

August 14, 2019

BSE Limited

Corporate Relationship Department,
Phiroze Jeejebhoy Towers,
Dalal Street,
Mumbai – 400 001.
SCRIP CODE: 503960

National Stock Exchange of India Limited

Listing Department,
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
SCRIP CODE: BBL

Dear Sir / Madam,

SUB: NOTICE OF THE 72ND ANNUAL GENERAL MEETING ('AGM') OF THE COMPANY & CUT-OFF DATE FOR THE PURPOSE OF AGM & PAYMENT OF DIVIDEND

1. Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the **72nd Annual General Meeting ('AGM') of the Company, to be held on Monday, September 9, 2019**, at 3.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, Veer Nariman Road, Churchgate, Mumbai 400 020.

The said Notice and Annual Report for the F.Y, 2018-2019 is available on the Company's website at <https://www.bharatbijlee.com/company/investor-relations/annual-reports/>

Further, 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 from time to time) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its Members, the facility to exercise their right to vote by electronic means (remote e-voting), on all resolutions set forth in the notice of the AGM.

The voting period shall begin from 9.00 a.m. on Friday, September 6, 2019 and will end at 5.00 p.m. on Sunday, September 8, 2019.

2. **The cut-off date** for the purposes of 72nd AGM and payment of Dividend for the F.Y. 2018-2019, if approved at the AGM, is **Saturday, August 31, 2019.**

Further, we would like to inform you that the Dividend, as recommended by the Board at their Meeting held May 6, 2019, if approved at the 72nd AGM, will be paid on or after September 10, 2019, as under:





- i. to all the Members who hold equity shares in physical form and whose names appear on the Company's Register of Members on Saturday, August 31, 2019;
- ii. to all the Beneficial Owners who hold equity shares in electronic form, as per the details furnished by the Depositories, at the close of business hours on Saturday, August 31, 2019.

Please note the aforementioned information is in compliance of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your kind information and records.

Thanking You,

Yours sincerely,
For **Bharat Bijlee Limited**


Durgesh N. Nagarkar
Company Secretary & Senior General Manager
Legal



NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTY SECOND (72nd) ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARAT BIJLEE LIMITED WILL BE HELD AT 3.00 P.M. ON MONDAY, SEPTEMBER 9, 2019 AT THE "WALCHAND HIRACHAND HALL, INDIAN MERCHANTS' CHAMBER BUILDING, VEER NARIMAN ROAD, CHURCHGATE, MUMBAI 400020, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements, namely (i) Audited Balance Sheet as at March 31, 2019, (ii) the audited statement of Profit and Loss for the financial year ended on that date (iii) Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year 2018-2019.
3. To appoint a Director in place of Mr. Shome N. Danani (DIN: 00217787), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for the ratification of Remuneration payable to the Cost Auditors of the Company for the Financial Year 2019-2020:**

"RESOLVED THAT pursuant to the provisions of Sections 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(s) / re-enactment(s) / amendment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, the remuneration payable to Messrs. P M Nanabhoy & Co., Cost Accountants (Firm Registration No. 000012), appointed by the Board of Directors, as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, amounting to ₹ 98,000/- (Rupees Ninety Eight Thousand Only) plus applicable tax and reimbursement of out of pocket expenses incurred by them during the course of audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee(s) thereof) or the Company Secretary be and are hereby authorised to do all such acts and take all such steps

as may be necessary, proper, or expedient to give effect to this resolution."

5. **To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution for the Re-appointment of Mr. Prakash V. Mehta (DIN: 00001366), Chairman, as an Independent Director of the Company, for a second term of 5 (five) consecutive years:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Board / Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Prakash V. Mehta (DIN: 00001366), Chairman, Non-Executive Independent Director of the Company, who holds office of Independent Director upto September 10, 2019; and

- (i) who is eligible for re-appointment for a second term of 5 (five) consecutive years, under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations;
- (ii) who meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect; and
- (iii) in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013,

as an Independent Director (Non-Executive) of the Company, to hold office for a second term of 5 (five) consecutive years, commencing from September 9, 2019 to September 8, 2024, not liable to retire by rotation, on the Board of the Company.

FURTHER RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure

Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof), and on the recommendation of Board / Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the continuation of office of Mr. Prakash V. Mehta (DIN: 00001366), Chairman, who has already attained the age of 75 years, as Non-Executive Independent Director of the Company on and after September 9, 2019 till the expiry of his second term i.e. upto September 8, 2024.

FURTHER RESOLVED THAT the Board of Directors and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

6. **To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution for the Re-appointment of Mr. Sanjiv N. Shah (DIN: 00007211), as an Independent Director of the Company, for a second term of 5 (five) consecutive years:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Board / Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sanjiv N. Shah (DIN: 00007211), Non-Executive Independent Director of the Company, who holds office of Independent Director upto September 10, 2019; and

- (i) who is eligible for re-appointment for a second term of 5 (five) consecutive years, under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations;

- (ii) who meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect; and

- (iii) in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013,

as an Independent Director (Non-Executive) of the Company, to hold office for a second term of 5 (five) consecutive years, commencing from September 9, 2019 to September 8, 2024, not liable to retire by rotation, on the Board of the Company.

FURTHER RESOLVED THAT the Board of Directors and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

7. **To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution for the Re-appointment of Mr. Jairaj C. Thacker (DIN: 00108552), as an Independent Director of the Company, for a second term of 5 (five) consecutive years:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Board/ Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Jairaj C. Thacker (DIN: 00108552), Non-Executive Independent Director of the Company, who holds office of Independent Director upto September 10, 2019; and

- (i) who is eligible for re-appointment for a second term of 5 (five) consecutive years, under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations;

- (ii) who meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect; and
- (iii) in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013,

as an Independent Director (Non-Executive) of the Company, to hold office for a second term of 5 (five) consecutive years, commencing from September 9, 2019 to September 8, 2024, not liable to retire by rotation, on the Board of the Company.

