BCH ELECTRIC LIMITED

NOTICE
(Pursuant to Section 101 of the Companies Act, 2013)

Notice is hereby given that the Sixty-First (61st) Annual General Meeting ("AGM") of the Members of BCH Electric Limited will be held on Wednesday, 30th September, 2026 at 12:30 P.M. at the Registered Office of the Company situated at 1105, New Delhi House, 27, Barakhamba Road, New Delhi – 110001, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31st , 2026, together with the Reports of the Board of Directors and the Auditors thereon;

2. To declare a final dividend of Rs. 15.84 per equity share of face value of Rs.10/- each for the financial year ended March 31st, 2026.

3. To appoint a Director in place of Mrs. Saru Bhartia (DIN: 10085389), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **To ratify the remuneration payable to M/s. Ramanath Iyer & Co, Cost Accountants, Delhi, (Firm Registration No.: -000019), for the Financial Year ending March 31st, 2027.**

To consider and if thought fit, to pass the following resolution as an ***Ordinary Resolution:***

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Ramanath Iyer & Co, Cost Accountants, Delhi, (FRN-000019), appointed by the Board of Directors, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31st, 2027, amounting to Rs. 2,12,960/- (Rupees Two Lakh Twelve Thousand Nine Hundred Sixty only) exclusive of applicable GST and reimbursement of out-of-pocket expenses actually incurred in connection with the audit, be and is hereby ratified and confirmed."

RESOLVED FURTHER THAT the Chairman & Managing Director and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign, execute and file such applications, forms, returns, documents and other as may be necessary, desirable or expedient to give effect to this resolution."

5. **To re-appoint Mr. Atul Seksaria (DIN: 00028099) as an Independent Director 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Atul Seksaria (DIN: 00028099), whose existing term of office as an Independent Director of the Company expires on October 09th , 2026, and who has submitted the requisite declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company for a further term of 3 (three) consecutive years with effect from October 10th , 2026, and whose office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Chairman & Managing Director and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign, execute and file such applications, forms, returns, documents as may be necessary, desirable or expedient for giving effect to this resolution."

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

For BCH Electric Limited
(Satish Chandra Pandey)
General Counsel & Company Secretary

Date: 01st September, 2026
Place: New Delhi

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

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 PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS 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) Members are requested to intimate the change of address to the Company at the Registered Office of the Company or to the RTA, quoting their respective register folio number.

4) 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.

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 an integral part of this Notice.

6) A registered equity shareholder or his/her Proxy or authorized representative is requested to bring a 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 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.

8) The Corporate Members intending to appoint 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.

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.

10) 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 Annual General Meeting.

11) 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 Annual General Meeting addressed to the undersigned at Registered Address: 1105, New Delhi House, 27, Barakhamba Road, New Delhi- 110001.

12) 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.

13) **DIVIDEND**

The Board of Directors, in its Meeting held on 01st September 2026, has recommended a final dividend of Rs. 15.84 per equity share for the Financial Year 2025-26. The Company has fixed Friday, 18th September, 2026 as record date for the purpose of payment of the final dividend. The final dividend, if approved by the Members at the AGM, shall be paid, subject to deduction of tax at source, on or after Wednesday, 30th September, 2026 as under

i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories,

ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company.

14) **TDS ON DIVIDEND DISTRIBUTION**

Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f, 01st April, 2020 and the Company is required to deduct Tax at Source (TDS) at the time of making the payment or distribution of dividend to the shareholders at the prescribed rates. Tax shall be deducted at source @ 10 % for resident shareholders with valid Permanent Account Number (PAN); or @ 20% for resident shareholders without PAN or invalid PAN (as per Sec.206AA of IT Act). However, no tax shall be deducted on the dividend payable to a resident individual Member if the total dividend to be received by them during FY 2026-27 from the Company does not exceed Rs. 10,000, and also in cases where Members providing Form No 15G/Form 15H(applicable to an individual age of 60 years or more) subject to conditions specified in the Act and other applicable sections of the Act by email to *info@bchindia.com*.

