

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



**THE BOMBAY BURMAH TRADING CORPORATION, LIMITED**

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

28<sup>th</sup> February, 2023

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

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

Dear Sir/Madam,

**Sub: Notice of Postal Ballot**

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

Pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find enclosed Notice along with explanatory statement seeking approval of the Members of the Corporation for "Approval of sale/divestment of the asset(s) of the Company related to Coffee Plantations situated at Siddapur, Coorg, Karnataka.

In compliance with Ministry of Corporate Affairs Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and subject to other applicable laws, rules and regulations Notice of Postal Ballot along with the explanatory statement has been sent electronically to the Members whose e-mail IDs are available in the records of the Corporation / Kfin Technologies Limited ("Kfintech"), Corporation's Registrar and Transfer Agent / Depositories, as on 24<sup>th</sup> February, 2023 being the Cut-off Date. For Members who have not registered their e-mail IDs, please follow the instructions given in the Notice of Postal Ballot.

The Postal Ballot Notice is also available on the Corporation's website at [www.bbtcl.com](http://www.bbtcl.com)

The Corporation has engaged the services of National Stock Exchange of India Limited (NSDL) for providing e-voting facility to all its Members. The e-voting will commence at 9.00 am IST on Wednesday, 1<sup>st</sup> March, 2023 and shall end at 5.00 pm IST on Thursday, 30<sup>th</sup> March, 2023. The results of postal ballot will be declared on or before Saturday, 1<sup>st</sup> April, 2023.

This is for your information and record.

Thanking You,

Yours faithfully,  
For The Bombay Burmah Trading Corporation, Limited

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



THE BOMBAY BURMAH TRADING CORPORATION, LIMITED

REGD. OFFICE : 9, WALLACE STREET, FORT, MUMBAI 400 001, INDIA.  
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Email: writetous@bbtcl.com Website: www.bbtcl.com CIN: L99999MH1863PLC000002

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## POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications(s) or re-enactment(s) thereof and other applicable provisions of the Act and the Rules including General Circulars issued by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and subject to other applicable laws, rules and regulations, that the Special Resolution as set out in this Postal Ballot Notice is placed for approval by the members of the Company (“Members”) by voting through electronic means only (“e-voting”).

The proposed resolution is for obtaining the approval for the sale/ divestment of the assets relating to the coffee plantations situated at Coorg, Siddapura. The explanatory statement pertaining to the said resolution, pursuant to Section 102 of the Act setting out the material facts concerning the Special Business set out in this notice as a Special Resolution, is annexed herewith to this Notice for your consideration. Further, additional information, if any, as required under the Listing Regulations is also attached.

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 take place only through the remote e-voting system. A copy of the notice along with explanatory statements and related documents are also placed on the website of the Company located at [www.bbtcl.com](http://www.bbtcl.com) , websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on NSDL’s website: <https://www.evoting.nsdl.com/>.

The Company has provided e-voting facility to its members to cast their votes electronically. The Company has engaged National Securities Depositories Limited (“NSDL”) to provide e-

voting facility. The e-voting facility is available from Wednesday, 1<sup>st</sup> March, 2023 (9:00 A.M. IST) to Thursday, 30<sup>th</sup> March, 2023 (5:00 P.M. IST). For e-voting please read the instructions mentioned in point 12 in the notes to this notice.

The Board of Directors of the Company has appointed Mr. Tushar Shridharani, Practicing Company Secretary (Membership No. FCS 2690) or failing him Ms. Nandini Parekh (Membership No. FCS 6240), as the scrutinizer for conducting the Postal Ballot voting process (voting by e-voting) in a fair and transparent manner.

Members are requested to read the instructions in the notes in this Postal Ballot Notice to cast their vote electronically. The votes are to be cast not later than 5 P.M. (IST) on Thursday, 30<sup>th</sup> March, 2023.