FURTHER RESOLVED THAT the Board of Directors and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

8. **To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution for the Re-appointment of Mr. Rajeshwar D. Bajaj (DIN: 00087845), as an Independent Director of the Company, for a second term of 5 (five) consecutive years:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Board / Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rajeshwar D. Bajaj (DIN: 00087845), Non-Executive Independent Director of the Company, who holds office of Independent Director upto September 10, 2019; and

- (i) who is eligible for re-appointment for a second term of 5 (five) consecutive years, under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations;

- (ii) who meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect; and
- (iii) in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013,

as an Independent Director (Non-Executive) of the Company, to hold office for a second term of 5 (five) consecutive years, commencing from September 9, 2019 to September 8, 2024, not liable to retire by rotation, on the Board of the Company.

FURTHER RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof), and on the recommendation of Board / Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the continuation of office of Mr. Rajeshwar D. Bajaj (DIN: 00087845), who has already attained the age of 75 years, as Non-Executive Independent Director of the Company, on and after September 9, 2019 till the expiry of his second term i.e. upto September 8, 2024.

FURTHER RESOLVED THAT the Board of Directors and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution.”

9. **To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution for the Appointment of Mrs. Mahnaz A. Curmally (DIN: 06907271), as an Independent Director of the Company, for a term of 5 (five) consecutive years:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the

applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Board/ Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the appointment of Mrs. Mahnaz A. Curmally (DIN: 06907271), Non-Executive Director of the Company,

- (i) who is eligible for appointment for a term of five (5) consecutive years, under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations;
- (ii) who meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect; and
- (iii) in respect of whom the Company has received a Notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160(1) of the Companies Act, 2013,

as an Independent Director (Non-Executive) of the Company, to hold office for a term of 5 (five) consecutive years, commencing from September 9, 2019 to September 8, 2024, not liable to retire by rotation, on the Board of the Company.

FURTHER RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (as amended from time-to-time, including any statutory modification(s) or re-enactment(s) thereof), and on the recommendation of Board / Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the continuation of office of Mrs. Mahnaz A. Curmally (DIN: 06907271), who shall be attaining the age of 75 years on August 4, 2021, as Non-Executive Independent Director of the Company on and after August 4, 2021 till the expiry of her term i.e. upto September 8, 2024.

FURTHER RESOLVED THAT the Board of Directors and / or the Company Secretary of the Company, be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution."

By Order of the Board
Durgesh N. Nagarkar
Company Secretary &
Sr. General Manager, Legal
ACS 5777

Place: Mumbai
Date: July 25, 2019

Registered Office:

Electric Mansion, 6th Floor
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
CIN: L31300MH1946PLC005017
T: +91 22 2430 6237 F: +91 22 2437 0624
Email Id: bbllcorporate@bharatbijlee.com
Website: www.bharatbijlee.com

NOTES:

- i. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 72nd ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING A PROXY (PROXY FORM), IN ORDER TO BE VALID AND EFFECTIVE, SHOULD BE LODGED / DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE AGM.

A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF NOT MORE THAN FIFTY (50) MEMBERS AND HOLDING NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10% (TEN PERCENT), OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.

- ii. Corporate Members intending to send their authorised representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013,

- are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
- iii. Member / Proxies / Authorised Representatives are requested to bring to the AGM, the enclosed Attendance Slip sent along with the Annual Report duly completed and signed mentioning therein details of their DP ID and Client ID / Folio Number.
- iv. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
- v. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice. The relevant information of the Directors seeking appointment / re-appointment under item No. 5 to 9 of the Notice, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Revised Secretarial Standard-2 (SS-2) on General Meetings, is also annexed hereto and forms part of this Notice. Requisite declaration has been received from the Director for seeking appointment/ re-appointment.
- vi. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- vii. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are advised to make nomination in respect of their shareholding in the Company. The Nomination Form (SH-13) can be downloaded from the Company's website, www.bharatbijlee.com. Members holding shares in physical form should file their nomination with M/s Link Intime India Private Limited, Company's Registrar and Share Transfer Agent, whilst those Members holding shares in dematerialized mode should file their nomination with their Depository Participant(s).
- viii. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
- ix. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- x. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 2, 2019 to Monday, September 9, 2019 (both days inclusive).
- xi. Members holding shares in physical form are requested to promptly notify in writing any changes in their address / bank account details / National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) / e-mail address / mandates/ nominations / power of attorney / contact numbers etc., to Link Intime India Pvt. Ltd., Unit: Bharat Bijlee Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, Tel : +91 22 49186270, Fax : +91 22 49186060, quoting their Registered Folio Number.
- xii. Members holding shares in electronic form are requested to intimate immediately any changes pertaining to their address / bank account details / National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) / e-mail address / mandates, nominations / power of attorney / contact numbers etc., if any, directly to their Depository Participant(s) with whom they maintain their demat accounts.
- xiii. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(s). The Company or its Registrar and Share Transfer Agent, Link Intime India Private Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective depository participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend(s) are requested to write to the Company.

