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FAX :0091-22- 2207 1612 / 6772
Email: writeous@bbtcl.com
Website: www.bbtcl.com
CIN: L99999MH1863PLC000002



THE BOMBAY BURMAH TRADING CORPORATION, LIMITED

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

20th January, 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 "Appointment of Mrs. Chandra Iyengar (DIN:02821294) as the Independent Woman Director of the Corporation."

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 Friday, 13th January, 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

The Corporation has engaged the services of KFin Technologies Limited for providing e-voting facility to all its Members. The e-voting will commence at 9.00 am IST on Saturday, 21st January, 2023 and shall end at 5.00 pm IST on Sunday, 19th February, 2023. The results of postal ballot will be declared on or before Tuesday, 21st February, 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

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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 Corporation (‘Members’) by voting through electronic means only (‘e-voting’).

The proposed resolution and 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 as required under the Listing Regulations is also attached.

In terms of the requirements specified in the MCA Circulars, the Corporation is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Corporation/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.

The Corporation has provided e-voting facility to its members to cast their votes electronically. The Corporation has engaged M/s Kfin Technologies Ltd. (Kfin) to provide e-voting facility. The e-voting facility is available from Saturday, 21st January, 2023 (9:00 A.M. IST) to Sunday, 19th February, 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 Corporation 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 Sunday 19th February, 2023.

The Scrutinizer, after completion of scrutiny, shall submit his report to the Corporation and the results of the Postal Ballot will be announced by the Chairman/ M.D./ CFO/C.S. on or before 21st February, 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 stock exchanges and will be placed on the website of the Corporation i.e www.bbtcl.com and the website of Kfin i.e evoting@Kfintech.com and will also be displayed at the Registered office of the Corporation.

SPECIAL BUSINESS:

- 1) Appointment of Mrs. Chandra Iyengar (DIN:02821294) as the Non-Executive Independent Woman Director of the Corporation for a term of 5 years w.e.f. 23rd November, 2022 and continuation of holding of office of Non-Executive Independent Woman Director on attaining the age of 75 years during the said term**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Chandra Iyengar (DIN: 02821294) who was appointed as an Additional Director in the category of Non-Executive Independent Woman Director of the Corporation by the Board on the recommendation of Nomination and Remuneration Committee with effect from 23rd November, 2022, pursuant to Section 161 of the Act and is eligible for appointment as a Director and in respect of whom the Corporation has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Corporation, not being liable to retire by rotation.

RESOLVED FURTHER THAT, Mrs. Chandra Iyengar, who has submitted a declaration that she meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Corporation in terms of Section 149 of the Act, for a

term of five consecutive years commencing from 23rd November, 2022 to 22nd November, 2027, (Term) she not being liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, approval of the Members be and is hereby granted to Mrs. Chandra Iyengar, for continuing her directorship as a Non-Executive Independent Woman Director on attaining the age of 75 years during her said term.

RESOLVED FURTHER THAT any one of the Directors, the Chief Financial Officer and the Company Secretary of the Corporation, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board

Sanjay Kumar Chowdhary
Company Secretary & Compliance Officer

Regd Office :

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

Mumbai; 20th January, 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. The details required under Regulation 36(3) of the Listing Regulations and Secretarial Standards- 2 in respect of Appointment of a Director forms part of this Notice.
3. 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, 13th January, 2023 and whose email ids are registered with the Corporation. 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 Corporation 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 Corporation at einward.ris@kfintech.com / 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 & einward.ris@kfintech.com.

4. Notice of Postal Ballot will also be available on the Corporation's website at www.bbtcl.com , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of Kfin i.e. evoting@Kfintech.com
5. 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 Corporation 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 Corporation during the abovementioned period. Members seeking to inspect such documents can also send an email to 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 Corporation has provided facility for Members to exercise their votes electronically through remote e-voting facility provided by Kfin Technologies Limited.
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 13th January, 2023 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Corporation or in the Register of

Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by e-voting.