The scrutinizer, after completion of scrutiny, shall submit his report to the Company and the results of the Postal Ballot will be announced by the Chairman/ M.D./ CFO/C.S. on or before Saturday, 1<sup>st</sup> April, 2023 at the registered office of the Corporation at 9, Wallace Street, Fort, Mumbai -400 001. In addition, the results along with the scrutinizer's report will also be communicated to the BSE Ltd. and National Stock Exchange of India Ltd., and will be placed on the website of the Company i.e [www.bbtcl.com](http://www.bbtcl.com) and the website of NSDL <https://www.evoting.nsdl.com/> and will also be displayed at the registered office of the Company.

## **SPECIAL BUSINESS:**

### **Proposed Resolution:**

**To approve the sale/ divestment of the asset(s) of the Company related to Coffee Plantations situated at Siddapura, Coorg, Karnataka.**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations and guidelines, if any, the enabling provisions in the memorandum of association and articles of association of the Company, and subject to all such other approvals, sanctions, consents and permissions, to the extent applicable and necessary, approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which terms shall be deemed to include any committee which the Board may have constituted and/or may hereinafter constitute to exercise one or more of its power including the powers conferred hereunder) to transfer/ sell/ dispose off specified tangible and intangible assets, including land, plant and machinery related to the coffee business situated at Siddapura, Coorg,

Karnataka on “as is where is basis” (collectively referred to as “Assets”) or in any other manner as the Board may deem fit in the interest of the Company to Orange County Resorts and Hotels Limited (“Orange County”), for a consideration of Rs. 291 Crores (Rupees Two Hundred Ninety one Crores) subject to such adjustments to the consideration as may be necessary and on such terms and conditions as may be deemed fit by the Board (“Proposed Transaction”).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of the Company, be and is hereby authorized and empowered to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, selling and executing of such documents/ writings/ deeds/ papers/ agreements as may be necessary or incidental thereto, including assignment/ conveyance/ transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/ consents with the concerned regulatory/ statutory authorities, etc.), and also to take all other actions and decisions as it/ they may, in its/ their absolute discretion deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate any or all of the aforesaid powers to any committee by way of passing necessary resolutions and executing necessary power of attorney or authority letter.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) authorized pursuant to the above resolution, duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board

**Sanjay Kumar Chowdhary**  
Company Secretary & Compliance Officer  
Membership Number: ACS 12878

Regd Office :  
9, Wallace Street, Fort, Mumbai 400001  
CIN : L99999MH1863PLC000002  
Email : [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com)  
Website : [www.bbtcl.com](http://www.bbtcl.com)  
Tel no. : +91 22 22197101

Mumbai; 28<sup>th</sup> February, 2023

## **NOTES:**

1. The explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the resolution proposed to be passed is annexed hereto.
2. In compliance with the MCA circulars, the notice is being sent only by electronic mode to those Members whose names appear in the register of Members / list of beneficial owners as on Friday, 24<sup>th</sup> February, 2023 and whose email ids are registered with the Company. For Members who have not registered their e-mail IDs, please follow the instructions given below:

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sharing a duly filled and signed copy of Form ISR-1 as per the format prescribed by SEBI vide its circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3 November 2021 with the Company at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) / [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com) along with the copy of signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant depository participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com) & [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

3. Notice of Postal Ballot will also be available on the Company's website at [www.bbtcl.com](http://www.bbtcl.com), websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on website of NSDL: <https://www.evoting.nsdl.com/>
4. The relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the registered office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will also be made available on the website of the Company during the abovementioned period. Members seeking to inspect such documents can also send an email to [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com).
6. In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rules, the Company has provided facility for Members to exercise their votes electronically through remote e-voting facility provided by National Securities Depositories Limited ("NSDL")
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 24<sup>th</sup> February, 2023 (cut-off date). Only those Members whose names are recorded in the register of Members of the Company or in the Register of beneficial owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by e-voting.