- xiv. The payment of Dividend, as recommended by the Board of Directors, if declared at the 72nd AGM, will be paid on or after September 10, 2019;
- to all Members in respect of shares held in physical form, whose names are on the Company's Register of Members, after giving effect to valid transmission and transposition requests lodged with the Company before the end of business hours on Saturday, August 31, 2019.
 - To all the Beneficial Owners of the shares as at the close of business hours on Saturday, August 31, 2019, as per the details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
- xv. In accordance with the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules thereto, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Accordingly, the Notice of the AGM along with the Annual Report of the Company for the financial year 2018-2019, Attendance Slip, Proxy Form and Route Map, is being sent by electronic mode to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) unless any Members have requested for a physical copy of the same. For Members who have not registered their e-mail address, a physical copy of the said Annual Report and Notice is being sent through permitted mode.
- xvi. To support '**Green Initiative**', the Company requests those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form or with the Company, in case shares are held in physical form. Members whose email ids are already registered may update the changes therein, if any. This may be treated as an advance opportunity in terms of proviso to Rule 18(3) (i) of the Companies (Management and Administration) Rules, 2014.
- xvii. The Notice of the 72nd AGM, Attendance Slip, Proxy Form, Route Map and the Annual Report 2018-19 circulated to the Members of the Company, will also be hosted on the Company's website at www.bharatbijlee.com and also on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com.
- xviii. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through remote e-Voting, the said resolutions will not be decided on a show of hands at the AGM.
- xix. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), (including any statutory modification(s)/ re-enactment(s) / amendment(s) thereof, for the time being in force), the dividend which remains unclaimed / unpaid for a period of seven (7) years from the date of transfer to the unpaid dividend account of the Company, is required to be transferred to the Investor Education and Protection Fund Authority ('IEPF') of the Central Government. Also, attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with IEPF Rules which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for seven (7) consecutive years or more, to a special demat account to be opened by IEPF Authority.
- Further, in compliance with the provisions laid down in IEPF Rules, the Company had sent notices and also advertised in the newspapers seeking action from Shareholders who have not claimed their dividends for seven (7) consecutive years or more. Accordingly, Company has transferred all corresponding equity shares for the financial year ended March 31, 2011, on which dividend was not encashed / remained unclaimed, to the Demat Account of the IEPF, the due date of which was August 6, 2018. It may please be noted that no claim shall lie against the Company in respect of share(s) transferred to IEPF pursuant to the said Rules.
- However, the Shareholders are entitled to claim their equity shares including all the corporate benefits accruing on such shares, if any, from the IEPF Authority by submitting an online application in Form IEPF-5 and sending a physical copy of the Form IEPF-5 duly signed by all the joint shareholders, if any, as per the specimen signature recorded with the Company along with requisite documents enumerated in the Form IEPF-5, to the Company's RTA. The Rules and Form IEPF-5, as prescribed, for claiming back the shares, are available on the website of the IEPF, i.e., on www.iepf.gov.in. It may please be noted that no claim shall lie against the Company in respect of share(s) transferred to IEPF pursuant to the said Rules.
- Members who had not claimed the dividends declared for the financial year March 31, 2012, were requested to lodge their claim on or before June 30, 2019, with the Company's Registrar and Share Transfer Agents at the address mentioned in the Annual Report. The Company had sent reminders to all such Members at their registered address in this regards.

Further, all the Members who have not claimed their dividends in the last seven (7) consecutive years from 2012 are requested to claim the same by August 16, 2019, with the Company's Registrar and Share Transfer Agents at the address mentioned in the Annual Report. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. It may please be noted that no claim shall lie against the Company once such share(s)/ dividend transferred to IEPF demat account, pursuant to the said Rules.

The Statement containing details of Name, Address, Folio No., Demat Account No. and No. of shares due for transfer to IEPF demat Account is made available on www.bharatbijlee.com.

The Shareholders are therefore encouraged to verify their records and claim their dividends, if not claimed.

xx. **VOTING THROUGH ELECTRONIC MEANS**

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 from time-to-time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (Revised w.e.f. October 1, 2017), the Company is pleased to provide to its Members, facility to exercise their right to vote on the resolutions proposed to be considered at the ensuing 72nd AGM, by electronic means. The Members may cast their votes using "remote e-voting" (e-voting from place other than venue of the Annual General Meeting) facility to exercise their right to vote on all matters listed in this Notice, by electronic means.

For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to enable all its Members to cast their vote electronically.

The instructions for e-voting are as under:

- a. Members holding shares in physical form or in demat form as on **Saturday, August 31, 2019, the cut-off date** shall only be eligible for e-voting. 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 only shall be entitled to avail the facility of remote e-voting.

- b. **The remote e-voting period will commence at 9.00 a.m. on Friday, September 6, 2019 and will end at 5.00 p.m. on Sunday, September 8, 2019.** During this period the eligible Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c. The shareholders should log on to the e-voting website www.evotingindia.com.
- d. Click on Shareholders / Members.
- e. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to log in. <ul style="list-style-type: none"> • If the details are not recorded with the depository or company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (e)

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation'

- menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN of 'Bharat Bijlee Limited' on which you choose to vote.
- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- t. **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- General Instructions:**
- (i) The voting rights of Members shall be in proportion of their shares in the total paid-up equity share capital of the Company as on **Saturday, August 31, 2019**, being the cut-off date.
 - (ii) The facility for voting through ballot shall also be made available at the AGM and Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting right at the AGM.
 - (iii) The Members who have casted their votes by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
 - (iv) Any Person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cutoff date i.e., **Saturday, August 31, 2019**, may obtain the login id and password by sending a request to Link Intime India Pvt. Ltd., Unit: Bharat Bijlee Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, Tel: +91 22 49186270, Fax: +91 22 49186060.

- (v) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (vi) The letter of appointment of representative(s) of the President of India or the Governor of a State; or the authorization in respect of the Corporations shall be received by the Scrutinizer / Company on or before close of remote e-voting.
- (vii) Mr. Navnitlal L. Bhatia (Membership Number: FCS 1176, CoP Number: 422) or failing him Mr. Bharat Upadhyay (Membership Number: FCS 5436, CoP Number: 4457) or failing him Mr. Bhaskar Upadhyay (Membership Number: FCS 8663, CoP Number: 9625), of Messrs N. L. Bhatia & Associates, Practicing Company Secretaries has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (viii) The Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot paper for all those Shareholders who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (ix) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in presence of at least two (2) witnesses not in the employment of the Company and shall within a period not exceeding forty eight (48) hours from the conclusion of the meeting make a consolidated Scrutinizer’s Report of the total votes cast in favour or against each of the resolutions as set out in this Notice, if any, and submit the same to the Chairman or a person authorized by him in writing, for counter signature.
- (x) The Results shall be declared by the Chairman, or a person authorized by the Chairman. The Results declared along with the Scrutinizer’s Report shall be immediately placed on the Company’s website viz., www.bharatbijlee.com and on the website of CDSL, viz., www.evotingindia.com, and will be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The result will also be posted on the notice board of the Company at the registered office.
- (xi) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be kept open for inspection at the AGM. All documents referred to in this Notice and Statement setting out material facts will be available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the AGM.
- (xii) For security reasons and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members / Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and hand it over at the entrance of the venue.
- (xiii) Members desiring any information relating to the annual accounts of the Company are requested to write to the Company Secretary at the Registered Office address or by sending an email to investorcare@bharatbijlee.com, at least 10 days before the AGM, to enable the Company to keep the information ready at the Meeting.
- (xiv) As per the Secretarial Standard-2 (SS-2) on ‘General Meetings’, a Route Map showing direction to reach the venue of the 72nd Annual General Meeting is given at the end of this Notice.
- MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**

ANNEXURE TO THE NOTICE

Explanatory Statement setting out material facts under Section 102 of the Companies Act, 2013**Item No. 4**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with the Companies (Cost Records and Audit) Rules, 2014, (including any amendment(s), modification(s), variation or re-enactment thereof for the time being in force), the Board of Directors of the Company shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as Cost Auditor, on the recommendations of the Audit Committee. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the Members.

