

BCH ELECTRIC LIMITED

(CIN U31103WB1965PLC026427)

REGISTERED OFFICE: BLOCK 1E, 216, A.J.C. BOSE ROAD, KOLKATA – 700 017

Telephone: +91 33 22800880, Website: www.bchindia.com, Email: info@bchindia.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 57th Annual General Meeting of the Members of the Company will be held on Friday, the 30th September 2022 at 12.30 P.M. at the Registered Office of the Company at Block 1E, 216, Acharya Jagadish Chandra Bose Road, Kolkata - 700017 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone as well as consolidated financial statements of the Company comprising of the Balance Sheet as at 31st March, 2022, statement of Profit and Loss Account, Cash Flow Statement and other annexures for the year ended 31st March, 2022 together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kishan Bhartia (DIN 01386072), who retires by rotation and, being eligible, offers himself for re-appointment.
3. Re-Appointment of Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Walker, Chandiook & Co. LLP, Chartered Accountants (Firm’s Registration No. 001076N/ N500013), be and are hereby re-appointed as the Statutory Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the sixty-second Annual General Meeting of the Company to be held in the year 2027 to examine and audit the accounts of the Company at such remuneration as may be determined by the Board of Directors.

SPECIAL BUSINESS:

4. **Approval for Remuneration to Cost Auditor**

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the year 2022-23 to Messrs. Ramanath Iyer & Co, Cost Accountants having Firm Registration No. 000019

appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2022-23, amounting to Rs. 1,76,000 (Rupees One lakh seventy six thousand only) as well the payment of GST as applicable and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby approved and confirmed."

5. **Change in the Registered Office of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 13(4) of the Companies Act, 2013 read with Rule 30 & 31 of the Companies (Incorporation) Rule, 2014 and other applicable provisions, if any and subject to the confirmation of the Regional Director, the consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from the State of West Bengal to the National Capital Territory (NCT) of Delhi.

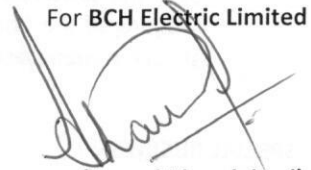
RESOLVED FURTHER THAT subject to the aforementioned confirmation/approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby altered by substituting the existing clause II with new clause II as under:"

II. **The Registered Office of the Company will be situated in the National Capital Territory (NCT) of Delhi.**

RESOLVED FURTHER THAT to affect the aforesaid resolution the registered office of the Company is shifted from the State of West Bengal to the NCT of Delhi, at such place as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. O.P. Bhartia (DIN: 00740126), Chairman & Managing Director and Mrs. Rajyashree Bhartia (DIN: 01057665), Whole-time Director of the Company, along with Mr. Anand Khandelwal, VP-Finance & Company Secretary of the Company, be and are jointly and severally authorized to sign and file the petition, application, affidavits and such other documents and e-forms as may be necessary in relation to and to file a petition before the Regional Director for and on behalf of the Company."

By Order of the Board of Directors
For BCH Electric Limited



(Anand Khandelwal)

Vice President – Finance & Company Secretary

New Delhi
6th September, 2022

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED

OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

- 2) A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS A PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. PROXIES SUBMITTED ON BEHALF OF COMPANIES AND OTHER BODIES CORPORATE, SOCIETIES, TRUST, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION, AS APPLICABLE.
- 3) All alterations made in the Proxy Form should be initialed. The Proxies should carry any of their identity proof i.e. a Pan Card / Aadhaar Card / Passport / Driving License / Voter ID Card / employee ID Card or such other proof at the venue of the meeting.
- 4) Members are requested to intimate the change of address to the Company at the Registered Office of the Company, quoting their respective register folio number.
- 5) The Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts relating to the Special Business to be transacted at the AGM forms part of this Notice.
- 6) A registered equity shareholder or his Proxy or authorized representative is requested to bring copy of the notice to the meeting and produce the attendance slip duly completed and signed at the entrance of the meeting venue.
- 7) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 8) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company certified copies of the board resolution(s) authorizing such representatives to attend and votes at the Meeting on their behalf.
- 9) **"Green initiative"- Update E-mails for receiving notice/ documents in e-mode** - Pursuant to the circular issued by the Ministry of Corporate Affairs signifying the concept of "green initiative", the service of documents/ notices by the Company can be done in e-mode instead of physical dispatch. Shareholders are therefore requested to kindly register their e-mail addresses with the Company in the Form annexed with the Notice of Annual General Meeting enabling the Company to better service shareholder correspondence through electronic mode.

Annexure to Notice

Explanatory Statement Pursuant To the Provisions of Section 102(1) & (2) Of the Companies Act, 2013:

Item No. 4

The Board has approved the appointment and remuneration of M/s Ramanath Iyer & Co, Cost Accountants (Firm Registration No. 000019) (Cost Auditors) to conduct the audit of the cost records of the Company for the financial year ending 31 March 2023 at a proposed remuneration of Rs. 1,76,000/- (Rupees One lakh seventy six thousand only) plus GST as applicable and re-imbusement of out of pocket expenses.

In accordance with the Provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the Shareholders of the Company.

Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2023.

The resolution seeks the approval of members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board therefore recommends the resolution for your approval.

Item No. 5

The Company was incorporated under the provisions of Companies Act, 1956 in the State of West Bengal. As per Clause II of the Memorandum of Association of the Company, the registered office of the Company is at present in the State of West Bengal.

Considering the fact that the operational and business activities of the Company are undertaken from its Corporate Office situated in the NCT of Delhi and also that majority of the Directors of the Company are based in Delhi, it is proposed that the Registered Office of the Company be shifted to the NCT of Delhi. Such a change would enable the management to run the Company more effectively and efficiently and also result in operational convenience.

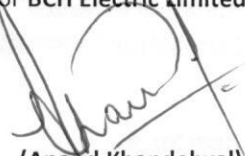
In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with rules made there under shifting of the registered office from one State to another and alteration of the Memorandum of Association with respect to situation clause requires the approval of Members by way of Special Resolution.

After the proposal is approved by the Members, a petition is required to be made, under Section 13(4) of the Companies Act, 2013, to the Central Government for approval of the alteration to the Memorandum of Association of the Company pursuant to shifting of the registered office of the Company from the State of West Bengal to the NCT of Delhi.

Hence the Board of Directors recommends the resolution as set out above to the Members for their consideration and approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 1 of the notice except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors
For BCH Electric Limited



(Anand Khandelwal)

Vice President – Finance & Company Secretary

New Delhi
6th September, 2022