He was the Convenor of the Special Group Task Force on Food and Agro Industries Management Policy in September, 1998. He was a Member of the Special Subject Group to review regulations and procedures to unshackle Indian Industry and on the Special Subject Group on Disinvestment. He was a member of ICMF from 1984-85 to 1990-91. He is Trustee of the Executive Committee of the Nehru Centre, Mumbai. He has a distinct presence in public affairs and has been actively associated with leading charitable and educational institutions.

Mr. Nusli N. Wadia, is also the Chairman on the Board of The Bombay Dyeing and Manufacturing Company Limited and Britannia Industries Limited.

Mr. Nusli N. Wadia holds 69,80,356 equity shares in the Corporation.

The attention of the shareholders is invited to Annexure III of the Notice wherein the required details pertaining to Mr. Nusli N. Wadia are set out.

Mr. Nusli N. Wadia has confirmed that he is not disqualified from being re-appointed as a Director of the Corporation under section 164(2) of the Companies Act, 2013 and not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent regulatory authority.

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, in the Special Resolution set out at Item No. 6.

The Board of Directors of the Corporation recommends passing of the proposed resolution stated in Item No. 6 as a **Special Resolution**.

## ANNEXURE III TO THE NOTICE

### Brief resume of Director(s)

#### Mr. Nusli N. Wadia (Item No. 6)

Mr. Nusli N. Wadia, is a well-known Indian industrialist heading the Wadia Group of Companies besides being a Director on the Board of several Indian and foreign Companies. He joined the Corporation as Director in October, 1980 and has been the Chairman of the Corporation since 27th July, 1982. Having extensive experience and expertise in general business management and finance, Mr. Wadia has contributed actively in the deliberations of various organizations like Cotton Textiles Export Promotion Council (TEXPROCIL), Associated Chambers of Commerce and Industry of India, Mill Owners' Association (MOA) etc. He is the former Chairman of TEXIPROCIL and also of MOA. He was on the Prime Minister's Council on Trade and Industry during the period 1998 to 2004. He was the Convenor of the Special Group Task Force on Food and Agro Industries' Management Policy in September, 1998. He was also a Member of the Special Subject Group to review regulations & procedures to unshackle Indian Industry and on the Special Subject Group on Disinvestment. He was a member of the ICMF from 1984-85 to 1990-91 and is a Trustee of the Executive Committee of the prestigious Nehru Centre. Mr. Nusli N. Wadia has a distinct presence in public affairs and has actively associated with leading charitable and educational institutions.

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

Age	81 years
Experience (including expertise in specific functional area) / Brief Resume	Extensive experience and expertise in general business management and finance
Terms and Conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013 (the Act), Mr. Nusli N. Wadia who was re-appointed as a Director at the Annual General Meeting held on 29 <sup>th</sup> September, 2023 is liable to retire by rotation at this Meeting.
Remuneration last drawn (including sitting fees, if any)	Sitting fees paid for the Financial Year 2024-2025 was Rs. 7,20,000/-
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	28 <sup>th</sup> October, 1980
Shareholding in the Corporation as on 31 <sup>st</sup> March, 2025 (including shareholding as beneficial owner)	69,80,356
Relationship with other Directors/ Key Managerial Personnel	Mr. Nusli N. Wadia is related to Mr. Ness N. Wadia (Son), Mr. Jehangir N. Wadia (Son) and is not related to any other Director/Key Managerial Personnel of the Corporation
Number of meetings of the Board attended during the financial year (2024-2025)	8 (Eight)
Directorships of other Boards as on 31 <sup>st</sup> March, 2025 (excluding The Bombay Burmah Trading Corporation, Limited)	Public Companies: 1. The Bombay Dyeing and Manufacturing Company Limited 2. Britannia Industries Limited 3. Go Airlines (India) Limited (Under Liquidation)
Directorship of Listed Company from which resigned in last three years.	Nil

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- Membership/ Chairmanship of Committee of other Boards as on 31<sup>st</sup> March, 2025
- The Bombay Dyeing and Manufacturing Company Limited
    - o Nomination & Remuneration Committee – Member
  - Britannia Industries Limited
    - o Nomination & Remuneration Committee – Member
  - Go Airlines (India) Limited (Under Liquidation)
    - o Nomination & Remuneration Committee – Member
- 

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

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

**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, 15th May, 2025