On the recommendation of Audit Committee at its meeting held on Monday, May 6, 2019, the Board has considered and approved appointment of Messrs P. M. Nanabhoy & Co., Cost Accountants, for the conduct of the Cost Audit of the Company's various products for the financial year 2019-2020, at remuneration as mentioned in the resolution forming part of this Notice.

Accordingly, consent of the Members is sought to the Resolution as set out at Item No. 4 of the Notice as an Ordinary Resolution for approval and ratification.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

Item No. 5

Mr. Prakash V. Mehta (DIN: 00001366), was appointed as a Non-Executive Director of the Company, effective from August 7, 1990. He is a Chairman of the Company, Chairman of the Stakeholder Relationship Committee, Member of Audit Committee and Member of the Nomination and Remuneration Committee of the Board.

On April 1, 2014, the Ministry of Corporate Affairs notified Section 149 of the Companies Act, 2013 and related Rules. Pursuant to the provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of erstwhile Listing Agreement, Mr. Prakash V. Mehta was appointed as an Independent Director of the Company, at the 67th Annual General Meeting of Members of the Company, held on September 11, 2014, for a term of five (5) consecutive years, with effect from September 11, 2014 upto September 10, 2019 ("First Term" in line with the explanation to Section 149(10) and 149(11) of the Companies Act, 2013).

In line with Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five (5) consecutive years on the Board of a Company. Since Mr. Mehta will complete his First Term as an Independent Director of the Company on September 10, 2019, he is eligible for re-appointment for one more term of five (5) years.

Mr. Prakash V. Mehta obtained a Bachelors Degree in Law from the University of Bombay in 1963, thereafter qualified as a Solicitor in 1966 and since then has been practicing as a Solicitor. He is a partner of M/s. Malvi Ranchoddas & Co., a renowned firm of Solicitors. He has considerable experience in the field of Law and is also an expert in Corporate Law, Acquisitions, Joint Ventures and Foreign Collaborations. He is a Director on the Boards of several prominent companies in India. He has been a Director on the Board of the Company since August 7, 1990. As on March 31, 2019, Mr. Mehta holds 325 equity shares of ₹ 10/- each, of the Company representing 0.0058% of the Issued and Subscribed Equity share Capital of the Company.

The Board at its meeting held on July 25, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that, given his rich experience, acumen, qualification and the substantial contribution as a Chairman Non-Executive Independent Director, the association of Mr. Mehta would be of immense benefit and accordingly, it is desirable to re-appoint Mr. Prakash V. Mehta, Chairman, as an Independent Director of the Company, not liable to retire of rotation, for a Second Term, of five (5) consecutive years, effective from September 9, 2019.

Members may please note that, the Company has received from Mr. Mehta:

- (a) a Notice in writing in terms of Section 160(1) of the Companies Act, 2013, from a Member, proposing the candidature of Mr. Mehta for the office of Director
- (b) Consent in writing to act as a Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (c) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013;

- (d) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended); and
- (e) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the Members by passing a Special Resolution to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Mehta has already attained the age of 75 years as on date and hence continuation beyond 75 years requires the approval of Members by way of a Special Resolution. Accordingly, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on July 25, 2019 have recommended to the Members, the continuation of office of Mr. Mehta as a Non-Executive Independent Director of the Company, on and after September 9, 2019 till the expiry of his second term i.e. upto September 8, 2024, notwithstanding that he has attained the age of 75 years.

The Board confirms that Mr. Mehta fulfils the conditions of re-appointment as an Independent Director as prescribed in the Companies Act, 2013, the rules framed thereunder and the Listing Regulations and that he is independent of the management of the Company.

Copy of the draft Letter of Appointment of Mr. Mehta setting out the terms and conditions of re-appointment as an Independent Director, are available for inspection by the Members of the Company without any fee at the Registered office of the Company.

The brief profile of Mr. Mehta under Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is set out in the Annexure – I to the Explanatory Statement and forms integral part of Notice.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 5 in the accompanying Notice for the approval of Members.

Mr. Prakash V. Mehta is not related to any Director on the Board of the Company.

Mr. Prakash V. Mehta, Chairman, Non-Executive Independent Director is deemed to be concerned or interested in the Resolution at Item No. 5 of this Notice. None of the other Directors are concerned or interested in the said Special Resolution.

No other Promoters, Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

Item No. 6

Mr. Sanjiv N. Shah (DIN: 00007211), was appointed as a Non-Executive Director of the Company, effective from August 14, 2002. He is a Chairman of the Audit Committee as well of Nomination and Remuneration Committee and Member of Stakeholder Relationship Committee of the Board.

On April 1, 2014, the Ministry of Corporate Affairs notified Section 149 of the Companies Act, 2013 and related Rules. Pursuant to the provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of erstwhile Listing Agreement, Mr. Sanjiv N. Shah was appointed as an Independent Director of the Company, at the 67th Annual General Meeting of Members of the Company, held on September 11, 2014, for a term of five (5) consecutive years, with effect from September 11, 2014 upto September 10, 2019 ("First Term" in line with the explanation to Section 149(10) and 149(11) of the Companies Act, 2013).

