

BEL-THALES Systems Limited

(A Govt. of India Enterprise, Ministry of Defence)

CIN U32106KA2014GOI076102

CNP Area, BEL Industrial Estate,

Jalahalli, Bengaluru - 560 013

Karnataka, India

Fax : 080 28381801

e-mail : btsl@bel.co.in

Phone : 080 28381802

NOTICE

NOTICE is hereby given that the **11th Annual General Meeting** ("AGM") of the Members of BEL-THALES Systems Limited (CIN U32106KA2014GOI076102) will be held on **Wednesday, 20th August 2025 at 12:00 P.M. (IST)** at Emerald and Pre-Function Area (Ground Floor), Courtyard by Marriott Bengaluru Hebbal, No. 2/55, Outer Ring Road, Nagavara, Bengaluru, Karnataka - 560045, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2025, together with the Board's Report, the Auditors Report thereon and comments of the Comptroller and Auditor General of India.
2. To declare a Dividend on equity shares of the company for the Financial Year 2024 - 2025.
3. To Appoint a director in place of **Shri Venkata Suresh Kumar Kaipa (DIN: 10200827)** who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize the Board of Directors of the company to fix the remuneration of the Statutory Auditors to be appointed by the Comptroller and Auditor General of India for the financial year 2025-26.

SPECIAL BUSINESS:**5. Payment of Remuneration to the Cost Auditors for Financial Year 2025-2026**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, the companies (Audit and auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other permissions as may be necessary, the payment of remuneration of Rs 60,000 (Rupees Sixty thousand only) plus applicable taxes to M/s Vishwanath Bhat & Associates, Cost accountants, Bengaluru (Firm Registration No. 000475) who were appointed by the board of directors as cost auditors to conduct the audit of the cost records maintained by the company for the financial year ending 31st March 2026 be and is hereby ratified and approved.

6. Appointment of Shri Gilles Antoine Gaston Bono (DIN: 10868564), as 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 (“the Act”) and the Rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) Shri Gilles Antoine Gaston Bono (DIN: 10868564), who was nominated by THALES India Private Limited and subsequently appointed by the Board of Directors as an Additional Director of the Company with effect from 20th December 2024 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for the Financial Year 2024-2025 should have been held, whichever is earlier and who is eligible for appointment as a director under the provisions of Section 160 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. Appointment of Shri HariKumar Raghavan Nair (DIN: 11086669), as 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 (“the Act”) and the Rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) Shri HariKumar Raghavan Nair (DIN: 11086669), who was nominated by Bharat Electronics Limited and subsequently appointed by the Board of Directors as an Additional Director of the Company with effect from 01st June 2025 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for the Financial Year 2024-2025 should have been held, whichever is earlier and who is eligible for appointment as a director under the provisions of Section 160 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**By order of the Board of Directors
For BEL-THALES Systems Limited**

Date: 29th July 2025

Place: Bengaluru

Registered Office:

CNP Area, BEL Industrial Estate,
Jalahalli, Bengaluru, Karnataka -560013

CIN: U32106KA2014GOI076102

Email: btisl@bel.co.in

Website: www.btisl-india.co.in

Tel. No.: 080-28381802

Fax: 080-28381801



Kirti
(Kirti Sewani)
Company Secretary

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Special Business, mentioned under item no. 5 to 7 of the accompanying Notice to be transacted at the AGM is annexed hereto.
2. A member entitled to attend and vote at the annual general meeting ("the meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The instrument appointing a proxy duly completed, stamped and signed should be deposited at the registered office of the company not less than 48 (forty-eight) hours before the time fixed for the commencement of the meeting. A Blank proxy form is enclosed along with the notice of the annual general meeting.

