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Website: www.bbtcl.com
CIN: L99999MH1863PLC000002



THE BOMBAY BURMAH TRADING CORPORATION, LIMITED

REGD. OFFICE : 9, WALLACE STREET,FORT,
MUMBAI 400 001, INDIA.

23rd September, 2024

BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI 400 001.
Scrip Code: 501425

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No.C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra (E),
MUMBAI 400 051.
Scrip Code: BBTC

Sub: Notice of Postal Ballot

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable provisions of the Listing Regulations as amended, please find enclosed a copy of the Postal Ballot Notice of The Bombay Burmah Trading Corporation, Limited ("the Corporation") dated 23rd September, 2024 along with explanatory statement for seeking approval of the Members of the Corporation for appointment of Mr. Keki Manchersha Elavia (DIN: 00003940) as a Non-Executive Independent Director on the Board of the Corporation.

In compliance with Ministry of Corporate Affairs Circular 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, Regulation 44 of the Listing Regulations, and subject to other applicable laws, rules and regulations Notice of Postal Ballot along with the explanatory statement has been sent electronically to the Members whose e-mail IDs are available in the records of the Corporation / KFin Technologies Limited ("KFin"), Corporation's Registrar and Transfer Agent / Depositories, as on Friday, 20th September, 2024 (cut-off date). For Members who have not registered their e-mail IDs, please follow the instructions given in the Notice of Postal Ballot.

The Corporation has engaged the services of National Securities Depositories Limited ("NSDL") for providing e-voting facility to all its Members. The remote e-voting period will commence at 9:00 A.M. (IST) on Tuesday, 24th September, 2024 and shall end at 5:00 P.M. (IST) on Wednesday, 23rd October, 2024. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The results of postal ballot will be declared on or before Friday, 25th October, 2024.

The Postal Ballot Notice is also available on the Corporation's website at www.bbtcl.com and on the website of the NSDL at www.evoting.nsdl.com.

This is for your information and record.

Thanking You,

Yours faithfully,
For **The Bombay Burmah Trading Corporation, Limited**

Murli Manohar Purohit
Company Secretary & Compliance Officer
Encl: a/a



THE BOMBAY BURMAH TRADING CORPORATION, LIMITED

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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, 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 special 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 a Special resolution, is annexed herewith to this Notice for your consideration. Further, additional information as required under the Listing Regulations is also attached.

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 Tuesday, 24th September, 2024 (9:00 A.M. IST) to Wednesday, 23rd October 2024 (5:00 P.M. IST). For e-voting please read the instructions mentioned in point 10 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 Wednesday, 23rd October 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 on or before 25th October, 2024 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 and on NSDL's website: <https://www.evoting.nsdl.com/>.

SPECIAL BUSINESS:

Appointment of Mr. Keki Manchersha Elavia (DIN: 00003940) as a Non-Executive Independent Director of the Corporation for a term of 5 years w.e.f 8th August, 2024

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 , Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 ('the Act') and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Keki Manchersha Elavia (DIN: 00003940) who was appointed pursuant to Section 161 of the Act as an Additional Director in the category of Non-Executive Independent Director of the Corporation by the Board on the recommendation of Nomination and Remuneration Committee with effect from 08th August, 2024, and is eligible for appointment as a Director and in respect of whom the Corporation has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Non-Executive Independent Director of the Corporation, not being liable to retire by rotation.

RESOLVED FURTHER THAT, Mr. Keki Manchersha Elavia, who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Corporation in terms of Section 149

of the Act, for a term of five consecutive years commencing from 08th August, 2024 to 07th August, 2029, (Term) he not being liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, consent of the members be and is hereby granted through Special Resolution to Mr. Keki Manchershia Elavia (DIN: 00003940), for his directorship as a Non-Executive Independent Director having attained the age of 75 (seventy- five) years.

RESOLVED FURTHER THAT any one of the Directors, the Chief Operating Officer, 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
Website : www.bbtcl.com
Tel no. : +91 22 22197101

Mumbai; 23rd September, 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 resolution proposed to be passed is annexed hereto.
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.
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, 20th September, 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 or with Corporation at 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 or investorservices@bbtcl.com.

4. Notice of Postal Ballot will also be available on the Corporation's website at www.bbtcl.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on NSDL's website: <https://www.evoting.nsdl.com/>.
5. 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.
6. 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.
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on Friday, 20th September, 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.

8. Members can cast their vote on-line from Tuesday, 24th September, 2024 (9:00 A.M. IST) to Wednesday, 23rd October, 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 Wednesday, 23rd October, 2024 (5:00 P.M. IST). The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. The resolution, if approved, shall be deemed to be have been passed on the last date of e-voting i.e. Wednesday, 23rd October, 2024

10. 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/2023/120 dated July 11, 2023, 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, 20th September, 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 at 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	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal

demat mode with NSDL.

Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ 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 “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> 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 **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.
4. 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



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. Additionally, there are 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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 :

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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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 with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request at 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@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 Aadhar Card) to investorservices@bbtcl.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 evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

ANNEXURE I OF NOTICE

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

Mr. Keki Manchersha Elavia (DIN: 00003940) (“Mr. Keki”) was appointed as an Additional Director in the category of Non-Executive Independent Director on the Board of the Corporation w.e.f. 08th August, 2024 by the Board based on the recommendation of the Nomination and Remuneration Committee of the Board, subject to the approval of the shareholders. The Corporation has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Keki for the office of Director of the Corporation.

Mr. Keki holds office as an Additional Director upto the date for a period of 3 months from the date of appointment, in accordance with the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”).