In line with Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five (5) consecutive years on the Board of a Company. Since Mr. Shah will complete his First Term as an Independent Director of the Company on September 10, 2019, he is eligible for re-appointment for one more term of five (5) years.

Mr. Sanjiv N. Shah holds a degree (B.A.) in Economics and Statistics from the University of Mumbai, a degree (B.Sc.) in Economics from the London School of Economics, is a Chartered Accountant from England and Wales and a

fellow member of the Institute of Chartered Accountants of India. He was a partner of M/s. S.B. Billimoria & Company, a renowned firm of Chartered Accountants and is presently a partner in M/s. Sanjiv N. Shah & Co., Chartered Accountants. He has specialized in the Financial Services Industry and has been a member of the Board since June 27, 2002. As on March 31, 2019, Mr. Shah holds 4,560 equity shares of ₹ 10/- each, of the Company, representing 0.0807% of the Issued and Subscribed Equity Share Capital of the Company.

The Board of Directors at its meeting held on July 25, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his qualification, experience and the substantial contribution as a Non-Executive Independent Director, the association of Mr. Shah would be of immense benefit and accordingly, it is desirable to re-appoint Mr. Shah, as an Independent Director of the Company, not liable to retire of rotation, for a Second Term, of five (5) consecutive years, effective from September 9, 2019.

Members may please note that, the Company has received from Mr. Shah:

- (a) a Notice in writing in terms of Section 160(1) of the Companies Act, 2013, from a Member, proposing the candidature of Mr. Shah for the office of Director;
- (b) Consent in writing to act as a Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (c) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013;
- (d) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended); and
- (e) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The Board confirms that Mr. Shah fulfils the conditions of re-appointment as an Independent Director as prescribed in the Companies Act, 2013, the rules framed thereunder and the Listing Regulations and that he is independent of the management of the Company.

Copy of the draft Letter of Appointment of Mr. Shah setting out the terms and conditions of re-appointment as an Independent Director, are available for inspection by the Members of the Company without any fee at the Registered office of the Company.

The brief profile of Mr. Shah under Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is set out in the Annexure - I to the Explanatory Statement and forms integral part of Notice.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 6 in the accompanying Notice for the approval of Members.

Mr. Sanjiv N. Shah is not related to any Director on the Board of the Company.

Mr. Sanjiv N. Shah, Non-Executive Independent Director is deemed to be concerned or interested in the Resolution at Item No. 6 of this Notice. None of the other Directors are concerned or interested in the said Special Resolution.

No other Promoters, Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

Item No. 7

Mr. Jairaj C. Thacker (DIN 00108552), was appointed as a Non-Executive Director of the Company, effective from August 14, 2002. He is a Member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Board.

On April 1, 2014, the Ministry of Corporate Affairs notified Section 149 of the Companies Act, 2013 and related Rules. Pursuant to the provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of erstwhile Listing Agreement, Mr. Jairaj C. Thacker was appointed as an Independent Director of the Company, at the 67th Annual General Meeting of Members of the Company, held on September 11, 2014, for a term of five (5) consecutive years, with effect from September 11, 2014 upto September 10, 2019 ("First Term" in line with the explanation to Section 149(10) and 149(11) of the Companies Act, 2013).

In line with Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto

five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five (5) consecutive years on the Board of a Company. Since Mr. Thacker will complete his First Term as an Independent Director of the Company on September 10, 2019, he is eligible for re-appointment for one more term of five (5) years.

Mr. Jairaj C. Thacker is a well known Industrialist and Educationalist. He holds a Degree in Commerce. He is also the Managing Trustee of the prestigious Shri Narsee Monjee Educational Trust and Jamnabai Narsee Public Charitable Trust, Executive and Governing Council Member of Dr. Balabhai Nanavati Hospital, Vile Parle and Executive Committee Member of Vile Parle Kelavani Mandal. He has been a member of the Board since June 27, 2002. Mr. Thacker does not hold any shares in the Company.

The Board of Directors at its meeting held on July 25, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that, given the vast experience, immense knowledge of the industry and his substantial contribution as a Non-Executive Independent Director, it is in the interest of the Company to continue to avail the benefits of his expertise, and accordingly, it is desirable to re-appoint Mr. Thacker, as an Independent Director of the Company, not liable to retire of rotation, for a Second Term, of five (5) consecutive years, effective from September 9, 2019.

Members may please note that, the Company has received from Mr. Thacker:

- (a) a Notice in writing in terms of Section 160(1) of the Companies Act, 2013, from a Member, proposing the candidature of Mr. Thacker for the office of Director;
- (b) Consent in writing to act as a Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (c) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013;
- (d) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended); and

- (e) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

The Board confirms that Mr. Thacker fulfils the conditions of re-appointment as an Independent Director as prescribed in the Companies Act, 2013, the rules framed thereunder and the Listing Regulations and that he is independent of the management of the Company.

Copy of the draft Letter of Appointment of Mr. Thacker setting out the terms and conditions of re-appointment as an Independent Director, are available for inspection by the Members of the Company without any fee at the Registered office of the Company.

The brief profile of Mr. Thacker under Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is set out in the Annexure – I to the Explanatory Statement and forms integral part of Notice.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 7 in the accompanying Notice for the approval of Members.

Mr. Jairaj C. Thacker is not related to any Director on the Board of the Company.

Mr. Jairaj C. Thacker, Non-Executive Independent Director is deemed to be concerned or interested in the Resolution at Item No. 7 of this Notice. None of the other Directors are concerned or interested in the said Special Resolution.

No other Promoters, Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

Item No. 8

Mr. Rajeshwar D. Bajaaj (DIN: 00087845), was appointed as a Non-Executive Director of the Company, effective from September 11, 2014.

On April 1, 2014, the Ministry of Corporate Affairs notified Section 149 of the Companies Act, 2013 and related Rules. Pursuant to the provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of erstwhile Listing Agreement, Mr. Rajeshwar D. Bajaaj was appointed as an Independent Director of the Company, at the 67th Annual General Meeting

of Members of the Company, held on September 11, 2014, for a term of five (5) consecutive years, with effect from September 11, 2014 upto September 10, 2019 ("First Term" in line with the explanation to Section 149(10) and 149(11) of the Companies Act, 2013).

