

**The Listing Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai 400 001**



Scrip Code: 522004

March 24, 2022

Dear Sir / Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice (including explanatory statement and detailed instructions for remote e-voting) ("Notice") dated February 11, 2022 being sent to the members of Batliboi Limited ("the Company") today, for seeking their approval through Postal Ballot by voting through electronic means ("Remote e-voting") only for the following resolutions included in the said Notice:

1. Appointment of Mr. Kabir Bhogilal (DIN: 02692222) as a Director
2. Appointment of Mr. Kabir Bhogilal (DIN: 02692222) as a Whole Time Director.

In compliance with the provisions of General Circulars No. (1) No 11/2020 dated March 24, 2020, (2) No 14/2020 dated April 8, 2020, (3) No 17/2020 dated April 13, 2020, (4) No 22/2020 dated June 15, 2020, (5) No. 33/2020 dated September 28, 2020, (6) No.39/2020 dated 31st December,2020, (7) No.10/2021 dated 23rd June,2021 and (8) No.20/2021 dated 08th December,2021 respectively issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), this Postal Ballot Notice is being sent through electronic mode only to all its Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("RTA")/Depositories and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company/RTA/Depositories as on Friday, March 18, 2022 ("Cut-off Date").





Further, the members whose email ids are not registered can register the same by following the process specified in the Notice for registration of email ids. The communication of the assent or dissent of the Members would take place only through the remote e-voting system. In compliance with the requirements of the MCA Circulars, physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot.

Please note that the remote e-voting would commence on Monday, March 28, 2022 at 9.00 a.m. IST and shall end on Tuesday, April 26, 2022 at 5.00 p.m. IST (both days inclusive). During this period, members holding shares as on March 18, 2022 ("cut-off Date") can cast their vote through remote e-voting. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL ") for remote e-voting. Members are requested to follow the procedure stated in the Notes and instructions in the Notice of remote e-voting

Further, the notice of Postal Ballot is available on the website of the Company at www.batliboi.com and on the website of CDSL at www.evotingindia.com

The results of the Postal Ballot will be announced within two working days after the conclusion of remote e-voting i.e. on or before Thursday, April 28, 2022.

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully,

For Batliboi Limited

Pooja Mane


Pooja Mane
Company Secretary & Compliance Officer
ACS- 35790
Encl:a/a

Place: Mumbai



BATLIBOI LIMITED

Registered Office: Bharat House, 5th Floor, 104, B.S. Marg, Fort, Mumbai - 400001

CIN L52320MH1941PLC003494

Tel: +91 (22) 66378200 **Fax:** +91 (22) 22675601

Website: www.batliboi.com **E-mail:** investors@batliboi.com

NOTICE OF POSTAL BALLOT

[Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, Circulars, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) it is proposed to transact the Special Business as set out hereunder by passing resolution through Postal Ballot by means of electronic voting / remote e-voting and not by mode of physical postal ballot forms.

In terms of the Circulars issued by the Ministry of Corporate Affairs ("MCA") viz : (1) No 11/2020 dated March 24, 2020, (2) No 14/2020 dated April 8, 2020, (3) No 17/2020 dated April 13, 2020, (4) No 22/2020 dated June 15, 2020, (5) No. 33/2020 dated September 28, 2020, (6) No.39/2020 dated December 31, 2020, (7) No.10/2021 dated June 23, 2021 and (8) No.20/2021 dated December 08, 2021 respectively, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to June 30, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company was permitted to send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. This Postal Ballot has been accordingly initiated in compliance with the MCA Circulars referred to above

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on February 11, 2022, appointed M/s. D. S. Momaya & Co, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

Shareholders are requested to read the instructions in the Notes under the section "Voting through electronic means" in this postal ballot notice to cast their vote electronically.

SPECIAL BUSINESS:

Item No. 1:

Appointment of Mr. Kabir Bhogilal (DIN: 02692222) as a Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **ORDINARY RESOLUTION:**

"RESOLVED THAT Mr. Kabir Bhogilal (DIN: 02692222), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 11, 2022 under Section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Kabir Bhogilal for the office of Director, be and is hereby appointed as the Director of the Company;

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the Resolution."

