



BCH ELECTRIC LIMITED

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF BCH ELECTRIC LIMITED WILL BE HELD ON FRIDAY, 02ND JANUARY, 2026 AT 4.00 P.M. IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") DEEMED TO BE CONDUCTED AT THE REGISTERED OFFICE OF THE COMPANY AT 1105, NEW DELHI HOUSE, 27, BARAKHAMBHA ROAD, NEW DELHI- 110001 TO TRANSACT THE FOLLOWING BUSINESS:-

The proceedings of the Extra Ordinary General Meeting (EGM) of the Company shall be deemed to be conducted at the registered office of the company situated at 1105, New Delhi House, 27, Barakhamba Road, New Delhi- 110001, which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:

ITEM NO.1

APPOINTMENT OF MS. JANA CHATRA (DIN-07149281) AS NON-EXECUTIVE 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 provisions of section 149, 150, 152 read with Schedule IV and the rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Jana Chatra (DIN: 07149281), who was appointed as an Additional Director of the Company under Section 149 & 161 of the Companies Act, 2013 ("the Act") as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors with effect from 06th December, 2025 and holds office upto the date of this General Meeting and who has submitted a declaration that she meets the criteria for independence in terms of Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years on the Board of the Company.

RESOLVED FURTHER THAT Mr. Abhishek Bhartia, Chairman & Managing Director and Mr. Satish Chandra Pandey, General Counsel & Company Secretary of the Company, be and is hereby severally authorized to sign and file necessary e-forms with the Registrar of Companies, and do all such acts, deeds and things as it may, in his absolute discretion, deem fit, necessary, desirable, incidental and / or consequential to give effect to the above resolution."

ITEM NO.2

APPOINTMENT OF MR. SURESH KOHLI (DIN-11395371) AS A 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 provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Kohli (DIN: 11395371) who pursuant to Section 161 (1) of the Companies Act, 2013, was appointed as an Additional Director of the Company, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors with effect from

06th December, 2025 to hold the office until the date of this General Meeting, being eligible be and is hereby appointed as a Director of the Company, for a term of 3 (three) consecutive years on the Board of the Company and subject to retire by rotation.

RESOLVED FURTHER THAT Mr. Abhishek Bhartia, Chairman & Managing Director and Mr. Satish Chandra Pandey, General Counsel & Company Secretary of the Company, be and is hereby severally authorized to sign and file necessary e-forms with the Registrar of Companies, and do all such acts, deeds and things as it may, in his absolute discretion, deem fit, necessary, desirable, incidental and / or consequential to give effect to the above resolution.

RESOLVED FURTHER THAT the authority/directorship conferred upon Mr. Suresh Kohli through this resolution shall remain effective only for so long as he continues in the employment of the Company, and such authority shall ipso facto terminate and stand revoked immediately upon the cessation of his employment, without any further act, notice, or resolution.”

ITEM NO.3

APPROVAL FOR REDUCTION OF EQUITY SHARE CAPITAL OF BCH ELECTRIC LIMITED (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 Section 66 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment made thereof for the time being in force) and the rules made thereunder (the “**Act**”), Article-41 of the Articles of Association of the Company, the National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable laws, rules and regulations, and subject to the confirmation by the Hon’ble National Company Law Tribunal, **New Delhi** bench (“**Tribunal**”) and such other approvals, consents, permissions and sanctions as may be necessary, to be obtained from any government or statutory authority, the Board be and is hereby authorised to reduce the issued, subscribed and fully paid-up equity share capital of the Company from Rs. **3,45,77,110/-** (Rupees Three Crores, Forty Five Lakhs, Seventy Seven Thousand, One Hundred and Ten only) consisting of **34,57,711/-** (Thirty Four Lakhs Fifty Seven Thousand Seven Hundred eleven Only) equity shares of Rs. 10/- (Rupees ten) each to Rs. **3,33,91,720/-** (Rupees Three Crores Thirty Three Lakhs Ninety One Thousand Seven Hundred and Twenty only) consisting of **33,39,172/-** (Thirty Three Lakhs Thirty Nine Thousand One Hundred and Seventy Two Only) equity shares of Rs. 10/- (Rupees Ten) each by cancelling and extinguishing, in aggregate, 3.42825 % of the total issued, subscribed and fully paid-up equity share capital of the Company comprising **1,18,539/-** (One Lakh Eighteen Thousand Five Hundred Thirty Nine Only) equity shares of Rs. 10/- (Rupees ten only) held by the Non-Promoter Shareholders of the Company (“**Capital Reduction**”).

RESOLVED FURTHER THAT upon the sanction and confirmation of the Capital Reduction by the Tribunal and such Capital Reduction becoming effective and operative from the date of issuance of certificate by the Registrar of Companies confirming the Capital Reduction ("**Effective Date**"), the Non-Promoter Shareholders of the Company, as on the Record Date (as defined hereinafter) shall be paid by the Company for the equity shares held by them and which are cancelled and extinguished, consideration of an amount equal to INR.15.72.20/- (Rupees One Thousand Five Hundred Seventy Two and Twenty Paise only) per equity share ("**Consideration**") (net-off withholding taxes as per applicable income tax laws) being the fair value determined by M/s. *Incwert Advisory Private Limited* (Registration No.: IBBI/RV-E/05/2019/108), an independent Registered Valuer.

RESOLVED FURTHER THAT upon the Capital Reduction being confirmed by the Tribunal, the Board shall fix a record date for the purpose of determining the names of the Non-Promoter Shareholders ("**Record Date**").

RESOLVED FURTHER THAT upon the Capital Reduction being confirmed by the Tribunal and becoming effective and operative, without any further act or deed by the Non-Promoter Shareholders (including but not limited to surrendering of share certificates) 118,539 equity shares of Rs. 10/- (Rupees Ten only) each of the Company held by such Non-Promoter Shareholders shall stand cancelled, extinguished and rendered invalid.