In line with Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five (5) consecutive years on the Board of a Company. Since Mr. Bajaaj will complete his First Term as an Independent Director of the Company on September 10, 2019, he is eligible for re-appointment for one more term of five (5) years.

Mr. Bajaaj was the Chairman of the Board of Directors and Managing Director of Otis Elevators India. He also held the position of Vice President, South and Southeast Asia based in Singapore wherein the Otis country heads from India, Singapore, Thailand, Malaysia, Indonesia, Philippines and Vietnam reported to him. He has nearly four decades of experience in the elevator industry. Thereafter, for a period of three years, he joined Special Olympics Inc. as Managing Director, Asia Pacific, a nonprofit organization created by the Joseph P. Kennedy Jr. Foundation, Washington for the benefit of people with Intellectual Disabilities. He was also a Director on Board of APW President Systems for a period of two years and also served as the President of Bombay Gymkhana Limited for a period of two years. Mr. Bajaaj does not hold any shares in the Company.

The Board of Directors at its meeting held on July 25, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that, Mr. Bajaaj is a highly renowned professional who brought wide range of skills and experience to the Board, which enhanced the quality of the Board's functioning and its decision making process. The Company immensely benefitted from his strategic insights on various matters to Company's business, during his tenure as a Non-executive Independent Director. Accordingly, it is desirable to re-appoint Mr. Rajeshwar D. Bajaaj, as an Independent Director of the Company, not liable to retire of rotation, for a Second Term, of five (5) consecutive years, effective from September 9, 2019.

Members may please note that, the Company has received from Mr. Bajaaj:

- (a) a Notice in writing in terms of Section 160(1) of the Companies Act, 2013, from a Member, proposing the candidature of Mr. Bajaaj for the office of Director;

- (b) Consent in writing to act as a Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (c) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013;
- (d) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended); and
- (e) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the Members by passing a Special Resolution to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Bajaaj has already attained the age of 75 years as on date and hence continuation beyond 75 years requires the approval of Members by way of a Special Resolution. Accordingly, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on July 25, 2019 have recommended to the Members, the continuation of office of Mr. Bajaaj as a Non-Executive Independent Director of the Company, on and after September 9, 2019 till the expiry of his second term i.e. upto September 8, 2024, notwithstanding that he has attained the age of 75 years.

The Board confirms that Mr. Bajaaj fulfils the conditions of re-appointment as an Independent Director as prescribed in the Companies Act, 2013, the rules framed thereunder and the Listing Regulations and that he is independent of the management of the Company.

Copy of the draft Letter of Appointment of Mr. Bajaaj setting out the terms and conditions of re-appointment as an Independent Director, are available for inspection by the

Members of the Company without any fee at the Registered office of the Company.

The brief profile of Mr. Bajaaj under Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is set out in the Annexure – I to the Explanatory Statement and forms integral part of Notice.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 8 in the accompanying Notice for the approval of Members.

Mr. Rajeshwar D. Bajaaj is not related to any Director on the Board of the Company.

Mr. Rajeshwar D. Bajaaj, Non-Executive Independent Director is deemed to be concerned or interested in the Resolution at Item No. 8 of this Notice. None of the other Directors are concerned or interested in the said Special Resolution.

No other Promoters, Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of this Notice.

Item No. 9

Mrs. Mahnaz A. Curmally (DIN: 06907271), based on recommendation of Board and Nomination and Remuneration Committee, at their meetings held on July 25, 2014, was appointed as a Non-Executive Director of the Company, at the 67th Annual General Meeting of Members of the Company, effective from September 11, 2014, liable to retire by rotation.

In terms of proviso to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Board of Directors of the top 500 listed entities shall have at least one (1) Independent Woman Director by April 1, 2019 and the Board of Directors of the top 1000 listed entities shall have at least one (1) Independent Woman Director by April 1, 2020.

As per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the top 500 and 1000 entities shall be determined on the basis of market capitalisation, as at the end of the immediate previous financial year. Your Company, Bharat Bijlee Limited ('BBL') stands 832 out of top 1000 Companies, based on Market Capitalisation. Hence BBL is required to appoint at least one (1) Independent Woman Director by April 1, 2020.

Mrs. Mahnaz A. Curmally has obtained an English Literature Honors degree from Lady Shri Ram College,

Delhi University and thereafter acquired a M.A. Degree in Sociology from Bombay University. She started her career with J Walter Thompson (JWT) as a copywriter and reached the position of President, South Asia and retired from Ogilvy PR as Chairman South Asia in December 2003. Post her departure from Ogilvy, Mrs. Curmally continued to work as part time PR consultant with pharmaceutical, consumer, finance, engineering and NGO organizations and also taught communication and PR courses in three leading communication management institutes in Mumbai.

Mrs. Mahnaz Curmally, with over 40 years of work experience is considered one of the pioneers of corporate and marketing communications in India. She has through the course of her working life gathered considerable understanding of industries such as infrastructure (power, realty and health); pharmaceutical (MNC and local); FMCG (food, personal care, cosmetics, apparel, household goods); and Travel and Tourism.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee at their respective meetings held on July 25, 2019, and based on the performance evaluation, considers it is desirable to appoint Mrs. Curmally, as an Independent Director of the Company, not liable to retire of rotation, for a term, of five (5) consecutive years, effective from September 9, 2019 to September 8, 2024.

Members may please note that, the Company has received from Mrs. Curmally:

- (a) a Notice in writing in terms of Section 160(1) of the Companies Act, 2013, from a Member, proposing the candidature of Mrs. Curmally for the office of Director
- (b) Consent in writing to act as a Director, in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (c) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013;
- (d) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended); and

- (e) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the Members by passing a Special Resolution to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mrs. Curmally will be attaining the age of 75 years on August 4, 2021, i.e., during her term of Independent Directorship and hence continuation beyond 75 years requires the approval of Members by way of a Special Resolution. Accordingly, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on July 25, 2019 recommended to the Members, the continuation of Mrs. Curmally's directorship as a Non-Executive Independent Director of the Company, on and after August 4, 2021 till the expiry of her second term i.e. upto September 8, 2024, notwithstanding that she will attain the age of 75 years.

