

February 19, 2024

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.: POSTAL BALLOT NOTICE - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation to our letter dated February 14, 2024 and in compliance with Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), please find enclosed the Postal Ballot Notice dated February 14, 2024 (“the Postal Ballot Notice” / “PB/02/2023-24”) together with Explanatory Statement, which is being sent to the Members of the Company, on their respective registered e-mail address, seeking approval for the following Ordinary Resolutions / Special Resolution, as set out in the said Postal Ballot Notice:

Sr. No.	Resolution	Approval
1	Sub-division / Split of Existing 1 (One) Equity Share of face value of ₹ 10/- (Rupees Ten only) each, fully paid up, into 2 (Two) Equity Shares of face value of ₹ 5/- (Rupees Five only) each, fully paid up;	Ordinary Resolution
2	Alteration of the Capital Clause (Clause 5) of the Memorandum of Association of the Company, consequent to the Sub-division / Split of the face value of the Equity Shares of the Company;	Ordinary Resolution
3	Alteration of the Capital Clause [Clause II (4)] of the Articles of Association of the Company, consequent to the Sub-division / Split of the face value of the Equity Shares of the Company.	Special Resolution

Bharat Bijlee Limited

Regd. Office: Electric Mansion 6th Floor Appasaheb Marathe Marg Prabhadevi Mumbai 400025 India

T: +91 22 2430 6237 F: +91 22 2437 0624 E: info@bharatbijlee.com W: www.bharatbijlee.com CIN: L31300MH1946PLC005017

In compliance with the Ministry of Corporate Affairs circulars, physical copies of the Notice, Postal Ballot Forms and pre-paid business envelopes are not being sent to Members for this Postal Ballot. Notice is being sent in electronic form only.

The remote e-voting period will commence on Wednesday, February 21, 2024, from 9.00 a.m. (IST) and will end on Thursday, March 21, 2024 at 5.00 p.m. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the **Cut-off date** i.e. **Thursday, February 15, 2024**, may cast their votes communicating assent or dissent, by way of remote e-voting system only.

The Result of the Postal Ballot (e-voting) along with the Scrutinizer's Report shall be announced **on or before Saturday, March 23, 2024** by 5.00 p.m. (IST).

The said information is also being made available on the Website of the Company at <https://www.bharatbijlee.com/>.

You are requested to take the same on your record.

Thanking you,

Yours sincerely,
For Bharat Bijlee Limited

Durgesh N. Nagarkar
Company Secretary & Senior General Manager,
Legal

Encl.: a/a



Bharat Bijlee Limited

Regd. Office: Electric Mansion, 6th Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025.

CIN: L31300MH1946PLC005017; **Phone:** 022 – 46141414

Website: www.bharatbijlee.com; **E-mail:** bblcorporate@bharatbijlee.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, from time to time]

To
The Members,

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings / conducting postal ballot process, through e-voting, vide General Circular No. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020 dated April 08, 2020, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and other relevant Circulars issued by the MCA (collectively the “**MCA Circulars**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for seeking the approval of the Members of **Bharat Bijlee Limited** (“**the Company**”) by way of Postal Ballot (“**Postal Ballot**” / “**PB/02/2023-24**”) through Voting by Electronic means (“**remote e-voting**”) only.

The Explanatory Statement under Section 102(1) and 110 and other applicable provisions, if any, of the Act, setting out the material facts and reasons thereof, for the proposed Resolutions, is also annexed to this Postal Ballot Notice dated February 14, 2024, for your consideration, and forms part of this Postal Ballot Notice.



The Board of Directors of your Company, at its Meeting held on Wednesday, February 14, 2024, has appointed Mr. Bhaskar Upadhyay (Membership Number: FCS 8663, CoP Number: 9625) or failing him Mr. Bharat Upadhyay (Membership Number: FCS 5436, CoP Number: 4457), Partner, M/s N. L. Bhatia & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer (“**Scrutinizer**”), in line with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, for conducting the remote e-voting process, in accordance with the prescribed applicable regulations and in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only, to those Members whose e-mail addresses are registered with the Company / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of M/s Link Intime India Private Limited (“**LIPL**”) for the purpose of providing remote e-voting facility to its Members. Members are requested to read the instructions in the Notes appended to this Notice so as to cast their vote electronically. The Notice is also available on the website of the Company at <https://www.bharatbijlee.com/>.

While exercise their vote through the remote e-voting process, Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR/YES) or dissent (AGAINST/NO), by following the procedure as stated in the Notes forming part of this Postal Ballot Notice, for casting of votes by remote e-voting. **The remote e-voting period will commence from 9.00 A.M. on Wednesday, February 21, 2024, upto 5.00 P.M. on Thursday, March 21, 2024.** The remote e-voting facility will be disabled by LIPL at 5.00 P.M. on Thursday, March 21, 2024 and shall not be allowed beyond the said date and time.

