

POST BOX NO. 10077
TEL. NOS.: +91 22 22197101
FAX :0091-22- 2207 1612 / 6772
Email: writetous@bbtcl.com
Website: www.bbtcl.com
CIN: L99999MH1863PLC000002



THE BOMBAY BURMAH TRADING CORPORATION, LIMITED

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

20th March, 2020

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

Manager – Listing Department,
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

Dear Sirs,

Sub: Postal Ballot Notice for Issue of Non- Convertible Debentures ('NCDs')

Further to our letter dated 13th February, 2020, wherein the Corporation had intimated its proposal of raising funds by way of Non- Convertible Debentures ('NCDs'), please find enclosed herewith a copy of the Postal Ballot Notice, seeking approval of the Members for Issue of NCDs upto an amount aggregating to Rs. 350 Crores (Three Hundred and Fifty Crores), in one or more tranches.

The Postal Ballot Notice, together with Explanatory Statement and Postal Ballot Form, is being sent to the Members, whose names appear on the Register of Members/ Beneficial Owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on the cut- off date, i.e. 13th March, 2020.

The Corporation has engaged the services of KFin Technologies Private Limited for providing e-voting facility to all its Members. The voting through postal ballot and e-voting will commence at 9.00 am IST on Sunday, 22nd March, 2020 and shall end at 5.00 pm IST on Monday, 20th April, 2020. The results of postal ballot will be declared on Tuesday, 21st April, 2020.

This is for your information and record.

Thanking You,

Yours faithfully,
For The Bombay Burmah Trading Corporation, Limited

Sanjay Kumar Chowdhary
Company Secretary & Compliance Officer
Encl: a/a



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POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force, and subject to other applicable laws, rules and regulations, the special resolution as set out in this Postal Ballot Notice is proposed to be placed for approval by the members of the Corporation ('Members') through Postal Ballot including electronic voting ('e-voting').

The explanatory statement pursuant to section 102 of the Act setting out the material facts pertaining to the said special resolution is annexed herewith to this Notice for your consideration along with a Postal Ballot Form and self-addressed, postage pre-paid envelope (postage borne by the Corporation).

The Board of Directors of the Corporation has appointed Mr. Tushar Shridharani, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process (voting by Postal Ballot Form and e-voting) in a fair and transparent manner.

A Member desiring to exercise vote by Postal Ballot is requested to carefully read the instructions printed on the Postal Ballot Form and return the same in original duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached postage pre-paid self addressed Business Reply Envelope ('BRE'). Postal Ballot Form(s), if sent by courier or by registered post/speed post addressed to the Scrutinizer, at the Registered office of the Corporation at 9, Wallace Street, Fort, Mumbai-400001 at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be personally deposited at the address given on the BRE. The duly completed Postal Ballot Form(s) should reach the Scrutinizer NOT LATER THAN THE CLOSE OF WORKING HOURS ON Monday, the 20th April, 2020, which is the last date for receipt of Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid and it will be considered that no reply has been received from the member.

The Corporation has provided e-voting facility as an alternative to its members to cast their votes (electronically instead of dispatching the Physical Ballot Forms by post). The Corporation has engaged KFin Technologies Private Limited. ('KFin') to provide e-voting facility. The e-voting facility is available from 9.00 am on Sunday, 22nd March, 2020 till 5.00 pm on Monday, 20th April, 2020. For e-voting, please read the instructions for the same mentioned under the section "Voting through electronic means" enumerated in the notes to this notice.

Members have the option to vote either physically through Postal Ballot Form or through e-voting. If a member has voted through e-voting facility, then he/she is not required to send the Postal Ballot Form. If a member votes through e-voting facility as well as sends his/ her vote through Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

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 Financial Officer/Company Secretary on 21st April, 2020 at 5.30 p.m. at the Registered Office of the Corporation at 9, Wallace Street, Fort, Mumbai -400 001. In addition, the results will be communicated to the stock exchanges, the results along with the scrutinizer's report will also be placed on the website of the Corporation i.e www.bbtcl.com and the website of KFin i.e <https://evoting.karvy.com>.

SPECIAL BUSINESS:

1) Approval for Issue of Redeemable Non-Convertible Debentures of an amount upto Rs. 350 crores

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

"RESOLVED THAT pursuant and subject to the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules, if any, and/or applicable Guidelines and Regulations issued by the Securities and Exchange Board of India, provisions of the Listing Regulations, or any other applicable law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Corporation and such other approvals as may be required from regulatory authorities from time to time, approval of the members be and is hereby

accorded to the Board of Directors of the Corporation (hereinafter referred to as "the Board" which term shall include any duly constituted Committee thereof) to offer, issue and allot at par Secured/ Unsecured, Listed/Unlisted Redeemable Non-Convertible Debentures ("NCDs") and / or other debt securities, on a private placement basis, in one or more series/tranches, during the period of one year from the date of passing of the Special Resolution by the members, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board, based on the prevailing market condition to such persons as may be identified by the Board, upto an aggregate amount of Rs. 350 crores (Rupees Three Hundred and Fifty Crores only) on such terms and conditions and to such person(s) as may be decided by the Board, subject however that the aggregate amount of such NCDs raised shall not exceed the overall borrowing limits of the Corporation as may be approved by the members from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as are usual, necessary, expedient or proper, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Corporation, to give effect to this resolution."