The Board confirms that Mrs. Curmally fulfils the conditions of appointment as an Independent Director as prescribed in the Companies Act, 2013, the rules framed thereunder and the Listing Regulations and that she is independent of the management of the Company.

Copy of the draft Letter of Appointment of Mrs. Curmally setting out the terms and conditions of re-appointment as an Independent Director, are available for inspection by the Members of the Company without any fee at the Registered office of the Company.

The brief profile of Mrs. Curmally under Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, is set out in the Annexure – I to the Explanatory Statement and forms integral part of Notice.

The Board accordingly recommends passing the Special Resolution as set out as Item No. 9 in the accompanying Notice for the approval of Members.

Mrs. Mahnaz Curmally is not related to any Director on the Board of the Company.

Mrs. Mahnaz Curmally, Non-Executive Director is deemed to be concerned or interested in the Resolution at Item No. 9 of this Notice. None of the other Directors are concerned or interested in the said Special Resolution.

No other Promoters, Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of this Notice.

By Order of the Board
Durgesh N. Nagarkar
Company Secretary &
Sr. General Manager, Legal
ACS 5777

Place: Mumbai
Date: July 25, 2019

Registered Office:

Electric Mansion, 6th Floor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
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BRIEF PROFILE OF DIRECTOR BEING APPOINTED/RE-APPOINTED AT THE FORTHCOMING 72ND ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)
1. MR. SHOME N. DANANI:

Name of the Director	Shome N. Danani
Director Identification Number (DIN)	00217787
Age	41 Years
Date of Birth	March 4, 1978
Date of Appointment on the Board	January 1, 2009
Qualification	Mr. Danani holds a Bachelor's Degree in Industrial and Operations Engineering from the University of Michigan, USA and a Masters Degree in Business Administration from INSEAD, France.
Brief profile & nature of his expertise in specific functional areas	Mr. Danani joined Bharat Bijlee Ltd. in 2002 and has been responsible for various initiatives and growth strategies. He is the Whole-time Director since January 28, 2009 and he has been leading the change management drive that is essential to the long term growth and success of the Company. He has been instrumental in building scalable systems and processes.
Terms and conditions of Re-appointment	Retiring by Rotation
Remuneration last drawn	₹ 87,75,000/- p.a. (for the F.Y. 2018-2019)
Details of Remuneration sought to be paid	Not Applicable
Number of Meetings of the Board attended during the financial year 2018-2019 (out of total 6 Board Meetings held)	6
Number of Shares held in Company as on March 31, 2019	2,898 Equity Shares of ₹ 10/- each
Directorship held in other companies	– Danmet Chemicals Pvt. Ltd; and – Rakyan Beverages Private Limited.
Membership / Chairmanships of committees across all other companies [includes Audit and Shareholders Relationship Committee]	Mr. Danani is not a Member/Chairman of any Committee across all other companies.
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Danani is related to Mr. Nikhil J. Danani.

2. MR. PRAKASH V. MEHTA:

Name of the Director	Prakash V. Mehta
Director Identification Number (DIN)	00001366
Age	77 Years
Date of Birth	February 12, 1942
Date of Appointment on the Board	August 7, 1990
Qualification	Mr. Prakash V. Mehta obtained a Bachelor's Degree in Law from the University of Bombay in 1963, thereafter qualified as a Solicitor in 1966.
Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Prakash V. Mehta has been a Director on the Board of the Company since August 7, 1990. Mr. Mehta has been practicing as a Solicitor since 1966. He is a partner of M/s. Malvi Ranchoddas & Co., a renowned firm of Solicitors. He has considerable experience in the field of Law and is also an expert in Corporate Law, Acquisitions, Joint Ventures and Foreign Collaborations.
Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 5 read with respective Explanatory Statement of the AGM Notice
Remuneration last drawn	Sitting fees for attending the Board and its Committee Meetings.
Details of Remuneration sought to be paid	Not Applicable
Number of Meetings of the Board attended during the financial year 2018-2019 (out of total 6 Board Meetings held)	6
Number of Shares held in Company as on March 31, 2019	325 Equity Shares of ₹ 10/- each
Directorship held in other companies	<ul style="list-style-type: none"> - Oriental Aromatics Limited; - Hikal Limited; - Mukand Engineers Limited; - Mukand Limited; - Advani Hotels And Resorts (India) Limited; - Mukand Sumi Special Steel Limited; - India Safety Vaults Private Limited; - Pegasus Assets Reconstruction Private limited; - Iris Investment Advisors Private Limited;
Membership / Chairmanships of committees across all other companies [includes Audit and Shareholders Relationship Committee]	<p>Audit Committee:</p> <ul style="list-style-type: none"> - Advani Hotels And Resorts (India) Limited (Chairman); - Oriental Aromatics Limited (Member); - Hikal Limited (Member); - Mukand Limited (Member); - Mukand Engineers Limited (Chairman) <p>Stakeholder Relationship Committee:</p> <ul style="list-style-type: none"> - Hikal Limited (Member);
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Mehta is not related to any Director and / or Key Managerial Personnel of the Company.