Upon completion of the scrutiny of e-voting data provided by LIPL, the Scrutinizer will submit his Report to Mr. Prakash V. Mehta, Chairman of the Company, or in his absence a person authorized by him / the Board, in writing, who shall countersign the same. **The Results of the Postal Ballot will be declared on or before Saturday, March 23, 2024** and will be communicated to the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (BSE and NSE collectively as the “**Stock Exchanges**”) and posted on the Company's website <https://www.bharatbijlee.com/>, on the Notice Board of the Company at its Registered Office and on the website of Link Intime India Private Limited, Registrar and Share Transfer Agent, after the declaration of the Results.

The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, March 21, 2024, i.e. the last date specified for remote e-voting.

The Board of Directors of the Company now propose to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the Ordinary Resolutions / Special Resolution (“**Resolutions**”) appended below in accordance with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

You are requested to peruse the proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

- 1. TO CONSIDER AND APPROVE THE SUB-DIVISION / SPLIT OF EXISTING 1 (ONE) EQUITY SHARE OF FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH FULLY PAID UP INTO 2 (TWO) EQUITY SHARES OF FACE VALUE OF ₹ 5/- (RUPEES FIVE ONLY) EACH FULLY PAID UP:**

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory authorities or bodies, the consent and approval of the Members of the Company, be and is hereby accorded for Sub-division / Split of existing 1 (One) Equity Share of face value of ₹ 10/- (Rupees Ten

only) each, fully paid up into 2 (Two) Equity Shares of face value of ₹ 5/- (Rupees Five only) each, fully paid up, ranking *pari-passu* in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board of Directors (hereinafter the term ‘Board’, shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently) of the Company.

RESOLVED FURTHER THAT pursuant to the Sub-division / Split of Equity Shares of the Company, the Authorised Equity Share Capital of Face Value of ₹ 10/- (Rupees Ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Type of Equity Share Capital	Pre-Split Capital Structure			Post-Split Capital Structure		
	No. of Equity Shares	Face Value (₹)	Total Share Capital (in ₹)	No. of Equity Shares	Face Value (₹)	Total Share Capital (in ₹)
Authorised Equity Share Capital	80,00,000	10	8,00,00,000	1,60,00,000	5	8,00,00,000

RESOLVED FURTHER THAT pursuant to the Sub-division / Split of Equity Shares of the Company, all Issued, Subscribed and Paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Type of Equity Share Capital	Pre-Split Capital Structure			Post-Split Capital Structure		
	No. of Equity Shares	Face Value (₹)	Total Share Capital (in ₹)	No. of Equity Shares	Face Value (₹)	Total Share Capital (in ₹)
Issued, Subscribed, and Paid-up Equity Share Capital	56,51,560	10	5,65,15,600	1,13,03,120	5	5,65,15,600

RESOLVED FURTHER THAT upon the Sub-division / Split of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10/- (Rupees Ten only) each, held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s), directly issue the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014 and any other prevailing laws/ guidelines in this regard and in case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares of the Face Value of ₹ 5/- (Rupees Five only) each, fully paid-up, be credited to the respective beneficiary demat account(s) of the Members of the Company, with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division / Split, and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company..

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a duly authorised Committee thereof) and / or any other Key Managerial Personnel of the Company, be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Sub-division / Split of Equity Shares including but not limited to fixing Record Date, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the Sub-division / Split of Equity Shares, including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are listed, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

2. TO CONSIDER AND APPROVE THE ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY, CONSEQUENT TO THE SUB-DIVISION / SPLIT OF THE FACE VALUE OF THE EQUITY SHARES OF THE COMPANY:

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 13 read with Section 61 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any (including any amendment or re-enactment thereof for the time being in force), and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authorities or bodies, if any, the consent and approval of the Members of the Company, be and is hereby accorded to alter and substitute the existing Clause 5 of the Memorandum of Association of the Company, with the following new Clause 5 :

“5. The Authorised Capital of the Company is (₹ 10,00,00,000/-) (Rupees Ten Crores only) divided into 2,00,00,000. (Two Lakhs) 12% Non-convertible Redeemable Cumulative Preference Shares of Face Value of ₹ 100/- each and 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Face Value of ₹ 5/- each as herein after provided and in accordance with the regulations of the Company and the legislative provision for the time being in force. Subject to the provisions of the said Act, the shares in the capital of the Company for the time being. whether original or increased or reduced may be divided into classes, with any Perferential, deferred, qualified, or other rights, privileges, conditions or restrictions attached hereto. whether in regard to dividend, voting. return of capital or otherwise.”:

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a duly authorised Committee thereof) and / or any other Key Managerial Personnel of the Company, be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard.”