RESOLVED FURTHER THAT the payment of Consideration to the Non-Promoter Shareholders as on the Record Date shall be made within 30 days of the Record Date as shall be decided by the Board and subject to such approvals, if any, as may be required under the applicable law(s) or as may be directed by the Tribunal, and such payments will be discharged by the issue of cheque, pay order/warrant or demand draft, other banking channels net off appropriate withholding taxes as per applicable income tax laws, or NEFT, RTGS or IMPS (as the case may be).

RESOLVED FURTHER THAT all monies payable to the Non-Promoter Shareholders under the proposed Capital Reduction shall be transferred by the Company into a separate bank account, which shall be opened by the Company specifically for this purpose and the disbursements to the Non-Promoter Shareholders will be made by the Company from such account.

RESOLVED FURTHER THAT any amounts, which remains unclaimed or unpaid due to reasons including but not limited to cheques being returned, undelivered, or not deposited, or due to consideration pending for shares on the Record Date ("**Unpaid Consideration**"), shall be retained by the Company in the said separate bank account for a period of three years from the Effective Date of the Capital Reduction.

RESOLVED FURTHER THAT upon the expiration of the three years, the Company shall transfer the Unpaid Consideration to the Investor Education and Protection Fund (IEPF) or otherwise in accordance with applicable laws.

RESOLVED FURTHER THAT consequential amendments be made in the capital clause of the Memorandum of Association of the Company, if any, after the said reduction becomes effective and operative.

RESOLVED FURTHER THAT pursuant to the requirements of Section 66 of the Companies Act 2013, read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, including any statutory modification(s) or re-enactment thereof for the time being in force, the Managing Director, and in his absence, any two Directors of the Company be and

are hereby authorised severally to issue the list of creditors of the Company for the purpose of submission with the NCLT.

RESOLVED FURTHER THAT pursuant to the requirements of Section 66 of the Companies Act 2013, read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, including any statutory modification(s) or re-enactment thereof for the time being in force, any Director of the company be and is hereby authorised to issue the declaration that the Company is not, as on the date of filing of the application, in arrears in the repayment of the deposits or interest thereon for the purpose of submission with the NCLT.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, expedient, usual or proper, in the best interest of the Company and its members in connection with and relating to the Capital Reduction, including any directions for settling any questions or doubts or difficulties, whatsoever that may arise, for the purpose of giving effect to the Capital Reduction, or to any modification thereof, and as the Board may, in its absolute discretion, deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, including but not limited to:

- a. Finalize, amend and settle the draft application / petition, and assent to such alterations, conditions and modifications, if any, in the application, petition or effect any other modification or amendment as the Board may consider necessary or desirable to give effect to the Capital Reduction;
- b. File any affidavit, petition, application, form or report before the Tribunal or any other statutory or regulatory authority including the Registrar of Companies, the Regional Director or such other authority as may be required in connection with the Capital Reduction or its sanction thereof and to do all such acts and deeds as they may deem necessary in connection therewith and incidental thereto;
- c. Making such alterations and changes in the application / petition to be made to the Tribunal, as may be expedient or necessary or satisfying the conditions / requirement imposed by Tribunal and/or any other statutory / regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said application/ petition;
- d. Signing all applications, petitions, affidavits, undertakings, documents, letters relating to the Capital Reduction and represent the Company before the Tribunal and any other authorities in relation to any matter relating to the Capital Reduction or delegate such authority to any other person through a valid power of attorney;
- e. To withdraw the application/ petition of the Capital Reduction filed with the Tribunal;
- f. To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deed, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all manner of documents, petitions, affidavits and applications under the applicable laws including Companies Act, 2013, with rules made thereunder, National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable laws/ regulations in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;

- g. Obtaining the requisite approvals and/or consents of the equity shareholders, secured/ unsecured lenders, creditors, banks, financial institutions (as applicable) and other statutory / regulatory authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- h. To obtain necessary certificates from the statutory auditors of the Company for the completion of the Capital Reduction process;
- i. To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, merchant bankers, auditors, accountants, registrars or any other one or more agencies, as may be required in relation to or in connection with the Capital Reduction, on such terms and conditions as they may deem fit, finalise fees, terms and conditions of their appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favor of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;
- j. Incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- k. To open a separate bank account in the name of Company with any bank as may be decided, for the purpose of discharging the Consideration for the Capital Reduction;
- l. Make any modifications as they may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in this resolution;
- m. Consider, approve, sign and execute all other documents, advertisements, announcements, disclosures etc. which may be sent / required to be sent to concerned authorities on behalf of the Company;
- n. To file requisite forms with the Registrar of Companies in connection with the Capital Reduction during and after the process of sanction thereof;
- o. Sign, execute and deliver such documents as may be necessary and do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid;
- p. To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- q. To do all such acts and things and deal with all such matters and take all steps as may be necessary including any modification, if required and do all such other acts, matters, deeds and things necessary, proper or desirable in connection with or incidental to giving effect to the purposes of this resolution;

- r. To give such directions as they may fit and proper, including directions for settling any questions or difficulties that may arise and to do all acts, deeds and tasks, as may be deemed necessary, expedient or proper to give effect to the Capital Reduction and for matters connected therewith or incidental thereto;
- s. To discharge the Consideration due to the Non-Promoter Shareholders in lieu of the cancellation and extinguishment of the equity shares of the Company held by such Non-Promoter Shareholders pursuant to the Capital Reduction, in accordance with applicable laws, through issuance of cheque, pay order/ warrant or demand draft, other banking channels net off appropriate withholding taxes as per applicable income tax laws, or NEFT, RTGS or IMPS (as the case may be) and file any necessary forms, documents, or applications, as required under applicable laws to effectuate the discharge of the Consideration;
- t. To call for the bank account details of the Non-Promoter Shareholders for discharging the Consideration;
- u. To pass such accounting entries and/or making such other adjustments in the books of accounts, as are considered necessary to give effect to the above resolution;
- v. To cancel and extinguish the share certificates upon effectiveness of the Capital Reduction;
- w. Affix the common seal of the Company on such agreements, undertakings, deeds, documents, writings, etc., as may be required (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions;
- x. To delegate any or all of the powers conferred upon it by this resolution to any Director(s), and / or officer(s) of the Company without any further approval of the Board;
- y. Any other matter not specifically covered above but may be related to this Capital Reduction.