Non-resident shareholders can avail beneficial rates under the tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to *info@bchindia.com.* The aforementioned documents and declaration needs to be submitted by the shareholders by Friday, 18th September, 2026.

Note:-If a shareholder holds multiple demat account having single PAN in that case if the aggregate amount of dividend of all the demat account exceeds Rs 10,000/- the TDS shall be deducted on the entire amount of dividend.

15) **Updation of PAN, KYC, EMAIL ID, Contact No, Nomination and Bank details by Members:**

a) Members holding shares in physical form are requested to note that in order to eliminate risks associated with physical transfer of securities, are advised to get their shares dematerialised at the earliest. 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.

16) **Unclaimed Dividends & 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*

17) **Registrar and Transfer Agents:**

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

Bigshare Services Private Limited
Unit 526, Astralis Supernova
Sector 94, Noida Expressway
Noida, District Gautam Buddha Nagar
Uttar Pradesh – 201301
Tel: 0120-4654433, 4417615
Email: mukesh@bigshareonline.com
Website: https://www.bigshareonline.com/
* Kindly quote the folio no./DP ID and Client ID.

18) Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.

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. 4:

To ratify the remuneration payable to M/s. Ramanath Iyer & Co, Cost Accountants, Delhi, (Firm Registration No.: -000019), for the Financial Year ending March 31st, 2027

The Board of Directors, based on the recommendation of the Audit Committee at its meeting held on Tuesday, 01st September, 2026, approved the appointment of M/s. Ramanath Iyer & Co., Cost Accountants, Delhi (Firm Registration No. 000019) as the Cost Auditors of the Company for the Financial Year 2026-27.

The Board of Directors, at its meeting held on Tuesday, 01st September, 2026, also approved the remuneration payable to the Cost Auditors amounting to ₹2,12,960/- (Rupees Two Lakh Twelve Thousand Nine Hundred Sixty only), exclusive of Goods and Services Tax (GST) and out-of-pocket expenses, which shall be payable at actuals.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company.

Accordingly, the members are requested to ratify the remuneration of ₹2,12,960/-, exclusive of GST and out-of-pocket expenses, payable to M/s. Ramanath Iyer & Co., Cost Accountants, for conducting the cost audit of the Company for the Financial Year 2026-27.

The Board of Directors recommends the resolution set out at Item No. 4 of the Notice for approval of the members.

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

Item No. 5:

To re-appoint Mr. Atul Seksaria (DIN: 00028099) as an Independent Director of the Company.

The existing term of office of Mr. Atul Seksaria (DIN: 00028099) as an Independent Director of the Company expires on October, 09th 2026.

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 01st September, 2026, the Board has recommended his re-appointment as an Independent Director for a further term of 3 (three) consecutive years with effect from October, 10th 2026, subject to the approval of the Members by way of a Special Resolution.

Mr. Atul Seksaria has submitted the requisite declaration confirming that he fulfils the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment.

Mr. Atul Seksaria is a Fellow Chartered Accountant (FCA) and holds a B.Com. (Hons.) degree from Shri Ram College of Commerce, University of Delhi. He has over 36 years of professional experience in audit and consulting and has held senior positions with leading professional firms.

Considering his extensive experience in audit, accounting, corporate governance and advisory services, as well as his valuable contribution to the deliberations of the Board and Committees, the Board is of the opinion that his continued association would be in the best interest of the Company. The Board is satisfied that Mr. Atul Seksaria possesses the requisite integrity, expertise and experience for re-appointment as an Independent Director. He shall not be liable to retire by rotation.