3. TO CONSIDER AND APPROVE THE ALTERATION OF CAPITAL CLAUSE OF ARTICLES OF ASSOCIATION OF THE COMPANY, CONSEQUENT TO THE SUB-DIVISION / SPLIT OF THE FACE VALUE OF THE EQUITY SHARES OF THE COMPANY:

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 14 read with Section 61 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof for the time being in force), and the rules framed thereunder and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authorities or bodies, if any, the consent and approval of the Members of the Company, be and is hereby accorded to alter and substitute the existing Capital Clause (II) 4 of the Articles of Association of the Company, with the following new Clause (II) 4:

“4. The Authorised Share Capital of the Company is (₹ 10,00,00,000/-) (Rupees Ten Crores only) divided into 2,00,000. (Two Lakhs) 12% Non-convertible Redeemable Cumulative Preference Shares of Face Value of ₹ 100/- each and 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Face Value of ₹ 5/- each as herein after provided and in accordance with the regulations of the Company and the legislative provision for the time being in force. Subject to the provisions of the said Act, the shares in the capital of the Company for the time being, whether original or increased or reduced may be divided into classes, with any Preferential, deferred, qualified, or other rights, privileges, conditions or restrictions attached hereto. whether in regard to dividend, voting, return of capital or otherwise.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a duly authorised Committee thereof) and / or any other Key Managerial Personnel of the Company, be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard.”



By Order of the Board of Directors
For **Bharat Bijlee Limited**

Durgesh N. Nagarkar
Company Secretary &
Sr. General Manager, Legal
(ICSI Membership No. A5777)

Bharat Bijlee Limited,
Electric Mansion, 6th Floor,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai 400 025

CIN L31300MH1946PLC005017
Tel. No.: 022-4614 1414; Fax: 022 - 2437 0624
Website: www.bharatbijlee.com
E-mail: bblcorporate@bharatbijlee.com

Date: February 14, 2024
Place: Mumbai

NOTES :

1. Explanatory Statement pursuant to Section 102(1) of the Act read with Section 110 of the Act, setting out material facts and reasons for the proposed Resolution Nos. 1, 2 and 3, is annexed hereto for your consideration and forms part of this Notice.
2. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Thursday, February 15, 2024 (the Cut-off Date)**. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent to Members, only in electronic form to the e-mail addresses registered with their concerned Depository Participants (in case of electronic shareholding) / by the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited (in case of physical shareholding).

Therefore, those Members who have not yet registered their e-mail addresses with the Company, can register the same by sending an e-mail to the RTA on rnt.helpdesk@linkintime.co.in. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.

3. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA Circulars.
4. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company, as on the Cut-off Date i.e., **Thursday, February 15, 2024**. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only
5. The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process can be downloaded from the Company's Website <https://www.bharatbijlee.com/> on the website of stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of LI IPL <https://instavote.linkintime.co.in> .
6. A Member cannot exercise his / her vote through proxy on this Postal Ballot.

7. Corporate / Institutional Member(s) (i.e., other than individuals, Hindu Undivided Families / Non-resident Indians etc.) opting for Postal Ballot are required to send Certified True copy of Board Resolution / Power of Attorney / Authority letter etc., to the Scrutinizer, through e-mail on bhaskar@nlba.in.
8. Members may further note that SEBI vide Circular dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting the forms in the specified formats, which are available on the website of the Company at <https://www.bharatbijlee.com/company/investor-relations/investor-information/downloads/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. As per Regulation 40 of the Listing Regulations, all requests for transmission of securities as well as transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are therefore advised to dematerialize the shares held by them in physical form
10. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Management Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide the remote e-voting facility to its Members, to exercise their right to vote by electronic means through e-voting services provided by LIPL. The instructions for remote e-voting form part of this Notice. **The e-voting period shall commence on Wednesday, February 21, 2024, from 9.00 A.M. (IST) and shall end on Thursday, March 21, 2024 at 5.00 p.m. (IST).** During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off Date may cast their vote electronically. The remote e-voting facility shall be disabled by LIPL beyond the said date and time.
11. The Board of Directors of the Company has appointed Mr. Bhaskar Upadhyay (Membership Number: FCS 8663, CoP Number: 9625) or failing him Mr. Bharat Upadhyay (Membership Number: FCS 5436, CoP Number: 4457), Partner, Messrs N. L. Bhatia & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot process, in accordance with the law and in a fair and transparent manner.