Item No. 2:

Appointment of Mr. Kabir Bhogilal (DIN: 02692222) as a Whole Time Director.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Members be and hereby approve the appointment of Mr. Kabir Bhogilal (DIN: 02692222) as a Whole-time Director of the Company for a term of 5 (five) years, from February 11, 2022 to February 10, 2027 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice;

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to the Resolution.

For and on behalf of the Board of Directors

sd/-

Pooja Mane

Company Secretary & Compliance Officer

A35790

February 11, 2022

Registered Office:

Bharat House, 5th Floor,
104, Bombay Samachar Marg,
Fort, Mumbai - 400 001

www.batliboi.com

IMPORTANT NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) read with Section 110 of the Act containing all material facts in respect of the Resolutions as specified above is annexed hereto.
2. The Company has appointed M/s. D. S. Momaya & Co, Practicing Company Secretaries, Mumbai to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.
3. The Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at General Meeting of the Members.
4. In line with MCA Circulars the Postal Ballot notice is being sent only by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories. Members may note that this Notice will be available on the Company's website, www.batliboi.com, websites of Stock Exchange i.e BSE Limited, www.bseindia.com and on the website of CDSL, www.evotingindia.com
5. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in dematerialized form and with the Company in case the shares are held by them in physical form to Company Registrar & Transfer Agent M/s. Datamatics Business Solutions Limited Plot no B-5, Part B Cross Lane MIDC Marol Andheri (east), Mumbai – 400 093
6. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders' whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, March 18, 2022** will be considered for the purpose of e-voting. A person who is not a shareholder on the relevant date should treat this notice for information purpose only
7. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility. The instructions for e-voting are provided as part of this Postal Ballot Notice
8. The voting period will commence from **Monday, March 28, 2022** at 9.00 a.m. IST and end on **Tuesday, April 26, 2022** at 5.00 p.m. IST thereafter, the e-voting module shall be disabled.
9. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before Thursday, April 28, 2022 at the Registered Office of the Company. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Tuesday, April 26, 2022, being the last date specified by the Company for e-voting. The result along with the scrutinizers report shall also be available on the Company's website, www.batliboi.com and on the website of CDSL, www.evotingindia.com

10. Voting through electronic means:

In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company is pleased to provide voting by electronic means (e-voting) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members.

The procedure and instructions for e-voting are as under:-

- (i) The voting period begins on **March 28, 2022 from 09:00 AM and ends on April 26, 2022 at 05:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Friday, March 18, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Batliboi Limited on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians-For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@batliboi.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xvi) **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**
- For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@batliboi.com or investorsqry@datamatics.bpm.com

- **For Demat shareholders** -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43 or you can contact Batliboi Ltd at investors@batliboi.com

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For and on behalf of the Board of Directors

sd/-

Pooja Mane

Company Secretary & Compliance Officer

A35790

February 11, 2022

Registered Office:

Bharat House, 5th Floor,
104, Bombay Sama\char Marg,
Fort, Mumbai - 400 001
www.batliboi.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Board of Directors at its Meeting held on February 11, 2022 based on the recommendation of the Nomination and Remuneration Committee Meeting had appointed Mr. Kabir Bhogilal (DIN: 02692222) as an Additional Director w.e.f February 11, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Mr. Kabir Bhogilal is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director.

His brief resume is as under:

Mr. Kabir Bhogilal is a B.A (Business Admin) having 15 years of experience in Strategic Management, International Marketing and Business development.

The other details of Mr. Kabir Bhogilal in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are annexed to this Notice.

Pursuant to Section 161(1) of the Companies Act, 2013, Mr. Kabir Bhogilal holds office as an Additional Director upto the date of ensuing Shareholders Meeting and is eligible for the appointment as a Director.

However, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Kabir Bhogilal would require the approval of the members of the Company within three months of date of his appointment.

Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Kabir Bhogilal for the office of Director.

Except Mr. Kabir Bhogilal, Mr. Nirmal Bhogilal and Mrs. Sheela Bhogilal, 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 as set out at Item No. 1 of the Notice

The Board recommends for passing of the Ordinary Resolution as set out at Item no. 1 of the Notice for the appointment of Mr. Kabir Bhogilal as a Director, liable to retire by rotation for the approval of the Members.

