

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 58th Annual General Meeting of the Members of the Company will be held on Saturday, the 30th September 2023 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, 2023, statement of Profit and Loss Account, Cash Flow Statement and other annexures for the year ended 31st March, 2023 together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Akhilesh Bhartia (DIN 00053692), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 2023-24 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 2023-24, amounting to Rs. 1,93,600 (Rupees One lakh ninety three thousand six hundred only) as well the payment of GST as applicable and re-imburement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby approved and confirmed.”

4. **Re-Appointment of Mr. Probir Sen (DIN: 00106127) as an Independent Director of the Company.**

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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 1st October, 2022 and pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) the approval of the members of the Company be and is here by accorded for reappointment of Mr. Probir Sen (DIN: 00106127) whose current period of office came to an end on 21st September, 2022 and who has submitted a declaration confirming the criteria of Independence under section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for a second term and in respect of which Company has received a notice in writing from a member proposing his candidature for the office of the Director as an Independent Non-Executive Director of the Company whose term shall not be subject to retire by rotation to hold office for a term of 5 (five) consecutive years on the Board of the Company for a term w.e.f. 22nd September, 2022 to 21st September 2027.

“RESOLVED FURTHER THAT as Mr. Probir Sen has attained age of 80 years during the above term, the consent of the shareholders of the Company is accorded for the continuation of such appointment as an Independent Director even after the attainment of the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.

By Order of the Board of Directors
For **BCH Electric Limited**



(Anand Khandelwal)

Vice President – Finance & Company Secretary

New Delhi
5th September, 2023

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.
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Annexure to Notice

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

Item No. 3

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 2024 at a proposed remuneration of Rs. 1,93,600/- (Rupees One lakh ninety three thousand six hundred only) plus GST as applicable and re-imburement 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. 3 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2024.

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. 3 of the Notice.

The Board therefore recommends the resolution for your approval.

Item No. 4

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, Mr. Probir Sen was appointed as an Independent Non-Executive Director of the Company for a period of 5 (five) consecutive years commencing from 22nd September, 2017. Since, Mr. Probir Sen has completed his initial term as an Independent Director of the Company on 21st September, 2022, he is eligible for re-appointment for one more term.

A brief profile of Mr. Probir Sen, including nature of his expertise and other disclosures as required is provided at Annexure I of this notice.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the

Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Probir Sen as an Independent Director of the Company.

Except Mr. Probir Sen, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

By Order of the Board of Directors
For **BCH Electric Limited**

A handwritten signature in blue ink, appearing to read 'Anand', is written over the printed name below.

(Anand Khandelwal)

Vice President – Finance & Company Secretary

New Delhi
5th September, 2023

ANNEXURE – I

| | |
|---|--|
| Name | Mr. Probir Sen (DIN 00106127) |
| Date of Birth | 17.06.1943 |
| Date of Appointment | 22.09.2017 |
| Experience in Specific Functional area | EXPERIENCE IN DEALING WITH, AND MANAGING PUBLIC SECTOR UNDERTAKINGS <ul style="list-style-type: none">▪ Over 18 years of experience of working in Public Sector Undertakings both in the Govt. of Madhya Pradesh & Govt. of India. Served as Managing Director of the following Corporations:- <ul style="list-style-type: none">▪ The Madhya Pradesh State Tourism Development Corporation▪ The Madhya Pradesh State Industrial Development Corporation▪ The Madhya Pradesh Small Scale Industries Corporation As Chairman and Managing Director, Indian Airlines between (1994 and 1998) Experience in Departments & Organisations related to Culture, Tourism & Human Rights. Worked as Director, Archaeology and Museums, M.P. from (1975-1978) Worked as Managing Director, MP State Tourism Development Corporation (1980-1983) Worked as Secretary General, NATIONAL HUMAN RIGHTS COMMISSION (2000 to April 2003) Worked as Director, INDIA INTERNATIONAL CENTRE (May 2003 to June 2008) |
| Qualification | B.A. (History Honours) - St. Stephen's College, Delhi. M.A. (History) - King's College, Cambridge, U.K. Diploma in Social Anthropology - King's College, Cambridge, U.K. M.Sc (Economics) - University of Swansea, U.K. |
| Relationship with other Directors | No Relation |
| Directorship in Companies | 1. Delhi Safe Deposit Co. Ltd. 2. The Mayo Foundation |
| Chairman/member in the committees of the Board of the Companies | 2 |
| No. of shares held in the Company | Nil |

By Order of the Board of Directors
For **BCH Electric Limited**


(Anand Khandelwal)

Vice President – Finance & Company Secretary

New Delhi
5th September, 2023