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

Sanjay Kumar Chowdhary
Company Secretary & Compliance Officer

Regd Office :

9, Wallace Street, Fort, Mumbai 400001
CIN : L99999MH1863PLC000002
Email : investorservices@bbtcl.com
Website : www.bbtcl.com
Tel no. : +91 22 22197101
Mumbai; 18th March, 2020

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the resolution proposed to be passed is annexed hereto.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the Members whose names appear in the Register of Members of the Corporation or in the Register of Beneficial Owners maintained by the Depositories, as at the close of business hours on Friday, 13th March, 2020 ('cut-off date'). The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Corporation or its Share Transfer Agents or with the Depositories. For members whose email IDs are not registered, physical copies of the Postal Ballot Notice and Postal Ballot Form are being sent by permitted mode, along with a postage pre-paid self-addressed BRE.
3. The Corporation has appointed Mr. Tushar Shridharani, Practicing Company Secretary (Membership No. FCS 2690) as Scrutinizer for the purpose of the Postal Ballot process, including e-voting facility.
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 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 Postal Ballot or e-voting.
5. Members can cast their vote on-line from 9.00 am on Sunday, 22nd March, 2020 till 5.00 pm on Monday, 20th April, 2020 as the e-voting module shall be disabled for voting by KFin thereafter and no voting shall be allowed beyond 20th April, 2020. If you are voting through Postal Ballot Form (i.e Physical ballot) then the duly Completed Postal Ballot Form(s) should reach the Scrutinizer NOT LATER THAN THE CLOSE OF WORKING HOURS ON Monday, the 20th April, 2020, which is the last date for receipt of Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid and it will be considered that no reply has been received from the member.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Scrutinizer will submit his report to the Corporation after the completion of the Scrutiny and the result of the Postal Ballot will be announced by the Chairman/ Managing Director/ Chief Financial Officer/Company Secretary, on Tuesday, the 21st April, 2020 at 5.30 pm at the Registered Office of the Corporation and the resolution will be taken as passed effectively on the date of such announcement, if the result of the Postal Ballot shall indicate that the requisite majority of the shareholders have assented to the Resolution. The results along with the scrutinizer's report will also be placed on the website of the Corporation i.e www.bbtcl.com and the website of KFin i.e <https://evoting.karvy.com>
8. Subsequently, the result of the Postal Ballot will be published in at least one English and one Vernacular language newspaper circulating in Mumbai.

9. Procedure / Instructions for VOTING

PHYSICAL VOTING

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in Physical form.

VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, your Corporation is pleased to provide members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by KFin Technologies Private Limited (KFin).

The instructions for e-voting are as follows:

- i) To use the following URL for e-voting: <https://evoting.karvy.com>
- ii) Shareholders of the Corporation holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- iii) Enter the login credentials. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- iv) After entering the details appropriately, click on LOGIN.
- v) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended to not share your password with any other person and take utmost care to keep your password confidential.
- vi) You need to login again with the new credentials.
- vii) On successful login, the system will prompt you to select the EVENT i.e., The Bombay Burmah Trading Corporation, Limited.
- viii) On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- ix) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- x) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- xi) Once the vote on the resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
- xii) The Portal will be open for voting from 9.00 a.m. on 22nd March, 2020 to 5.00 p.m. on 20th April, 2020.
- xiii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: tushar@tusharshri.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- xiv) The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 13th March, 2020.
- xv) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 13th March, 2020 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
- xvi) Any person who becomes a member of the Corporation after dispatch of the Notice of the meeting and holding shares as on the cut-off date may obtain the USER ID and Password in the manner as mentioned below:
- xvii) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event number+ Folio No. or DP ID Client ID to 9212993399
Example for NSDL : MYEPWD <SPACE> IN12345612345678
Example for CDSL : MYEPWD <SPACE> 1402345612345678
Example for Physical : MYEPWD <SPACE> XXX1234567890
If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- xviii) 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 <http://evoting.karvy.com> or contact Toll Free No. 18003454001. Member may also send an e-mail request to einward.ris@KFintech.com.

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

Item no. 1

The Corporation proposes to raise funds by way of issue of Non-Convertible Debentures ('NCDs') upto an amount of Rs.350 crores (Rupees Three Hundred and Fifty Crores only) and utilize the same for repayment of its existing Debentures issued in 2017 maturing on 30th April, 2020 and also its high cost debts and replacement of its near- term maturity debts thereby reducing the overall finance costs and improving the debt maturity profile of the Corporation. The Corporation has received rating of 'IND AA'/ Stable from India Ratings & Research (A Fitch Group Company) for the proposed issue of NCDs.