Item No. 2:

Pursuant to provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors in its Meeting held on Friday, February 11, 2022 based on the recommendation of the Nomination and Remuneration Committee Meeting approved appointment of Mr. Kabir Bhogilal (DIN: 02692222), Additional Director, as the Whole-time Director of the Company for a term of 5 (five) years, from February 11, 2022 to February 10, 2027 and remuneration on such terms and conditions as recommended by Nomination and Remuneration Committee and subject to the approval of Members.

The other details of Mr. Kabir Bhogilal in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are annexed to this Notice.

The terms of the remuneration as detailed in the Agreement are as under:

Basic Salary: Rs. 80,925/- p.m.

Allowances and Perquisites: Rs. 174160/- p.m.

SCA (Special Compensatory Allowance): Rs. 1,01,250/- p.m..

Other benefits:

He shall be entitled for Group Personal Accident Policy covered as per Company Policy.

Retirement Benefits :

He shall be entitled to Gratuity, L.T.A and Provident Fund contribution.

Statement pursuant to Part II, Section II (B) (IV) of Schedule V of the Companies Act, 2013 is annexed herewith.

The agreement mentioned herein above shall be made available for inspection in physical or electronic form during normal business hours (9:00 A.M. IST to 5:00 P.M. IST) on all working days except Saturdays, Sundays and Public Holidays up to the last date of the e-voting of the Company at the registered office of the Company.

Except Mr. Kabir Bhogilal, Mr. Nirmal Bhogilal and Mrs. Sheela Bhogilal, 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 as set out at Item No. 2 of the Notice

The Board recommends the Special Resolution set out at Item No. 2 for the approval of the Members.

Statement pursuant to Part II, Section II (B) (IV) of Schedule V**I. General Information**

(1)	Nature of Industry	:	1. Manufacturing of Machine Tools, Textile Machinery, Air Conditioning & Humidication Plants & Equipments; 2. Marketing of various kinds of Machine tools, Industrial Machinery & Equipments; 3. Manufacturing and Contracting in the field of Air Conditioning.																		
(2)	Date or expected date of commencement of commercial production	:	N.A. As the Company was initially incorporated as Private Company on December 6, 1941 and the commercial production being carried on for more than 65 years.																		
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	:	N.A.																		
(4)	Financial performance based on given indicators	:	The financial performance is as detailed below:- <table><tr><td></td><td>2020-21</td><td>2019-20</td></tr><tr><td></td><td>(Rs. In Lacs)</td><td>(Rs. In Lacs)</td></tr><tr><td>Turnover</td><td>9404.72</td><td>10930.18</td></tr><tr><td>Profit/Loss</td><td>(590.69)</td><td>(760.93)</td></tr><tr><td>Net worth</td><td>11719.63</td><td>12328.80</td></tr><tr><td>Dividend</td><td>Nil</td><td>Nil</td></tr></table>		2020-21	2019-20		(Rs. In Lacs)	(Rs. In Lacs)	Turnover	9404.72	10930.18	Profit/Loss	(590.69)	(760.93)	Net worth	11719.63	12328.80	Dividend	Nil	Nil
	2020-21	2019-20																			
	(Rs. In Lacs)	(Rs. In Lacs)																			
Turnover	9404.72	10930.18																			
Profit/Loss	(590.69)	(760.93)																			
Net worth	11719.63	12328.80																			
Dividend	Nil	Nil																			

(5)	Export performance and net foreign exchange collaborations	:	<table><tr><td></td><td>2020-21</td><td>2019-20</td></tr><tr><td></td><td>(Rs. In Lacs)</td><td>(Rs. In Lacs)</td></tr><tr><td>Sale for Export</td><td>630.21</td><td>1320.85</td></tr><tr><td>Purposes(indirect Exports)</td><td></td><td></td></tr><tr><td>Foreign Exchange Collaboration</td><td>-</td><td>-</td></tr></table>		2020-21	2019-20		(Rs. In Lacs)	(Rs. In Lacs)	Sale for Export	630.21	1320.85	Purposes(indirect Exports)			Foreign Exchange Collaboration	-	-
	2020-21	2019-20																
	(Rs. In Lacs)	(Rs. In Lacs)																
Sale for Export	630.21	1320.85																
Purposes(indirect Exports)																		
Foreign Exchange Collaboration	-	-																
(6)	Foreign Investments or Collaborators, if any	:	<table><tr><td></td><td>2020-21</td><td>2019-20</td></tr><tr><td></td><td>(Rs. In Lacs)</td><td>(Rs. In Lacs)</td></tr><tr><td>Investment made</td><td>-</td><td>-</td></tr><tr><td>Foreign Subsidiary</td><td></td><td></td></tr></table>		2020-21	2019-20		(Rs. In Lacs)	(Rs. In Lacs)	Investment made	-	-	Foreign Subsidiary					
	2020-21	2019-20																
	(Rs. In Lacs)	(Rs. In Lacs)																
Investment made	-	-																
Foreign Subsidiary																		