A Brief profile of Mr. Atul Seksaria, including nature of his expertise and other disclosure as required is provided at Annexure- I of this notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Except Mr. Atul Seksaria and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

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

For BCH Electric Limited
(Satish Chandra Pandey)
General Counsel & Company Secretary

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

Date: 01st September, 2026
Place: New Delhi

ANNEXURE-I TO ITEM NO.5 OF THE NOTICE

Details of Director seeking re-appointment at the 61st Annual General Meeting pursuant to the provisions of the Companies Act, 2013

Name	Mr. Atul Seksaria
DIN No	00028099
Date of Birth & Age	27.06.1962 , 64 years
Date of First appointment	10.10.2024
Experience in Specific Functional area	• Over 36 years of extensive experience in audit and consulting. • Senior partner at leading firms, including: ➢ S.R. Batliboi & Co. LLP (EY Global) ➢ Walker Chandiok & Co. LLP (Grant Thornton) ➢ S. S. Kothari Mehta & Co. (HLB International) • Successfully led and finalized various professional engagements for listed companies, large private entities, multinational corporations, and family-owned businesses. • Post-retirement, serves as a corporate advisor, focusing on entrepreneurial growth and business guidance. • Founder and mentor of **www.notout60.com**, a social initiative benefiting senior citizens
Other Activities	• Contributed to various professional and community organizations:- • Served on the Corporate Affairs Committee of PHD Chamber of Commerce & Industry. • Member of the Governing Body of Faridabad Chamber of Commerce and Industry. • Involved in ICAI activities, including: • Participating in a study group of Subject Matter Experts on the Social Stock Exchange for the Sustainability Reporting Standards Board. • Nominated as a special invitee on the Research Committee of ICAI. • Currently holds directorship positions on both listed and unlisted company boards and is active in educational and charitable trusts.
Qualification	B.Com (Hons.) from SRCC, Delhi University; Fellow Chartered Accountant (FCA) from ICAI.
Relationship with other Directors	Nil
Directorship in Companies	• Amar Ujala Limited

	• BLS International Services Ltd • Impressions Printing & Packaging Ltd. • Jakson Limited • Jakson Engineers Limited • Swadeshi Polytex Ltd. • Aadifidelis Solutions Private Limited
Chairman/member in the committees of the Board of the other Companies	• Chairman of Nomination & Remuneration Committee and member of Audit & Corporate and Social Responsibility & Finance Committee in Amar Ujala Limited. • Chairman of Audit Committee and member of Stakeholder Relationship Committee & Risk Management Committee in BLS International Services Ltd. • Chairman of Audit Committee and Member of Nomination & Remuneration Committee in Swadeshi Polytex Ltd.
No. of shares held in the Company	Nil

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

For BCH Electric Limited
(Satish Chandra Pandey)
General Counsel & Company Secretary

Date: 01st September, 2026
Place: New Delhi

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

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 No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the companies (Management and Administration) Rules, 2014]

CIN: U31103DL1965PLC425953

Name of the company: BCH Electric Limited

Registered office: 1105, New Delhi House, 27, Barakhamba Road, New Delhi- 110001

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member(s) of _________ Shares of the **BCH ELECTRIC LIMITED**, hereby appoint:

Name: ______________________________

E-mail Id:____________________________

Address: ____________________________

Signature:___________________________

As my/our proxy to attend and vote (on a poll) either for or against each resolution for me/us and on my/our behalf at the Sixty-First Annual General Meeting of the Company, to be held on Wednesday, the 30th Day of September, 2026 at 12:30 P.M. at the registered office of the Company at 1105, New Delhi House, 27, Barakhamba Road, New Delhi- 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
Ordinary Business:			
1.	To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31st, 2026, together with the Reports of the Board of Directors and the Auditors thereon;		
2.	To declare a final dividend of Rs. 15.84 per equity share of face value of Rs.10/- each for the Financial Year 2025-26.		
3.	To appoint a Director in place of Mrs. Saru Bhartia (DIN: 10085389), who retires by rotation, and being eligible, offers herself for re-appointment.		
Special Business:			
4.	To ratify the remuneration payable to M/s. Ramanath Iyer & Co, Cost Accountants, Delhi, (Firm Registration No.: - 000019), for the financial year ending March 31st, 2027.		
5.	To re-appoint Mr. Atul Seksaria (DIN: 00028099) as an Independent Director of the Company.		

Signed this...... day of September, 2026

Signature of shareholder..

Signature of Proxy holder(s)..................................

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. Appointing proxy does not prevent a member from attending the meeting in person if he so wishes.