8. Members can cast their vote on-line from Saturday, 21st January, 2023 (9:00 A.M. IST) till Sunday, 19th February, 2023 (5:00 P.M. IST) as the e-voting module shall be disabled for voting by Kfin thereafter and no voting shall be allowed beyond Sunday, 19th February, 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. Sunday 19th February, 2023.
10. The Corporation 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 Tuesday, 21st February, 2023 at the Registered Office of the Corporation. The results along with the scrutinizer's report will also be placed on the website of the Corporation i.e www.bbtcl.com and the website of Kfin i.e (<https://evoting.kfintech.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 Corporation is providing e-voting facility through KFin Technologies Limited ('KFintech') on the resolution set forth in this Postal Ballot Notice, to Members holding shares as on Friday, 13th January, 2022, 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.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual

shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.

Individual demat account holders would be able to cast their vote without registering again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she /it is already registered with KFintech for remote e-Voting then he /she /it can use his / her /its existing User ID and password for casting the vote.

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Login method for Individual shareholders holding securities in demat mode is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting serviceprovider (i.e. KFintech) and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com. II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp. III. Proceed with completing the required 	<p>1. Existing user who have opted for Easi / Easiest:</p> <ol style="list-style-type: none"> I. Visit URL:https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest:</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Post registration is completed, follow the steps given in point 1.

<p>fields.</p> <p>IV. Follow steps given in points 1.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL:</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to Kfintech e-Voting website for casting your vote during the remote e-Voting period.</p>	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress.</p> <p>V. Click on company name and you will be redirected to Kfintech e-voting website for casting your vote during the remote e-voting period.</p>
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Individual Shareholders (holding securities in demat mode) login through their depository Participants.

- I. You can also login using the login credentials of your demat account through your demat accounts / websites of Depository Participants registered with NSDL /CDSL for e-Voting facility.
- II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- III. Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **Kfintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note:

[Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites of Depositories / Depository Participants.](#)

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Step 2: Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the EVEN for The

Bombay Burmah Trading Corporation, Limited and click on “Submit”.

- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - x. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email tushar@tusharshri.com with a copy marked to evoting@kfintech.com and investorservices@bbtcl.com. The scanned image of the above- mentioned documents should be in the naming format “Corporate Name Even No.” The documents should reach the Scrutinizer on or before 5:00 pm on Sunday, 19th February, 2023.
- B. Members whose email IDs are not registered with the Company/Depository Participants(s)], will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Postal Ballot Notice cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and

the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

II. OTHER INSTRUCTIONS:

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Suresh Babu, (Unit: The Bombay Burmah Trading Corporation, Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at inward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 – 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 - Example for NSDL:** MYEPWD <SPACE> IN12345612345678
 - Example for CDSL:** MYEPWD <SPACE> 1402345612345678
 - Example for Physical:** MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call KFinTech toll free number 1800-309-4001 for any assistance.
 - iv. Member may send an e-mail request to evoting@kfintech.com.

ANNEXURE I OF NOTICE

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

Item no. 1

Mrs. Chandra Iyengar (DIN 02821294) was appointed as an Additional Director in the category of Non-Executive Independent Woman Director on the Board of the Corporation w.e.f. 23rd November, 2022 on the recommendation of the Nomination and Remuneration Committee of the Board, subject to the approval of the shareholders. The Corporation has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Chandra Iyengar for the office of Director of the Corporation.

Mrs. Iyengar holds office as an Additional Director upto the date of next General Meeting or for a period of 3 months from the date of appointment whichever is earlier, in accordance with the Regulation 17(1C) of the SEBI Listing Obligations and Disclosure Requirements Regulations 2015.

Mrs. Iyengar is qualified to be appointed as a Director and has submitted consent to act as Director and other statutory declarations. The Corporation has received a declaration from her stating that she meets with the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

The Board has pursuant to Sections 149 and 152 of the Companies Act, 2013 appointed Mrs. Iyengar as a Director not liable to retire by rotation. She has also been appointed by the Board as an Non-Executive Independent Woman Director in terms of section 149(4) read with Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI Listing Obligations and Disclosure Requirements Regulations 2015, she being eligible to be so appointed, for a term of five consecutive years commencing from 23rd November, 2022 to 22nd November, 2027.

The Board considers that appointment of Mrs. Iyengar would be of immense benefit to the Corporation.

The attention of the shareholders is invited to Annexure II of the Notice wherein the required details pertaining to Mrs. Iyengar are set out.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mrs. Iyengar as an Independent Director requires approval of Members of the Corporation.

Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Mrs. Iyengar as an Independent Director requires approval of Members of the Corporation by passing a special resolution. In terms of Regulation 17(1A) of the Listing Regulations, the Corporation is

required to obtain prior approval of Members by passing a special resolution since Mrs. Iyengar will attain the age of seventy- five years on 10th November, 2025.

Accordingly, the approval of Members is sought for appointment of Mrs. Iyengar as an Independent Woman Director and the continuation of her appointment on attaining the age of 75 years on 10th November, 2025 during her term which will end on 22nd November, 2027.

Mrs. Iyengar is interested in the resolution at Item No. 1 of the Notice, as it relates to her appointment as a Non-Executive Independent Director not liable to retire by rotation.

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 Corporation and/ or their relatives are in any way, concerned or interested in the said resolution.

ANNEXURE II TO THE NOTICE

Brief resume and other details of Director(s) proposed to be appointed as Director as required under the SEBI Listing Regulations 2015 and Secretarial Standards-2 on General Meetings:

Mrs. Chandra Iyengar holds degree in MA from Miranda House, New Delhi and is an officer of the 1973 batch of the Indian Administrative Services (IAS). Over the course of her career, she has led several departments in the Government of Maharashtra and the Government of India, such as Women & Child Development, Higher & Technical Education, Rural Development, and Health. As the Secretary for Women & Child Development for the Government of Maharashtra, she was responsible for drafting and implementing the first-ever state policy for women's empowerment in India. She has served as Additional Chief Secretary – Home Ministry for the Government of Maharashtra and as a Director on the Board of Bharat Heavy Electricals Limited (BHEL) and also as a Chairperson for the Maharashtra Energy Regulatory Commission (MERC).

Other details as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are:

Age	72 years
Qualifications	Mrs. Chandra Iyengar holds a Bachelor of Arts from Ethiraj College, Chennai and a Master of Arts from Miranda House, New Delhi. Mrs. Chandra Iyengar is an IAS.
Experience (including expertise in specific functional area) / Brief Resume	Mrs. Chandra has led several departments in the Government of Maharashtra and the Government of India, such as Women & Child Development, Higher & Technical Education, Rural Development and Health. As the Secretary for Women & Child Development for the Government of Maharashtra, she was responsible for drafting and implementing the first-ever state policy for women's empowerment in India. Prior to retiring in 2010, Mrs. Chandra Iyengar was the Additional Chief Secretary-Home Department for the Government of Maharashtra. She has also served as Chairperson for the Maharashtra Energy Regulatory Commission.

Terms and Conditions of re-appointment	Refer Annexure I of Explanatory Statement for Item No.1
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	Entitled to such commission as approved by the Members of the Corporation for the Non-Executive Directors of the Corporation. She will also be entitled to receive sitting fees for attending the meetings of the Board / Committees of the Directors.
Date of first appointment on the Board	23 rd November 2022
Shareholding in the Corporation as on the date of Notice	NIL
Relationship with other Directors/ Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel of the Corporation.
Number of meetings of the Board attended during the financial year (2022-2023)	NA
Directorships of other Boards as on the date of Notice (excluding The Bombay Burmah Trading Corporation, Limited)	<u>Public Companies:</u> Adani Total Gas Limited Arihant Superstructures Limited Arihant Abode Limited Adani Electricity Mumbai Limited Maharashtra Industrial Township Limited Adani Power Limited Adani Totalenergies Biomass Limited Udupi Power Corporation Limited Adani Power (Mundra) Limited
Membership/ Chairmanship of Committee of other Boards as on the date of notice	1. Adani Total Gas Limited - Audit Committee – Member 2. Arihant Superstructures Limited - Audit Committee – Member 3. Maharashtra Industrial Township Limited - Audit

	<p>Committee – Chairman</p> <ol style="list-style-type: none">4. Adani Electricity Mumbai Limited - Audit Committee – Member5. Adani Power Limited - Audit Committee – Member6. Arihant Superstructures Limited – Stakeholders Relationship Committee – Member7. Adani Electricity Mumbai Limited – Nomination and Remuneration Committee - Member
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By Order of the Board

Sanjay Kumar Chowdhary
Company Secretary & Compliance Officer

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9, Wallace Street, Fort, Mumbai 400001
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Email : investorservices@bbtcl.com
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Mumbai; 20th January, 2023