II. Information about the Appointee

(1)	Background details.	:	
	(a) Name	:	Mr. Kabir Bhogilal
	(b) Age	:	40 Years
(2)	Past Remuneration.(FY 2020-21)	:	The remuneration was Rs. 39.90 lakhs, but as there was salary cut due to covid 19 pandemic he was paid Rs. 15.43 lakhs
(3)	Recognition or awards	:	B.A (Business Admin). He is having more than 15 years of experience in Strategic Management, International Marketing and Business development.
(4)	Job profile	:	He would be responsible and accountable to grow profitably the operations of Batliboi Ltd., by defining and executing growth strategies and increasing market share through paid enhanced team performance globally.
(5)	Remuneration proposed	:	As per the details given in Explanatory Statement
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (it would be w.r.t the country of his origin)	:	The remuneration proposed to be paid to Mr. Kabir Bhogilal is in line with industry average. The nature of Company's business is also very complex with foreign subsidiaries in Canada. All these factors justify the payment of said remuneration.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	:	Mr. Kabir Bhogilal being a part of promoter group and relative of director may be regarded as concerned or interested in his own appointment. Mr. Nirmal Bhogilal, Chairman & Whole-time Director is a promoter of the Company. Further, Mrs. Sheela Bhogilal, Director and part of promoter group being his relative is also interested in the same.

III. Other information

(1)	Reason of loss or inadequate profits	:	Lower turnover due to global scenario in markets.
(2)	Steps taken or proposed to be taken for improvement	:	Proposed to consolidate & monetize the assets thus improving the cash flow & profitability.
(3)	Expected increase in productivity and profits in measurable terms	:	Targeted increase in production and cost rationalization.

For and on behalf of the Board of Directors
Sd/-
Pooja Mane
Company Secretary & Compliance Officer
A35790

February 11, 2022

Registered Office:
Bharat House, 5th Floor,
104, Bombay Samachar Marg,
Fort, Mumbai - 400 001
www.batliboi.com

ANNEXURE TO THE NOTICE DATED FEBRUARY 11, 2022

(1)	Background details.		
	(a) Name	:	Mr. Kabir Bhogilal
	(b) Age	:	40 Years
(3)	Qualifications	:	B.A (Business Admin)
(4)	Experience/ Expertise	:	He is having more than 15 years of experience in Strategic Management, International Marketing and Business development.
(5)	Terms and Conditions of Appointment		As per the resolution set out in this Notice read with the Statement hereto.
(6)	Remuneration proposed	:	As per the details given in Explanatory Statement
(7)	Past Remuneration.		The remuneration was Rs. 39.90 lakhs, but as there was salary cut due to covid 19 pandemic he was paid Rs. 15.43 lakhs
8)	Date of First Appointment on the Board	:	NA
9)	Shareholding	:	4,54,176 Shares
10)	Relationship with other Directors / Key Managerial Personnel inter-se	:	Mr. Nirmal Bhogilal and Mrs. Sheela Bhogilal are parents of Kabir Bhogilal
11)	Number of meetings of the Board attended during the financial year (FY 2021-22)	:	NIL/ NA
12)	Other Directorship, Membership. and Chairmanship (along with listed entities from which the person has resigned in the past three years)	:	Other Directorship: - Batliboi Environmental Engineering Limited - Batliboi International Limited. - Batliboi Impex Limited Membership and Chairmanship in Committee:- Batliboi Environmental Engineering Limited (BEEL) Audit Committee – Member

*Directorship includes Directorship of other Indian Public Companies and committee memberships includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Companies (Whether Listed or not).