RESOLVED FURTHER THAT the copies of foregoing resolutions, certified to be true by any Director of the Company, may be furnished to any person(s) and/or entities as may be required.

Number of votes cast in favour of the resolution = <To be filled>

Number of votes cast against the resolution = <To be filled>

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



(Satish Chandra Pandey)

General Counsel & Company Secretary
Membership No. ACS-20080

Date: 06.12.2025

Place: New Delhi

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/HERSELF 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) The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject (“MCA Circulars”) have permitted to conduct the Extra Ordinary General Meeting (“EGM”) virtually, without physical presence of Members at a common venue. In compliance with the MCA Circulars, the provisions of the Act the EGM of the Company are being held virtually.
- 4) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and route map of EGM are not annexed to this Notice.
- 5) In conformity with the applicable regulatory requirements, the Notice of this are being sent only through electronic mode to members who have registered their email IDs with the Company or with the depository.
- 6) The facility for joining the meeting shall be open for at least 15 minutes before the time scheduled for the meeting and shall be closed 15 minutes after the scheduled time. Steps/ Instructions to join the meeting are given in **Annexure A**.
- 7) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 8) In case of any queries, any member who has grievances connected with participating in the meeting and voting can contact Mr. Satish Chandra Pandey at Satish.pandey@bchindia.com The members are allowed to pose questions during the meeting or may submit questions in advance
- 9) 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 EGM forms an integral part of this Notice.

- 10) 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.
- 11) In the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 12) The Corporate Members intending to assign their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 13) **"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 General Meeting enabling the Company to better service shareholder correspondence through electronic mode.
- 14) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by the members of the company at the registered office of the Company from 11:00 A.M. to 5:00 P.M. (except Saturday and Sunday) upto the date of General Meeting.
- 15) Members wishing to seek further information or clarification are requested to send their queries at least 48 hours in advance of the date of the General Meeting addressed to the undersigned at Registered Address: 1105, New Delhi House, 27, Barakhamba Road, New Delhi- 110001.
- 16) Members, holding shares in physical form, may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the Form-SH 13 as prescribed in the Companies (Share Capital & Debentures) Rules, 2014, any person to whom their shares in the Company shall vest on occurrence of event stated in the Form. Persons holding shares in physical form may send Form-SH 13 in duplicate to RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective DP.
- 17) **Updation of PAN, KYC, EMAIL ID, Contact No, Nomination and Bank details by Members:**
 - a) Members holding shares in physical form, Members holding shares in physical form are requested to note that in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's Registrar and Share Transfer Agent ('RTA') for assistance in this regard.
 - b) Members holding shares in demat mode are requested to update their details with their Depository Participants at the earliest.
- 18) **Unclaimed Dividends And IEPF:**

Dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file web Form IEPF-5 for claiming the dividend and/or shares available on www.mca.gov.in. The procedure for claiming the shares from IEPF Authority is available on <https://www.iepf.gov.in/IEPF/refund.html>

19) **Registrar and Transfer Agents:**

The address of Registrars and Transfer Agents of the Company is as follows:

Bigshare Services Private Limited
302, Kushal Bazar 32-33, Nehru Place,
New Delhi-110019
Tel: +91 11 4242 5004
Email: mukesh@bigshareonline.com
Website: <https://www.bigshareonline.com/>
* Kindly quote the folio no./DP ID and Client ID.

Annexure to Notice

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

The following statement sets out all material facts relating to Special Businesses mentioned in the accompanying notice:

Item No. 1:

APPOINTMENT OF MS. JANA CHATRA (DIN-071492810) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

In line with the Company's objective to strengthen its leadership and bring fresh, objective perspectives to the assessment of its strategy, goals, and overall position, it is proposed to appoint Ms. Jana Chatra as a Non-Executive Independent Director of the Company.

Ms. Jana Chatra is an experienced board and executive leader with expertise in corporate strategy, business development, risk management, and regulatory compliance across sectors including financial services, technology, telecom, and industrial products.

She currently serves as Partner at Excelus Capital Advisers LLP. Her past roles include Independent Director at ITD Cementation India Ltd., Chairperson & Managing Director at Innovassynth Investments Ltd., and senior leadership positions at WNS Global Services, Zurich Risk Management Services, KPMG, and PwC.

She holds an MBA from NMIMS, Mumbai, and a B.Sc. in Chemistry, along with certifications in Corporate Governance and the Independent Directors' Proficiency Test.

The Board is of the view that the appointment of Ms. Jana Chatra is desirable and will be beneficial to the Company. Accordingly, the Board recommends Resolution No. 1 for approval by the members of the Company.

None of the other Directors/Key Managerial Personnel of the Company, or their respective relatives are, in any way, financially or otherwise concerned or interested in the resolution set out at Item No. 1 of the Notice.

Item No. 2:

APPOINTMENT OF MR. SURESH KOHLI (DIN-11395371) AS A DIRECTOR OF THE COMPANY.

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Suresh Kohli (DIN: 11395371) as an Additional Director of the Company with effect from 06th December, 2025, in accordance with the provisions of Section 161 of the Companies Act, 2013. In terms of the said provisions, Mr. Kohli holds office up to the date of this General Meeting.

Mr. Suresh Kohli is presently serving as Vice President – Operations, BCH Electric Limited, where he has been responsible for driving operational excellence, optimizing manufacturing processes, and leading key strategic initiatives.