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

ATTENDANCE SLIP

(SIXTY-FIRST ANNUAL GENERAL MEETING)
(WEDNESDAY, THE 30TH DAY OF SEPTEMBER 2026)

FOLIO NO.:......................................	DP ID/CLIENT ID..........................
NAME OF THE MEMBER:........................	E-MAIL ID....................................
NAME OF PROXY HOLDER :........................	
NO. OF SHARES HELD..............................	

I/We certify that I am a registered shareholder/proxy for the registered shareholder of the company. I/We hereby record my/ our presence at the Sixty-First Annual General Meeting of the Company at the registered office of the Company at 1105, New Delhi House, 27, Barakhamba Road, New Delhi- 110001 on Wednesday, the 30th Day of September 2026 at 12.30 P.M.

Signature of Member...................................

Signature of Proxy Holder................................

Date: ___ September, 2026

NOTES:

1. only member/proxy holder can attend the meeting.
2. member/proxy holder should bring his/her copy of the annual report for reference at the meeting

Please send the below letter to:-

Date:

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

REGISTERED FOLIO NO/ DP ID/CLIENT ID.:

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) :

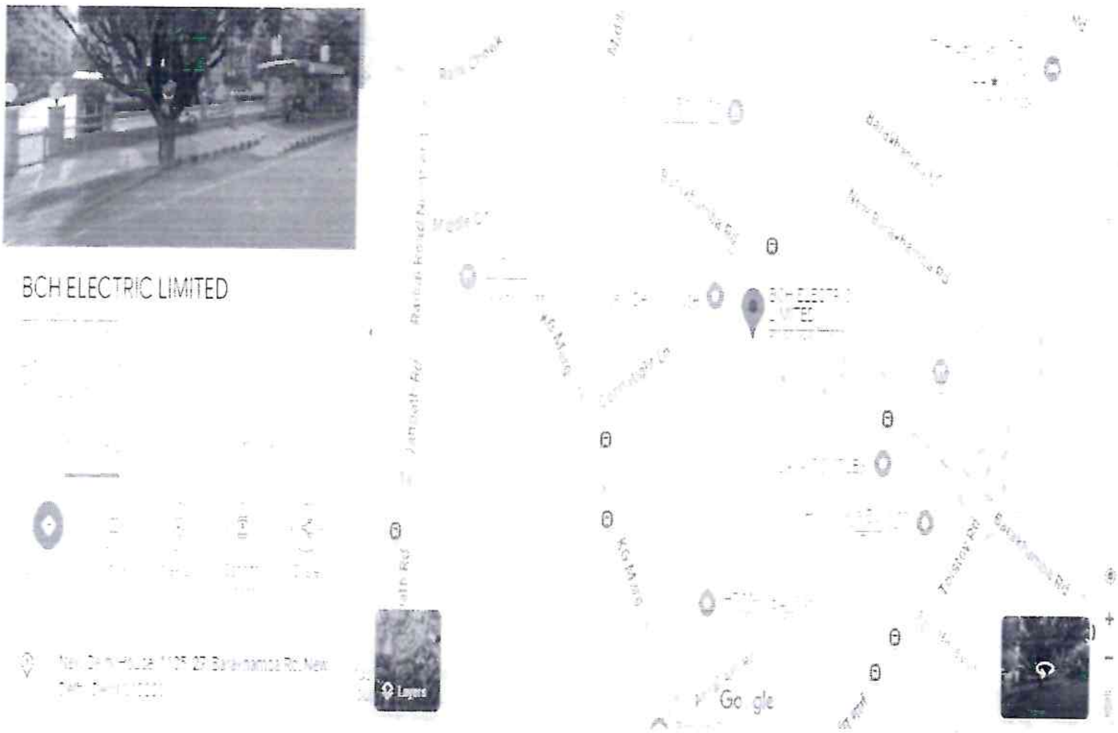
____

(Signature of Shareholder)

Note:

1. Request letter from the Member/Shareholder for updation of name, address and updation of Bank details.
2. ember/Shareholder 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 Member/Shareholder 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.

Route Map to the AGM Venue



Venue:
1105, New Delhi House, 27, Barakhamba Road, New Delhi- 110001