Mr. Keki is qualified to be appointed as a Director and has submitted consent to act as Director and the Corporation has received a declaration from him stating that he meets with the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and Listing Regulations and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

Based on the recommendation of the Nomination and Remuneration Committee the Board is of the opinion that he possesses appropriate skills, experience and knowledge as required for the role of an Independent Director. The skills coupled with his rich experience will benefit the Corporation. In the opinion of the Board, Mr. Keki Manchersha Elavia fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the Listing Regulations and Mr. Keki Manchersha Elavia is independent of the management of the Corporation.

The Board has pursuant to Sections 149 and 152 of the Companies Act, 2013 appointed Mr. Keki as a Director not liable to retire by rotation. He has also been appointed by the Board as Non-Executive Independent Director in terms of section 149(4) read with Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of Listing Regulations, he being eligible to be so appointed, for a term of five consecutive years commencing from 08th August, 2024 to 07th August, 2029.

The Board considers that appointment of Mr. Keki would be of immense benefit to the Corporation.

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

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Keki as an Independent Director requires approval of members of the Corporation.

Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Mr. Keki as an Independent Director requires approval of members of the Corporation by passing a special resolution.

In terms of Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint a person as a non-executive director who has attained the age of 75 (seventy-five) years unless a special resolution is passed to that effect. Accordingly, the approval of members is sought for appointment of Mr. Keki as a Non-Executive Independent Director having attained the age of 75 (Seventy-five) years for a term of 5 (five) consecutive years commencing from 08th August, 2024 upto 07th August, 2029.

Mr. Keki is interested in the resolution of the Notice, as it relates to his appointment as a Non-Executive Independent Director not liable to retire by rotation.

The Board recommends passing the Special Resolution set out in the Notice.

None of the other Directors or Key Managerial Personnel(s) of the Corporation and/ or their relatives are in any way, concerned or interested in the said resolution.

ANNEXURE II TO THE NOTICE

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

Brief resume and other details of Director proposed to be appointed as Director as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”):

Sr. No.	Name	Mr. Keki Manchersha Elavia (DIN: 00003940) (“Mr. Keki”)
1.	Age	78 years
2.	Qualifications	Chartered Accountant
3.	Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Keki is a retired Senior Partner of M/s. Kalyaniwalla & Mistry, Chartered Accountants. He was associated with M/s. Kalyaniwalla & Mistry for more than 40 years and has also been a partner of S.R. Batliboi, Chartered Accountants for a brief period. Mr. Keki is a Member of the India UK Accountancy Task Force constituted by the Ministry of Commerce, Government of India and he is also a trustee of educational and medical trusts.</p> <p>The Reserve Bank of India appointed Mr. Keki as a member of the Indian Advisory Committee of the Hong Kong and Shanghai Banking Corporation Limited where he was the Chairman of its Audit Committee and Corporate Governance Committee.</p> <p>The other positions that he held in the past are:</p> <ul style="list-style-type: none">➤ Member of the Expert Group constituted by the Reserve Bank of India for designing a supervisory framework for Non-Banking Financial Companies.➤ Member of the Auditing Practices Committee, Research Committee and the Auditing and Assurances Standards Board of

		<p>the Institute of Chartered Accountants of India.</p> <ul style="list-style-type: none"> ➤ Member of the Board of Governors, Bombay Chapter of The Institute of Internal Auditors. ➤ Member of the Specialised Committees of Bombay Chamber of Commerce & Industry, Governing Council, Indo-French Chamber of Commerce & Industry etc.
4.	In case of Independent Director, Skills and capabilities required for the role and the manner in which the Director meet the requirements	Refer point no. 3 above
5.	Terms and Conditions of appointment	Appointment as an Independent Director for 5 (five) consecutive years commencing from 8 th August, 2024 upto 7 th August, 2029, not liable to retire by rotation.
6.	Remuneration last drawn (including sitting fees, if any)	Sitting fees paid for the Financial Year 2024-25 upto 23 rd September, 2024 was Rs. 60,000/-
7.	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. He will also be entitled to receive sitting fees for attending the meetings of the Board / Committees of the Directors.
8.	Date of first appointment on the Board	08 th August 2024
9.	Shareholding in the Corporation as on the date of Notice	NIL
10.	Relationship with other Directors/ Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel(s) of the Corporation.
11.	Number of meetings of the Board attended during the financial year (2024-2025)	1 Board Meeting held on 8 th August, 2024
12.	Directorships of other Boards as on the date of Notice (excluding The Bombay	<p><u>Public Companies:</u></p> <ol style="list-style-type: none"> 1. Godrej and Boyce Manufacturing Company Limited 2. Go Airlines (India) Limited

	Burmah Trading Corporation, Limited)	3. Naperol Investments Limited (Formerly National Peroxide Limited) <u>Private Companies:</u> 1. Phoenix ARC Private Limited
13.	Membership/ Chairmanship of Committee of other Boards as on the date of notice	Go Airlines ➤ Audit Committee – Chairman Godrej and Boyce Manufacturing Company Limited ➤ Audit Committee – Chairman ➤ Stakeholders’ Relationship Committee – Member ➤ Nomination and Remuneration Committee – Member ➤ Corporate Social Responsibility Committee – Member Phoenix ARC Private Limited ➤ Audit Committee – Chairman ➤ Nomination and Remuneration Committee – Member
14.	Listed entities from which the Director has resigned in the past 3 years	➤ Dai-Ichi Karkaria Limited ➤ Sterling and Wilson Renewable Energy Limited ➤ Grindwell Norton Limited ➤ Britannia Industries Limited ➤ The Bombay Dyeing & Manufacturing Company Limited

By Order of the Board

Murli Manohar Purohit
Company Secretary & Compliance Officer

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Mumbai; 23rd September, 2024