He is an experienced leader having expertise in optimizing processes, enhancing efficiency and driving strategic initiatives. As a leader of operations, his job is to create a roadmap for adopting best practices benchmarked across different industries and implementing innovative solutions tailored to BCH diverse operational challenges. Leveraging a blend of analytical skills and leadership expertise, he is adept at streamlining operations, managing and developing future ready cross functional teams capable of delivering impactful results. Drive Operational Excellence with the help of technology, innovation, digital infrastructure, deeper People engagement and providing safer workplace and sustainable environment so as to align with the Company's vision of Sustainable growth.

The Board is of the view that the appointment of Mr. Suresh Kohli is desirable and will be beneficial to the Company. Accordingly, the Board recommends Resolution No. 2 for approval by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any way, financially or otherwise concerned or interested in the resolution set out at Item No. 2 of this Notice, except Mr. Suresh Kohli to the extent of his appointment.

Item No. : 3-

APPROVAL FOR REDUCTION OF EQUITY SHARE CAPITAL OF BCH ELECTRIC LIMITED (THE 'COMPANY')

1. The present Share Capital Structure of BCH Electric Limited ('Company') is as follows:

Particulars	Amount
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	('In Rs')
Authorized share capital	
Rs.5,00,00,000/- divided into 46,00,000 equity shares of Rs.10/-each and 40,000 cumulative Redeemable preference shares of Rs.100/- each	5,00,00,000/-
Issued, subscribed, and fully paid-up share capital	
34,57,711 equity shares of Rs. 10/- (Rupees Ten) each	3,45,77,110/-

2. The Shareholding Pattern of the Company as on 28.11.2025 is as follows:

S. No.	Category of Shareholders	No. of Shareholders	No. of Shares	% of shareholding
1.	Promoters	9	33,39,172	96.57
2.	Non-Promoters	111	1,18,539	3.42825 %
Total		120	34,57,711	100

1. The Board proposes, by way of a special resolution, subject to the approval of the members of the Company through a special resolution and confirmation of the Hon'ble National Company Law Tribunal ('NCLT'), to cancel and extinguish 1,18,539 only issued, subscribed and paid-up equity shares of Rs. 10/- (Rupees Ten only) held by the Non-Promoter Shareholders of the Company aggregating to 3.42825% of the total Issued, Subscribed and fully paid-up equity share capital of the Company ('**Capital Reduction**').
2. The Board of Directors of the Company ('**Board**') at its Meeting held on **06th December, 2025** have considered and approved the following resolution, :

"RESOLVED THAT pursuant to Section 66 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment made thereof for the time being in force) and the rules made thereunder (the "**Act**"), Article 41 of the Articles of Association of the Company, the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and other applicable laws, rules and regulations, and subject to the consent of the members by way of a special resolution and the confirmation by the Hon'ble National Company Law Tribunal, **New Delhi** bench ("**Tribunal**") and such other approvals, consents, permissions and sanctions as may be necessary, to be obtained from any government or statutory authority, the Board be and is hereby authorised to reduce the issued, subscribed and fully paid-up equity share capital of the Company from Rs. **3,45,77,110/-** (Rupees Three Crores, Forty Five Lakhs, Seventy Seven Thousand, One Hundred and Ten only) consisting of **34,57,711/-** (Thirty Four Lakhs Fifty Seven Thousand Seven Hundred Eleven Only) equity shares of Rs. 10/- (Rupees ten) each to Rs. 3,33,91,720/- (Rupees Three Crores Thirty Three Lakhs Ninety One Thousand Seven Hundred and Twenty

only) consisting of 33,39,172/- (Thirty Three Lakhs Thirty Nine Thousand One Hundred and Seventy Two Only) equity shares of Rs. 10/- (Rupees Ten) each by cancelling and extinguishing, in aggregate, 3.42825 % of the total issued, subscribed and fully paid-up equity share capital of the Company comprising 1,18,539 (One Lakh Eighteen Thousand Five Hundred Thirty Nine Only) equity shares of Rs. 10/- (Rupees ten only) held by the Non-Promoter Shareholders of the Company ("**Capital Reduction**").

RESOLVED FURTHER THAT upon the sanction and confirmation of the Capital Reduction by the Tribunal and such Capital Reduction becoming effective and operative from the date of issuance of certificate by the Registrar of Companies confirming the Capital Reduction ("**Effective Date**"), the Non-Promoter Shareholders of the Company, as on the Record Date (as defined hereinafter) shall be paid by the Company for the equity shares held by them and which are cancelled and extinguished, consideration of an amount equal to INR. INR.1,572.20/- (Rupees One Thousand Five Hundred Seventy Two and Twenty Paise only) per equity share ("**Consideration**") (net-off withholding taxes as per applicable income tax laws) being the fair value determined by M/s. *Incwert Advisory Private Limited* (Registration No.: IBBI/RV-E/05/2019/108), an independent Registered Valuer.

RESOLVED FURTHER THAT upon the Capital Reduction being confirmed by the Tribunal, the Board shall fix a record date for the purpose of determining the names of the Non-Promoter Shareholders ("**Record Date**").

RESOLVED FURTHER THAT upon the Capital Reduction being confirmed by the Tribunal and becoming effective and operative, without any further act or deed by the Non-Promoter Shareholders (including but not limited to surrendering of share certificates) 1,18,539 equity shares of Rs. 10/- (Rupees Ten only) each of the Company held by such Non-Promoter Shareholders shall stand cancelled, extinguished and rendered invalid.

RESOLVED FURTHER THAT the payment of Consideration to the Non-Promoter Shareholders as on the Record Date shall be made within 30 days of the Record Date as shall be decided by the Board and subject to such approvals, if any, as may be required under the applicable law(s) or as may be directed by the Tribunal, and such payments will be discharged by the issue of cheque, pay order/ warrant or demand draft, other banking channels net off appropriate withholding taxes as per applicable income tax laws, or NEFT, RTGS or IMPS (as the case may be).