The borrowing limits of the Corporation at present is Rs.600 Crores (Rupees Six Hundred Crores only) (excluding the temporary loans obtained in the ordinary course of business) over and above the aggregate of the Corporation's paid-up share capital and free reserves as per the Special Resolution passed at the Annual General Meeting held on 13th August, 2014.

In-principle approval of the Board of Directors to the said issue of NCDs has been received at the Board Meeting held on 13th February, 2020. The Corporation has previously issued NCDs as per the members approval granted by way of Postal Ballot on 31st January, 2017 which are due for redemption on 30th April, 2020. The Corporation has never defaulted in payment of interest accruing on the aforesaid NCDs. Approval of the members is therefore sought to offer NCDs at par on private placement basis upto Rs.350 crores (Rupees Three Hundred and Fifty Crores only) within the overall borrowing limits of the Corporation as approved by the members from time to time and to authorize the Board to issue the said NCDs in terms of the Special Resolution at Item No. 1 of the Notice.

As required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with the aforesaid issue of NCDs are as follows:

| | | |
|----|--|--|
| a. | Particulars of the offer including date of passing Board Resolution | This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time. |
| b. | Kinds of securities offered and the price at which security is being offered | This special resolution is restricted to the private placement issuance of non-convertible debentures by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted with the terms of each issuance being determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time, for each issuance. |
| c. | Basis or justification for the price (including premium, if any) at which the offer or invitation is being made | Not Applicable. |
| d. | Name and address of valuer who performed valuation | Not Applicable. |
| e. | Amount which the Company intends to raise by way of such securities | As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 of upto Rs. 350 Crores (Rupees Three Hundred and Fifty Crores only); in one or more tranches. |
| f. | Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities: | This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time. |

The Board recommends the passing of the Special Resolution set out at Item No. 1 of the Notice.

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

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

Sanjay Kumar Chowdhary
Company Secretary & Compliance Officer

Regd Office :

9, Wallace Street, Fort, Mumbai 400001
CIN : L99999MH1863PLC000002
Email : investorservices@bbtcl.com
Website : www.bbtcl.com
Tel no. : +91 22 22197101
Mumbai; 18th March, 2020



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POSTAL BALLOT FORM

(Please read the instructions carefully before completing this form)

1. **Name of Member (s)** : SERIAL No. _____
(including jointholders, if any)
2. **Registered address of the Sole/ First named Member** :
3. **Registered Folio No./ DP ID No./ Client ID No.** :
4. **No. of shares held** :
5. I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the business stated in the Notice of the Postal Ballot dated 18th March, 2020 by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below :

| Sl. No. | Description of the resolution | No. of Shares held | I/We assent to the resolution (FOR) | I/We dissent to the resolution (AGAINST) |
|---------|---|--------------------|-------------------------------------|--|
| 1. | Issue of Redeemable Non-Convertible Debentures upto Rs.350 crores, under sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013. | | | |

Date: _____
Place: _____ (Signature of the Member/Authorised Signatory)

Important Note: Please complete and return this Form to the Scrutinizer at the address mentioned in the pre-paid self addressed business reply envelope. The last date for receipt of this Postal Ballot Form by the Scrutinizer is 20th April, 2020.

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://evoting.karvy.com/>. The electronic particulars are set out as follows:

| EVEN | USER ID | PASSWORD/PIN |
|------|---------|--------------|
| 5257 | | |

Note: Please read the instructions printed on the Notice before exercising your vote.

The e-voting facility will be available during the following voting period:

| | |
|--------------------------|--|
| Commencement of e-voting | Sunday, 22 nd March, 2020 ; 9:00 am |
| End of e-voting | Monday, 20 th April, 2020 ; 5:00 pm |

INSTRUCTIONS

1. Kindly note that the Members can opt any one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then e-voting shall prevail and voting done by physical means shall be treated as invalid. A member desiring to exercise vote by physical postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed BRE envelope. Postage will be borne and paid by the Corporation. However, envelopes containing postal ballots, if deposited in person or sent by Courier / Registered Post at the expenses of the Registered Shareholder will also be accepted.
2. This Form should be completed and signed by the member. Unsigned postal ballot form will be rejected. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Corporation) by the first named member and in his/her absence, by the next named member.
3. In case shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority giving requisite authority to the person voting on the postal ballot form.
4. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Corporation.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5:00 pm on 20th April, 2020. All Postal Ballot Forms received after this date and time will be strictly treated as if the reply from such member has not been received.
6. Postal Ballot Form received by fax will be rejected as if reply from member is not received unless the original Postal Ballot Form is received within the prescribed period.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member(s) as on 13th March, 2020.
8. Voting Rights in a Postal Ballot cannot be exercised by a Proxy.
9. Incomplete, unsigned or incorrectly filled Forms will be subject to rejection by the Scrutinizer.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.