3. MR. SANJIV N. SHAH

Name of the Director	Sanjiv N. Shah
Director Identification Number (DIN)	00007211
Age	61 Years
Date of Birth	March 2, 1958
Date of Appointment on the Board	August 14, 2002
Qualification	<ul style="list-style-type: none"> - (B.A.) in Economics and Statistics from the University of Mumbai, - a degree (B.Sc.) in Economics from the London School of Economics, - a Chartered Accountant from England and Wales;
Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Shah was a partner of M/s. S.B. Billimoria & Company, a renowned firm of Chartered Accountants and is presently a partner in M/s. Sanjiv N. Shah & Co., Chartered Accountants. He has specialized in the Financial Services Industry.
Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 6 read with respective Explanatory Statement of the AGM Notice
Remuneration last drawn	Sitting fees for attending the Board and its Committee Meetings
Details of Remuneration sought to be paid	Not Applicable
Number of Meetings of the Board attended during the financial year 2018-2019 (out of total 6 Board Meetings held)	4
Number of Shares held in Company as on March 31, 2019	4,560 Equity Shares of ₹ 10/- each
Directorship held in other companies	<ul style="list-style-type: none"> - Chowgule Steamships Limited; - Nemish Shah Investments P Ltd; - SNS Consulting Private Limited
Membership / Chairmanships of committees across all other companies [includes Audit and Shareholders Relationship Committee]	Audit Committee: <ul style="list-style-type: none"> - Chowgule Steamships Limited (Member); Stakeholder Relationship Committee: <ul style="list-style-type: none"> - Chowgule Steamships Limited (Member);
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Shah is not related to any Director and / or Key Managerial Personnel of the Company.

4. MR. JAIRAJ C. THACKER

Name of the Director	Jairaj C. Thacker
Director Identification Number (DIN)	00108552
Age	67 Years
Date of Birth	December 3, 1951
Date of Appointment on the Board	August 14, 2002
Qualification	– holds a Degree in Commerce,
Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Thacker is also the Managing Trustee of the prestigious Shri Narsee Monjee Educational Trust and Jamnabai Narsee Public Charitable Trust, Executive and Governing Council Member of Dr. Balabhai Nanavati Hospital, Vile Parle and Executive Committee Member of Vile Parle Kelavani Mandal.
Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 7 read with respective Explanatory Statement of the AGM Notice
Remuneration last drawn	Sitting fees for attending the Board and its Committee Meetings
Details of Remuneration sought to be paid	Not Applicable
Number of Meetings of the Board attended during the financial year 2018-2019 (out of total 6 Board Meetings held)	4
Number of Shares held in Company as on March 31, 2019	NIL
Directorship held in other companies	– Golden Chemicals Private Limited; – Shiva Buildcon Private Limited; – Nirant Investments & Trading Company Private Limited; – Max Edusol Private Limited
Membership / Chairmanships of committees across all other companies [includes Audit and Shareholders Relationship Committee]	N.A.
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Thacker is not related to any Director and / or Key Managerial Personnel of the Company.

5. MR. RAJESHWAR D. BAJAAJ

Name of the Director	Rajeshwar D. Bajaaj
Director Identification Number (DIN)	00087845
Age	77 Years
Date of Birth	December 4, 1942
Date of Appointment on the Board	September 11, 2014
Qualification	Bachelor in Science and LLB
Brief Profile, Experience & nature of his Expertise in specific functional areas	Mr. Bajaaj was the Chairman of the Board of Directors and Managing Director of Otis Elevators India. He also held the position of Vice President, South and Southeast Asia based in Singapore wherein the Otis country heads from India, Singapore, Thailand, Malaysia, Indonesia, Philippines and Vietnam reported to him. He has nearly four decades of experience in the elevator industry. Thereafter, for a period of three years, he joined Special Olympics Inc. as Managing Director, Asia Pacific, a nonprofit organization created by the Joseph P. Kennedy Jr. Foundation, Washington for the benefit of people with Intellectual Disabilities. He was also a Director on Board of APW President Systems for a period of two years and also served as the President of Bombay Gymkhana Limited for a period of two years
Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 8 read with respective Explanatory Statement of the AGM Notice
Remuneration last drawn	Sitting fees for attending the Board and its Committee Meetings
Details of Remuneration sought to be paid	Not Applicable
Number of Meetings of the Board attended during the financial year 2018-2019 (out of total 6 Board Meetings held)	5
Number of Shares held in Company as on March 31, 2019	Nil
Directorship held in other companies	– Lerch Bates Private Limited;
Membership / Chairmanships of committees across all other companies [includes Audit and Shareholders Relationship Committee]	N.A.
Inter-se Relationship between Directors and other Key Managerial Personnel	Mr. Bajaaj is not related to any Director and / or Key Managerial Personnel of the Company.

6. MRS. MAHNAZ C. CURMALLY

Name of the Director	Mahnaz C. Curmally
Director Identification Number (DIN)	06907271
Age	72 Years
Date of Birth	August 4, 1946
Date of Appointment on the Board	July 25, 2014
Qualification	Mrs. Mahnaz A. Curmally has obtained an English Literature Honors degree from Lady Shri Ram College, Delhi University and thereafter acquired a M.A. Degree in Sociology from Bombay University.
Brief Profile, Experience & nature of her Expertise in specific functional areas	<p>Mrs. Curmally started her career with J Walter Thompson (JWT) as a copywriter and reached the position of President, South Asia and retired from Ogilvy PR as Chairman South Asia in December 2003. Post her departure from Ogilvy Mrs. Curmally continued to work as part time PR consultant with pharmaceutical, consumer, finance, engineering and NGO organizations and also taught communication and PR courses in three leading communication management institutes in Mumbai.</p> <p>Mrs. Curmally, with over 40 years of work experience is considered one of the pioneers of corporate and marketing communications in India. She has through the course of her working life gathered considerable understanding of industries such as infrastructure (power, realty and health); pharmaceutical (MNC and local); FMCG (food, personal care, cosmetics, apparel, household goods); and Travel and Tourism.</p>
Terms and conditions of Re-appointment	As set out in the Special Resolution at Item No. 9 read with respective Explanatory Statement of the AGM Notice
Remuneration last drawn	Sitting fees for attending the Board and its Committee Meetings
Details of Remuneration sought to be paid	Not Applicable
Number of Meetings of the Board attended during the financial year 2018-2019 (out of total 6 Board Meetings held)	6
Number of Shares held in Company as on March 31, 2019	Nil
Directorship held in other companies	N.A.
Membership / Chairmanships of committees across all other companies [includes Audit and Shareholders Relationship Committee]	N.A.
Inter-se Relationship between Directors and other Key Managerial Personnel	Mrs. Curmally is not related to any Director and / or Key Managerial Personnel of the Company.

Route Map to the venue of 72nd Annual General Meeting to be held on Monday, September 9, 2019.