RESOLVED FURTHER THAT all monies payable to the Non-Promoter Shareholders under the proposed Capital Reduction shall be transferred by the Company into a separate bank account, which shall be opened by the Company specifically for this purpose and the disbursements to the Non-Promoter Shareholders will be made by the Company from such account.

RESOLVED FURTHER THAT any amounts, which remains unclaimed or unpaid due to reasons including but not limited to cheques being returned, undelivered, or not deposited, or due to consideration pending for shares on the Record Date ("**Unpaid Consideration**"), shall be retained by the Company in the said separate bank account for a period of three years from the Effective Date of the Capital Reduction.

RESOLVED FURTHER THAT upon the expiration of the three years, the Company shall transfer the Unpaid Consideration to the Investor Education and Protection Fund (IEPF) or otherwise in accordance with applicable laws.

RESOLVED FURTHER THAT consequential amendments be made in the capital clause of the Memorandum of Association of the Company, if any, after the said reduction becomes effective and operative.

RESOLVED FURTHER THAT pursuant to the requirements of Section 66 of the Companies Act 2013, read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, including any statutory modification(s) or re-enactment thereof for the time being in force, the Chairman & Managing Director, and in his absence, any two Directors of the Company be and are hereby authorised severally to issue the list of creditors of the Company for the purpose of submission with the NCLT.

RESOLVED FURTHER THAT pursuant to the requirements of Section 66 of the Companies Act 2013, read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, including any statutory modification(s) or re-enactment thereof for the time being in force, any Director of the company be and is hereby authorised to issue the declaration that the Company is not, as on the date of filing of the application, in arrears in the repayment of the deposits or interest thereon for the purpose of submission with the NCLT.

RESOLVED FURTHER THAT the consent of the Board be and is hereby recorded to convene and hold an Extraordinary General Meeting of the equity shareholders of the Company on Friday, 02nd January, 2026 at 1105, New Delhi House, 27, Barakhamba Road, New Delhi – 110001 at 4:00 PM, for approving the Capital Reduction under Section 66 of the Companies Act 2013.

RESOLVED FURTHER THAT draft Notice and Explanatory Statement in respect of the Extraordinary General Meeting of the equity shareholders of the Company, as placed before the Board, be and is hereby approved and any Director and Company Secretary of the Company be and is hereby authorised to issue the Notice of the Extraordinary General Meeting to the equity shareholders of the Company.

RESOLVED FURTHER THAT any member of the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, expedient, usual or proper, in the best interest of the Company and its members in connection with and relating to the Capital Reduction, including any directions for settling any questions or doubts or difficulties, whatsoever that may arise, for the purpose of giving effect to the Capital Reduction, or to any modification thereof, and as the Board may, in its absolute discretion, deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, including but not limited to:

- a. Finalize, amend and settle the draft application / petition, and assent to such alterations, conditions and modifications, if any, in the application, petition or effect any other modification or amendment as the Board may consider necessary or desirable to give effect to the Capital Reduction;

- b. File any affidavit, petition, application, form or report before the Tribunal or any other statutory or regulatory authority including the Registrar of Companies, the Regional Director or such other authority as may be required in connection with the Capital Reduction or its sanction thereof and to do all such acts and deeds as they may deem necessary in connection therewith and incidental thereto;
- c. Making such alterations and changes in the application / petition to be made to the Tribunal, as may be expedient or necessary or satisfying the conditions / requirement imposed by Tribunal and/or any other statutory / regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said application/ petition;
- d. Signing all applications, petitions, affidavits, undertakings, documents, letters relating to the Capital Reduction and represent the Company before the Tribunal and any other authorities in relation to any matter relating to the Capital Reduction or delegate such authority to any other person through a valid power of attorney;
- e. To withdraw the application/ petition of the Capital Reduction filed with the Tribunal;
- f. To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deed, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all manner of documents, petitions, affidavits and applications under the applicable laws including Companies Act, 2013, with rules made thereunder, National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable laws/ regulations in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;
- g. Obtaining the requisite approvals and/or consents of the equity shareholders, secured/ unsecured lenders, creditors, banks, financial institutions (as applicable) and other statutory / regulatory authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- h. To obtain necessary certificates from the statutory auditors of the Company for the completion of the Capital Reduction process;
- i. To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, merchant bankers, auditors, accountants, registrars or any other one or more agencies, as may be required in relation to or in connection with the Capital Reduction, on such terms and conditions as they may deem fit, finalise fees, terms and conditions of their appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favor of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;

- j. Incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- k. To open a separate bank account in the name of Company with any bank as may be decided, for the purpose of discharging the Consideration for the Capital Reduction;
- l. Make any modifications as they may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in this resolution;
- m. Consider, approve, sign and execute all other documents, advertisements, announcements, disclosures etc. which may be sent / required to be sent to concerned authorities on behalf of the Company;
- n. To file requisite forms with the Registrar of Companies in connection with the Capital Reduction during and after the process of sanction thereof;
- o. Sign, execute and deliver such documents as may be necessary and do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid;
- p. To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- q. To do all such acts and things and deal with all such matters and take all steps as may be necessary including any modification, if required and do all such other acts, matters, deeds and things necessary, proper or desirable in connection with or incidental to giving effect to the purposes of this resolution;
- r. To give such directions as they may fit and proper, including directions for settling any questions or difficulties that may arise and to do all acts, deeds and tasks, as may be deemed necessary, expedient or proper to give effect to the Capital Reduction and for matters connected therewith or incidental thereto;
- s. To discharge the Consideration due to the Non-Promoter Shareholders in lieu of the cancellation and extinguishment of the equity shares of the Company held by such Non-Promoter Shareholders pursuant to the Capital Reduction, in accordance with applicable laws, through issuance of cheque, pay order/ warrant or demand draft, other banking channels net off appropriate withholding taxes as per applicable income tax laws, or NEFT, RTGS or IMPS (as the case may be) and file any necessary forms, documents, or applications, as required under applicable laws to effectuate the discharge of the Consideration;
- t. To call for the bank account details of the Non-Promoter Shareholders for discharging the Consideration;

- u. To pass such accounting entries and/or making such other adjustments in the books of accounts, as are considered necessary to give effect to the above resolution;
- v. To cancel and extinguish the share certificates upon effectiveness of the Capital Reduction;
- w. Affix the common seal of the Company on such agreements, undertakings, deeds, documents, writings, etc., as may be required (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions;
- x. To delegate any or all of the powers conferred upon it by this resolution to any Director(s), and / or officer(s) of the Company without any further approval of the Board;
- y. Any other matter not specifically covered above but may be related to this Capital Reduction.