12. The Scrutinizer will submit his Report to the Chairman or any other person authorised by the Board after the completion of scrutiny of the Postal Ballots and e-Voting. **Results of e-voting by Postal Ballot along with the Scrutinizer's Report shall be announced on or before Saturday, March 23, 2024** and shall be communicated to the Stock Exchanges where securities of the Company are listed and will be hosted on the Company's website <https://www.bharatbijlee.com/>, on the Notice Board of the Company at its Registered Office and on the website of Link Intime India Private Limited, Registrar and Share Transfer Agent, after the declaration of the results
13. The Resolutions, if passed by the requisite majority of the Members through Postal Ballot, shall be deemed to have been passed on the last date specified for remote e-voting, i.e., **Thursday, March 21, 2024**.
14. Relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement, other than the draft copy of altered Memorandum of Association / Articles of Association, will be available electronically for inspection, without any fee, to the Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to investorcare@bharatbijlee.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.
15. In case any Member has queries, grievances or issues relating to Postal Ballot, members are requested to write an email to enotices@linkintime.co.in or contact on:
- Tel: 022 – 4918 6000.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL:**METHOD 1 – If registered with CDSL Easi/Easiest facility****Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM/ NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS (“CORPORATE BODY/ CUSTODIAN/MUTUAL FUND”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

HELPDESK:

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM/ NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

HELPSDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

**FORGOT PASSWORD:
INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM HAS FORGOTTEN THE PASSWORD:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

INSTITUTIONAL SHAREHOLDERS (“CORPORATE BODY/ CUSTODIAN/MUTUAL FUND”) HAS FORGOTTEN THE PASSWORD:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL HAS FORGOTTEN THE PASSWORD:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE AFORESAID RESOLUTIONS:

ITEM NO. 1, 2 and 3:

Equity Shares of the Company are listed and are being traded on BSE Limited and National Stock Exchange of India Limited. Over the years, the Company has performed well and our Investors and Shareholders have shown tremendous confidence with the Company, With an aim to encourage wider participation of the retail investors and improve the liquidity of the Equity Shares in the Stock Market, the Board of Directors of the Company, in its Meeting held on February 14, 2024, has recommended the Sub division / Split of the Equity Share Capital of the Company, from the existing 1 (One) Equity Share of face value of ₹ 10/- (Rupees Ten only) each fully paid up into 2 (Two) Equity Shares of face value of ₹ 5/- (Rupees Five only) each fully paid up, subject to the approval of Members of the Company.

The Record date for the aforesaid Sub-division shall be fixed by the Board of Directors.

The Authorized, Issued, Paid-up and Subscribed Equity Share Capital of the Company, pre and post the proposed Sub-division / Split is given below:

Type of Equity Share Capital	Pre-Split Capital Structure			Post-Split Capital Structure		
	No. of Equity Shares	Face Value (₹)	Total Share Capital (in ₹)	No. of Equity Shares	Face Value (₹)	Total Share Capital (in ₹)
Authorised Equity Share Capital	80,00,000	10	8,00,00,000	1,60,00,000	5	8,00,00,000
Issued, Subscribed & Paid-up Equity Share Capital	56,51,560	10	5,65,15,600	1,13,03,120	5	5,65,15,600

The proposed Sub-division / Split of Equity Shares will not result in any change in the amount of Authorized, Issued, Paid-up and Subscribed Equity Share Capital of the Company. Additionally, such Sub-division / Split shall not be construed as reduction in Share Capital of the Company.

Further, the Sub-division / Split of Equity Shares of the Company, as aforementioned, will require alteration to the existing Capital Clause i.e., Clause 5 of the Memorandum of Association as well as existing Clause (II) 4 of the Articles of Association of the Company.



In terms of Section 13 and 14 read with Section 61 of the Companies Act, 2013, approval of the Members is required for Sub-division / Split of equity shares and consequent amendment in the Memorandum and Articles of Association of the Company.

Accordingly, in line with the provisions of Section 13 and 14 read with Section 61 and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board of Directors, recommends the Ordinary Resolutions as set out as Item No. 1 and 2, and a Special Resolution as set out as Item No. 3, in the accompanying Postal Ballot Notice, dated February 14, 2024, for the approval of the Members of the Company..

Draft copy of the altered Memorandum of Association and Articles of Association of the Company would be available for inspection without any fee by the Members, at the Registered Office of the Company, during business hours on any working day, excluding Saturday, upto the date of closure of remote e-voting period, i.e., Thursday, March 21, 2024.

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 Resolution set out at Item No. 1, 2 and 3 of this Postal Ballot Notice, except to the extent of their respective shareholding in the Company, if any.

**By Order of the Board of Directors
For Bharat Bijlee Limited**

**Durgesh N. Nagarkar
Company Secretary &
Sr. General Manager:Legal
(ICSI Membership No.: A5777)**

Bharat Bijlee Limited,
Electric Mansion, 6th Floor,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai 400 025
CIN L31300MH1946PLC005017
Tel. No.: 022-4614 1414; Fax: 022 - 2437 0624
Website: www.bharatbijlee.com
E-mail: bblcorporate@bharatbijlee.com

Place : Mumbai
Dated : February 14, 2024