

Registered Office

201, Nav Neelam Building, A Wing,
2nd Floor, 108, Worli Sea Face Road,
Worli

Mumbai - 400 018

Tel.: +91 22 9167346889

CIN : L65990MH1984PLC033919

Email : btl.invstcomp@rediffmail.com

Dated: 23rd March, 2022

To
The Listing Department
BSE Limited
Phirozee Jeejeebhoy Towers
Dalal Street, 25th Floor
Mumbai - 400001

Dear Sir/Madam,

Sub: Intimation of Dispatch of Notice of the Extraordinary General Meeting (EGM) to Shareholders

This is to inform you that, in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, the Extra-Ordinary General Meeting ("EGM") of the Company will be held on Wednesday the 20th day of April, 2022 at 11:00 A.M at the registered office of the Company. The copy of the Notice of EGM is enclosed for your kind reference.

The Notice of EGM has been dispatched electronically to the members whose email IDs are registered with the Company/ Depositories.

The EGM Notice is also being made available on the website of the Company at www.bombaytalkieslimited.in

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

**For and on behalf of
Bombay Talkies Limited**



(NIKHIL MUNNA LODH)

Director

DIN: 07857458

BOMBAY TALKIES LIMITED

CIN : L65990MH1984PLC033919

Email : btl.invtcomp@rediffmail.com

Regd. Office : 201, Nav Neelam Building, A Wing,
2nd Floor, 108, Worli Sea Face Road, Worli
Mumbai – 400 018

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of **Bombay Talkies Limited** will be held on Wednesday the 20th day of April, 2022 at 11.00 A.M. at the registered office of the company to transact the following business:

AS A SPECIAL BUSINESS:

Item No.1 :- APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. S. N. Chakraborty & Co., Chartered Accountants (FRN.: 309080E), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Ruby Bora, Chartered Accountant (Membership No. : 515989).

RESOLVED FURTHER THAT M/s. S. N. Chakraborty & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for the financial year 2021-22, from the conclusion of this Extra-ordinary General Meeting till the conclusion of the ensuing Annual General Meeting and that they shall be eligible for reappointment in the next Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the period ended 31st March, 2022 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

RESOLVED FURTHER THAT any of the Director of the Company, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

By Order of the Board

For Bombay Talkies Limited
BOMBAY TALKIES LIMITED


Director/Authorised Signatory

NIKHIL MUNNA LODH
Director

DIN: 07857458

Address:

Registered Office:

201, Nav Neelam Building, A Wing,
2nd Floor, 108, Worli Sea Face Road, Worli,
Mumbai, Maharashtra 400 018
CIN: L65990MH1984PLC033919
Place: Mumbai
Date: 22.03.2022

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is enclosed herewith.
2. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself, such proxy need not to be a member of the company.
3. The Proxies to be effective should be deposited at the Registered office of the Company not later than 48 hours before the commencement of the meeting.
4. The statement pursuant to Sections 102 of the Act stating all material facts and the reasons for the proposals is annexed herewith.
5. The Notice is being sent physically / email to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 22.03.2022. The Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The EGM Notice will be available on the Company's website: www.bombaytalkieslimited.in and the website of the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only.
6. Members whose names appear on the Register of Members/List of Beneficial Owners as on 13.04.2022 will be considered for the purpose of voting.
7. The Board of Directors of the Company has appointed CS Kaushik Sonee, Proprietor, K Sonee & Company, Company Secretaries, Kolkata, as the Scrutinizer for conducting the voting process of EGM in accordance with law in a fair and transparent manner.
8. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on 13.04.2022. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Adroit Corporate Services Private Limited. The e-voting facility is available at the link evoting@nsdl.co.in. Please refer to the instructions for e-voting given along with this for the process and manner in which e-voting can be carried out.
10. The notice of EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by will be announced by the Chairman or any Director of the Company duly authorized, on or before Friday, 22.04.2022 at the registered office and will also be displayed on the website of the Company www.bombaytalkieslimited.in, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.

12. Members holding shares in physical form, are requested to convert their physical shareholding in to dematerialized shareholding. Please note that transfer of shares in physical form is not permissible as per SEBI guidelines. In this regard, the Members/legal heirs of deceased members are also requested to open demat account simultaneously for dematerializing the shares to their demat account(s) after transmission of shares in their name by the Registrar and Transfer Agent of the Company.

13 . All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during 11 A.M. to 2 P.M. on all working days from the date of dispatch of the Notice until e-voting.

14. For those shareholders opting for e-voting, the process and manner of e-voting will be as follows:

A. The e-voting period commences from 9:00 A.M. on Sunday, 17.04.2022 and ends at 5:00 P.M. on Tuesday, 19.04.2022. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 13.04.2022, may cast their vote electronically. The e-voting module shall be disabled by NSDL/ CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Voting through electronic means

Instructions for e-voting are as follows:

1. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders.
4. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as

Bank Details	recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both 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 (v).

7. If you are a first time user follow the steps given below:
8. After entering these details appropriately, click on "SUBMIT" tab.
9. 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 NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant "BOMBAY TALKIES LIMITED" on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
17. If a demat account holder has forgotten the 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.
18. 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.

BOMBAY TALKIES LIMITED

N. Chint

Director/Authorised Signatory

- 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.

15. 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@nsdl.co.in

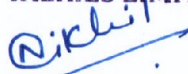
General Guidelines for shareholders

I. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kaushiksonee@yahoo.com with a copy marked to evoting@nsdl.co.in

II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

III. In case of any queries regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the download section of NSDL / CDSL website at www.evoting.nsdl.com / www.evotingindia.com.

BOMBAY TALKIES LIMITED



Director/Authorised Signatory

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

ITEM No. I

CA Ruby Bora, Chartered Accountant have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. S. N. Chakraborty & Co., Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of CA Ruby Bora, Chartered Accountant.

M/s. S. N. Chakraborty & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, or Persons or their relatives, in any way, concerned or interested in the said resolution.

For Bombay Talkies Limited
BOMBAY TALKIES LIMITED


NIKHIL MUNNA LODH
Director/Authorised Signatory
Director

DIN: 07857458

Address:

Registered Office:

201, Nav Neelam Building, A Wing,
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CIN: L65990MH1984PLC033919

Place: Mumbai

Date: 22.03.2022