RESOLVED FURTHER THAT the copies of foregoing resolutions, certified to be true by any Director of the Company, may be furnished to any person(s) and/or entities as may be required.”

I. Rationale for the Reduction of Share Capital

3. Erstwhile employees of the Company (hereinafter referred to as “**Non-Promoter Shareholders**”) hold following shares in the Company:

S.No	Non-Promoter Shareholders	No. of Shares	% of shareholding
1	GEEVARUGHESE T M	80	0.0023%
2	ANJIBABU KOGANTI	80	0.0023%
3	ASHOK KUMAR SHARMA	80	0.0023%
4	ARVIND KUMAR GUPTA	80	0.0023%
5	ABHEY KUMAR MEHTA	40	0.0012%
6	PAWAN LATA	80	0.0023%
7	AVINASH KRISHNAJI SABNIS	80	0.0023%
8	ANAND PRAKASH	80	0.0023%
9	BALBIR KAUR	80	0.0023%
10	BRAHAMPAL SINGH CHAUHAN	80	0.0023%
11	ADIKANT BEHERA	80	0.0023%
12	CHANDER VIR SINGH	80	0.0023%
13	CHANDER PAL SINGH	80	0.0023%

14	CHANDRA MOHAN SHARMA	80	0.0023%
15	CHANDER SINGH MALIK	80	0.0023%
16	DAYANAND SHARMA	80	0.0023%
17	RAKESH KUMAR RANA	80	0.0023%
18	RAM SINGH	80	0.0023%
19	RAMESH LAL ARORA	80	0.0023%
20	GOPAL SINGH	80	0.0023%
21	HIRA SINGH	10	0.0003%
22	JOY CHAKRAVORTY	80	0.0023%
23	JIUT SINGH	80	0.0023%
24	KARAN SINGH RAO	80	0.0023%
25	KAILASH CHANDRA AGARWAL	80	0.0023%
26	ASHOK KUMAR KATHURIA	80	0.0023%
27	KRISHNA KUMAR GAITONDE	80	0.0023%
28	KAUSHIK RAJENDAR	80	0.0023%
29	KUNJAMMA VARUGHESE	80	0.0023%
30	KHEM CHAND	80	0.0023%
31	KAMLESHWAR PRASAD	80	0.0023%
32	KRISHAN LAL ADLEKHA	80	0.0023%
33	LALARAM	80	0.0023%
34	BHARAT CHINUBHAI SHAH	80	0.0023%
35	MATHEW M K	80	0.0023%
36	NAGENDRA RAI	80	0.0023%
37	NEENAD BISWAS	80	0.0023%
38	NIRMAL KUMARI SAIGAL	80	0.0023%
39	OM PRAKASH GUPTA	80	0.0023%
40	PRAKASH KRISHNARAO SURVE	80	0.0023%
41	PRITHVI RAJ ARORA	80	0.0023%
42	PARESH BHATIA	80	0.0023%
43	PREM LATA	80	0.0023%
44	P V VARUGHESE	80	0.0023%
45	PROMOD KUMAR MALIK	80	0.0023%
46	P K GERA	80	0.0023%
47	PREM CHAND MANGLA	80	0.0023%
48	RANJIV GOSAIN	80	0.0023%
49	RAM CHET SINGH	80	0.0023%
50	BIMLA DEVI	80	0.0023%
51	RAM KAUR	80	0.0023%

52	RAMA SHANKAR	10	0.0003%
53	RAJENDRA PRASHAD GUPTA	80	0.0023%
54	RUPESH DIXIT	80	0.0023%
55	RAJ KUMAR SINGH	80	0.0023%
56	ROSILY JOHN	80	0.0023%
57	SURESH KUMAR CHHABRA	80	0.0023%
58	SARBJIT SINGH DANG	80	0.0023%
59	SATISH KUMAR AHUJA	80	0.0023%
60	SURESH KUMAR UPADHYAY	80	0.0023%
61	SULTAN SINGH	80	0.0023%
62	SHIV BADAN DHOBI	80	0.0023%
63	SARVAJEET BANSAL	80	0.0023%
64	SITARAM KOHLI	80	0.0023%
65	SATISH CHANDER SHARMA	80	0.0023%
66	SAVITRI DEVI	80	0.0023%
67	SANTOSH SHARMA	80	0.0023%
68	SURENDRA KUMAR JAIN	80	0.0023%
69	SUBHAS CHANDERA PASE	80	0.0023%
70	SHASHIMAUL MISARA	80	0.0023%
71	SUNITA RANI MALHOTRA	80	0.0023%
72	SHEO SHANKER SINGH YADAV	80	0.0023%
73	SHAKUNTALA DEVI	80	0.0023%
74	TOTA RAM SHARMA	80	0.0023%
75	TARA CHAND SHARMA	80	0.0023%
76	MAHENDRA KUMAR	80	0.0023%
77	TULSI DASS	80	0.0023%
78	VENKATA RATNAM MYNENI	80	0.0023%
79	RAMAKAR JHA	80	0.0023%
80	VIJAY KUMAR SUNEJA	80	0.0023%
81	RAMESHWAR SHARMA	80	0.0023%
82	SUNIL ATTAWAR	80	0.0023%
83	ATTAR SINGH	80	0.0023%
84	HARI GOBINDA VASHISHTA	80	0.0023%
85	AKHILESH BANSAL	80	0.0023%
86	CHATHU M K	80	0.0023%
87	CHANDER KUMAR VIRMANI	80	0.0023%
88	SASWATA PATRA	80	0.0023%