8. Members can cast their vote on-line from Wednesday, 1<sup>st</sup> March, 2023 (9:00 A.M. IST) till Thursday, 30<sup>th</sup> March, 2023 (5:00 P.M. IST) as the e-voting module shall be disabled for voting by NSDL thereafter and no voting shall be allowed beyond Thursday, 30<sup>th</sup> March, 2023 (5:00 P.M. IST). The scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. The resolution, if approved, shall be deemed to be have been passed on the last date of e-voting i.e. 30<sup>th</sup> March, 2023.
10. The Company has appointed Mr. Tushar Shridharani, Practicing Company Secretary (Membership No. FCS 2690) or failing him Ms. Nandini Parekh (Membership No. FCS 6240), as scrutinizer for the purpose of the Postal Ballot process, including e-voting facility.
11. The scrutinizer will submit his/her report to the Chairman/ M.D./ CFO/CS after the completion of the scrutiny and the result of the Postal Ballot will be announced by the Chairman/ M.D./ CFO/CS, on or before Saturday, 1<sup>st</sup> April 2023 at the registered office of the Company. The results along with the scrutinizer's report will also be placed on the website of the Company i.e. [www.bbtcl.com](http://www.bbtcl.com) and the website of NSDL: <https://www.evoting.nsdl.com/> and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited.

## **12. Procedure / Instructions for E-VOTING**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing e-voting facility through NSDL on the resolution set forth in this Postal Ballot Notice, to Members holding shares as on Friday, 24<sup>th</sup> February, 2023, being the cut-off date fixed for determine eligible members to participate in the remote e-voting process. The instructions for e-voting are given herein below.

*The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:*

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="671 315 1453 898">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing user ID and password. After successful authentication, you will be able to see e-Voting services under value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li data-bbox="671 931 1453 1137">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="671 1171 1453 1839">3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your user ID (i.e. your sixteen digit demat account number hold with NSDL), password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li data-bbox="671 1872 1453 2040">4. Shareholders/Members can also download NSDL mobile app “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System My easi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN No. from a e-voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
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**Important note:** Members who are unable to retrieve user ID/ password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-voting website?**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your user ID, your password/OTP and a verification code as shown on the screen.  
*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [tushar@tusharshri.com](mailto:tushar@tusharshri.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **ANNEXURE I OF NOTICE**

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

#### **Item no. 1**

The Company is inter-alia engaged in the business of manufacturing and sale of coffee from its plantations situated at Siddapura, Coorg, Karnataka.

The Coffee businesses of the Company is seasonal and also dependent on the climatic conditions. Further, Coffee being a commodity product, the demand is also dependent on various external factors which are well outside the control of the Company for e.g. The coffee market is dominated by Coffee produced in Brazil, Colombia and other countries with India contributing in a very small quantity of the total production across the world; competition with other big players who have vertical integration and have economies of scale;. All these factors including rising input costs play a key role in determining the profitability of running the coffee business.

The Company has availed secured loans against the assets of the Coffee business to the extent of Rs. 205 Crores.

In order to reduce the debts and pay off the secured loans of the Company, the Company plans to monetize the assets related to the Coffee business.

The proposed transaction involves the sale/divestment of substantial assets and hence the Proposed Transaction requires the passing of the Special Resolution by the members of your Company and receipt of all the required approvals including that of secured lenders.

The Board has approved sale/ divestment of the Assets to Orange County on the terms and conditions as referred to in the explanatory statement or on such terms and conditions as may be determined by the Board in the best interests of the Corporation.

In compliance with the applicable provisions of the Companies Act, 2013, approval of the members is sought for the Special Resolution as set out in the accompanying Notice. The Board recommends passing the Special Resolution set out at Item No. 1 of the Notice.

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

By Order of the Board

**Sanjay Kumar Chowdhary**  
Company Secretary & Compliance Officer

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Mumbai; 28<sup>th</sup> February, 2023