89	H.S NAGARAJA	80	0.0023%
90	G RAJENDRAN	40	0.0012%
91	KIRIT MANUBHAI SETH	80	0.0023%
92	SHEO NATH SINGH	80	0.0023%
93	VIRENDRA KUMAR MAHAJAN	80	0.0023%
94	SODH NATH	40	0.0012%
95	SUSHILA THAKUR	80	0.0023%
96	KANHAIYA LAL	80	0.0023%
97	V P GULATI	80	0.0023%
98	SURAJ PRAKASH SHARMA	80	0.0023%
99	BALDEV SINGH GULATI	80	0.0023%
100	KAMLESH VERMA	80	0.0023%
101	INDRAWATI DEVI	80	0.0023%
102	SHAKUNTLA VYAS	80	0.0023%
103	VED PARKASH LONIAL	80	0.0023%
104	ANJALA DASS	80	0.0023%
105	PRADEEP MEHRA	67100	1.9406%
106	SHALENDRA KUMAR GUPTA	33549	0.9703%
107	MEHAK TANEJA	160	0.0046%
108	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	9640	0.2788%
109	ANITHA MANOHARAN	10	0.0003%
110	ARDHANARI CHANDRASEKAR	10	0.0003%
111	JAYANTHI CHOPRA	10	0.0003%
	Total	1,18,539	3.42825%

4. To provide an exit or an opportunity to Non-Promoter Shareholders to liquidate their entire shareholding in the Company at a fair and equitable price, the Board is proposing a reduction in the Company's share capital by cancelling paid-up share capital comprising **1,18,539** equity shares of Rs. **10/-** (Rupees **Ten** only), subject to the approval of members and confirmation by the NCLT.
5. Post Capital Reduction, the Company shall continue to remain self-sufficient, and the management believes that the aforesaid Capital Reduction is not detrimental to the interest of shareholders, creditors and other stakeholders of the Company.

II. Proposed Reduction in Share Capital:

6. To maintain fairness and transparency, the Board appointed M/s. ***Incwert Advisory Private Limited*** (Registration No.: IBBI/RV-E/05/2019/108), an independent Registered Valuer to undertake an independent valuation of the equity shares of the Company vis-a-vis the reduction of share capital and has obtained a valuation report dated December 06, 2025 in this regard (the '**Valuation Report**').
7. After due consideration and extensive deliberations in relation to the valuation set out in the Valuation Report, including the valuation methodologies considered, the Board is of the opinion that the valuation mentioned in the Valuation Report, i.e., INR.1572.20/- (Rupees One Thousand Five Hundred Seventy Two and Twenty Paise only) per share of the Company represents the fair value of the equity shares of the Company.
8. After the equity shareholders have passed the requisite resolution in the Extraordinary General Meeting, the Company will file a petition with the NCLT in accordance with the provisions of Section 66, and other applicable provisions of the Companies Act 2013, and the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, including any statutory modification(s) or re-enactment thereof for the time being in force, for approving the Capital Reduction. Pursuant to Section 66(5) of the Act, this

resolution will be effective on the date when the Registrar of Companies registers the order issued by the NCLT for approving the Capital Reduction and issues a certificate to that effect.
9. Upon implementation, the Capital Reduction will afford the Non-Promoter Shareholders an opportunity to liquidate their entire shareholding in the Company at a fair and equitable price based on the Valuation Report obtained from a registered independent valuer.
10. Subject to the Capital Reduction becoming effective, the consideration to be paid to the Non-Promoter Shareholders in lieu of Capital Reduction will be discharged by issue of cheque, demand drafts, pay order, warrant, NEFT, RTGS, or IMPS (as the case may be) to the Non-Promoter Shareholders whose name appears as a member of the Company as on the record date determined by the Board ('**Record Date**') within such number of days and subject to such approvals, if any, as required under applicable law or as may be directed by the Hon'ble NCLT.
11. In this regard, all Non-Promoter Shareholders are requested to provide the Company/Registrar and Transfer Agent, their bank account details (including IFSC code) along with their addresses and self-attested proofs thereof on or before March 31st 2026, failing which the monies will be paid by the Company to the last known address/bank details of the Non-Promoter Shareholders.
12. The Board at their meeting held on **06th December, 2025** has approved the Capital Reduction as per the terms set out in the resolution.
13. The proposed Capital Reduction is pursuant to Section 66 and other applicable provisions of the Companies Act, 2013, permitted under Article 41 of the Articles of Association of the Company, and is subject to the approval of the members of the Company through a special

resolution and confirmation of the Hon'ble NCLT and such other regulatory authorities and third parties as may be required.

14. The proposed Capital Reduction will not cause any prejudice to the creditors of the Company. The creditors of the Company will in no way be affected by the proposed Capital Reduction as there is no reduction in the amount payable to any of the creditors. No compromise or arrangement is contemplated in relation to the creditors and the Company will have assets in excess of all its liabilities post the Capital Reduction.
15. The proposed Capital Reduction does not, in any way, adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.
16. The Company has not accepted any deposits and is therefore not in arrears in the repayment of any deposits or interest payable thereon.
17. The Memorandum and Articles of Association of the Company, the valuation report, and the list of creditors are available for inspection by the members of the Company at the registered office of the Company at 1105 New Delhi House, 27 Barakhamba Road, Connaught Place, Central Delhi, New Delhi, India, 110001 between 11:00 A.M. to 5:00 P.M. (except Saturday and Sunday).
18. Disclosure of interest of Directors and others as required under Section 102(1) read together with the proviso to Section 102(2) of the Act:
 - Mr. Abhishek Bhartia, Mrs. Saru Bhartia, Mrs. Rajyashree Bhartia and Mr. Akhilesh Bhartia are the Directors of the Company, are interested in the aforesaid resolution to the extent of their shareholding and directorship in the Company.
 - As per oral disclosures of interest provided to the Company by the Directors and the key managerial personnel of the Company, it may be stated that none of their relatives are deemed to be concerned or interested, financially or otherwise, in respect of this agenda and passing of the resolution thereof.

The Board considers that the proposed Capital Reduction is in the best interests of the Company, and its Non-Promoter Shareholders and therefore, recommends passing of the special resolution.

Annexure-I

Details of Directors seeking appointment / reappointment at the Extra-Ordinary General Meeting in pursuance of provisions of the Companies Act, 2013

Name	Ms. Jana Chatra	Mr. Suresh Kohli
DIN No	07149281	11395371
Date of Birth & Age	04.05.1972, 53 years	06.07.1966, 59 years
Date of appointment	06.12.2025	06.12.2025
Experience in Specific Functional area	21 years	38 years
Qualification	<p>BSc (Chemistry) 1989-1992 Women's Christian College, Chennai, India</p> <p>MMS (MBA) 1992-1994 Narsee Monjee Institute of Management Studies, University of Mumbai, India</p>	<p>MBA - Finance Indira Gandhi National Open University, Delhi 1994-97</p> <p>AMIE - Mechanical Eng. Institution of Engineers, Delhi 1986-88</p> <p>Diploma - Mechanical Eng. Government Polytechnic College, Batala, Punjab 1983-86</p>
Relationship with other Directors	NA	NA
Directorship/Partner in Companies/LLP's	M/s. EXCELUS CAPITAL ADVISERS LLP	NA
Chairman/member in the committees of the Board of the Companies	NA	NA
No. of shares held in the Company	NIL	NIL

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



(Satish Chandra Pandey)
General Counsel & Company Secretary
Membership No. ACS-20080

Date: 06.12.2025
Place: New Delhi

BCH ELECTRIC LIMITED

(CIN U31103DL1965PLC425953)

**Regd. & Corporate Office: 1105, New Delhi House, 27, Barakhamba Road, New Delhi- 110001
Telephone: +91 11 43673100, Website: www.bchindia.com, Email: info@bchindia.com**

FORM OF PROXY

Extra-Ordinary General Meeting – 02nd January, 2026

Name _____ Folio No. _____

I/We _____ having Regd. Folio No. being a member/s of BCH ELECTRIC LIMITED hereby appoint _____ or failing him _____ of _____ as my/our proxy to attend and vote for me/us on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Friday, 02nd January, 2026 at 1105 New Delhi House, 27 Barakhamba Road, Connaught Place, Central Delhi-110001 at 4.00 P.M. and at any adjournment thereof.

Signed this _____ day of _____

Signature of Proxy/Authorised Signatory _____ Signature of the Member _____

Affix Revenue Stamp

Note: The proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

BCH ELECTRIC LIMITED

(CIN U31103DL1965PLC425953)

**Regd. & Corporate Office: 1105, New Delhi House, 27, Barakhamba Road, New Delhi- 110001
Telephone: +91 11 43673100, Website: www.bchindia.com, Email: info@bchindia.com**

Extra-ordinary General Meeting – 02nd January, 2026
(Please present this slip at the Entrance of the Meeting Hall)

Name _____ Folio No. _____

I, _____, certify that I am an Authorised Signatory/Proxy of the registered Member of the Company.

I hereby record my presence at the Extra-ordinary General Meeting held at 1105 New Delhi House, 27 Barakhamba Road, Connaught Place, Central Delhi-110001 Friday, 02nd January, 2026 at 4.00 P.M.

To be signed at the time of handing over the slip at the Meeting Hall.

Authorised Signatory's/Proxy's name

Authorised Signatory's /Proxy's Signature

Please send the above letter to:-

Date:

To,
The Company Secretary,
BCH Electric Limited,
1105, New Delhi House,
27, Barakhamba Road,
New Delhi - 110 001

REGISTERED FOLIO NO.:

Sub: UPDATION OF PERSONAL INFORMATION INCLUDING EMAIL ID

Dear Sir,

I am giving below my latest personal information INCLUDING EMAIL ID etc for your information and records:

Name :
Address :
Email ID :
Telephone No(s) :
Mobile No(s) :

(Signature of Shareholder)

Note:

1. Request letter from the Claimant for updation of name, address and updation of Bank details.
2. Claimant's Self Attested Copy of Pan Card & Address proof (Aadhar Card OR Voting Card OR Valid Driving License OR Valid Indian Passport.)
3. In case of Change of Address or any mismatch in the name of the shareholder(s), an affidavit explaining the discrepancy.
4. Kindly provide Original Cancelled Cheque leaf (Name of the Claimant must be printed on the Cheque Leaf) OR else also provide Copy of Latest Bank Statement OR Bank Pass Book with latest Transactions duly attested by Branch Manager.

Annexure-A

STEPS/INSTRUCTIONS TO JOIN THE MEETING

Shareholders are requested to join the EXTRAORDINARY GENERAL MEETING of the Company through video conference/other audio-visual means, and to take care of the following technical requirements for the successful conduct of the Video Conference (“VC”) /other audio-visual means (OAVM):

1. **Laptop/Desktop with Display**
2. **Inbuilt or external Webcam**
3. **Inbuilt or external Mic and speaker system**
4. **Internet connectivity with minimum 1Mbps bandwidth**
5. **Meeting can be joined through from laptop/ desktop/ I- pad/ mobile**

Following is the Link for attending the meeting:

Topic: Extra Ordinary General Meeting of the Members of BCH Electric Limited

Time: Friday, January 02, 2026 at 04:00 PM IST

[Extraordinary General Meeting BCH Electric Limited | Meeting-Join | Microsoft Teams](#)

Meeting ID: 413 299 853 928 67

Passcode: zN3sV65q