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights. A member holding more than 10% (ten percent) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holders of proxy shall prove his identity at the time of attending the meeting.
3. In terms of the provisions of Section 113 of the Act, representatives of the Members such as body corporate/Corporate Members etc. are requested to attend and vote at the AGM. Body Corporate/Corporate members intending to appoint authorised representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the 11th Annual General Meeting are requested to submit to the Company a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing their representative(s) to attend and vote by e-mail to cosec@belthales.co.in before the commencement of the 11th Annual General Meeting.
4. Brief resume of the Directors seeking appointment or reappointment at Annual General Meeting (AGM), as required under Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India ('Secretarial Standard') is annexed hereto and forms part of the Notice.
5. None of the Directors of the Company is in any way related with each other.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice and explanatory statement will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection by the members at the Registered Office of the Company on all working days between 11:00 A.M. to 1:00 P.M. without any fee from the date of circulation of this Notice and up to the date of AGM.
7. Members/proxies/authorised representatives should bring the attendance slip duly completed and signed sent along with the notice of annual general meeting at the meeting.
8. Route Map to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.

9. The Board of Directors, in their 61st Board Meeting held on 12th May 2025, have recommended a dividend of Rs 2.48 per equity share on the paid-up equity share Capital of the Company for the Financial Year 2024-25. The Dividend for the financial year 2024-25, if declared at the AGM, will be paid, after deduction of applicable TDS within 30 days from the date of declaration to those Members whose names appear on the Company's Register of Members as on date of Annual General Meeting.
10. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or reappointed by the Comptroller and Auditor General of India ("C&AG") and in pursuant to Section 142 of the Companies Act, 2013, their remuneration is to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The Statutory Auditors of the Company for the financial year 2025-26 are yet to be appointed by C&AG. Accordingly, the Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the financial year 2025-26.

ANNEXURE TO THE NOTICE



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD ON GENERAL MEETINGS

BEL-THALES Systems Limited
(A Govt. of India Enterprise, Ministry of Defence)
CIN U32106KA2014GOI076102
CNP Area, BEL Industrial Estate,
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Karnataka, India
Fax : 080 28381801
e-mail : btsl@bel.co.in
Phone : 080 28381802

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned under item no. 5 to 7 of the accompanying Notice.

Item No. 5: Payment of Remuneration to Cost Auditors for Financial Year 2025-2026

The Board on the recommendation of the Audit Committee approved the appointment and remuneration of the M/s Vishwanath Bhat & Associates, Cost Auditors Bengaluru ((Firm Registration No. 000475) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at the remuneration of Rs 60,000 (Rupees Sixty thousand only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company.

Accordingly, approval of the members is requested for passing an Ordinary Resolution as set out at the Notice for ratification of the remuneration payable to the Cost Auditors to conduct audit of the Cost Records of the Company for the Financial Year ending March 31, 2026.

Relevant documents in respect of the said item are available for inspection by the Members of the Company upto the date of the AGM.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out in the Notice.

The Board recommends the Ordinary Resolution as set out for approval by the Members.

Item No. 6: Appointment of Shri Gilles Antoine Gaston Bono (DIN: 10868564), as Director of the Company.

BEL-THALES Systems Limited ("BTSL") is a joint venture of Bharat Electronics Limited, Thales India Private Limited and Thales LAS France SAS. Article 80 (a) of the Articles of Association (AOA) of the Company states that Subject to paragraph 3.1 (e) of the JVA, THALES shall be entitled to appoint one director on the Board. THALES may appoint alternate Director if required in case the nominated director cannot attend a board meeting. THALES may replace its nominee to the Board at any time by a written instrument provided to the Company.

In exercise of the aforesaid powers, THALES India Private Limited ("THALES") vide letter dated 20.12.2024 nominated Shri Gilles Antoine Gaston Bono (DIN: 10868564) as a Director on the Board of BEL-THALES Systems Limited (BTSL). Subsequently, Shri Gilles Antoine Gaston Bono (DIN: 10868564), was appointed by the Board of Directors as an additional director of the company with effect from 20th December 2024 in terms of provisions of Section 161 of the Act, rules made

thereunder and also in terms of Articles of Association of the Company. As per the provisions contained under Section 161 of the Act, the Additional Director so appointed by the Board shall hold office upto the date of next AGM of the Company or the last date on which the AGM of the Company should have been held, whichever is earlier. Accordingly, Shri Gilles Antoine Gaston Bono (DIN: 10868564) as an Additional Director, holds office upto the date of this AGM. The said Director be eligible for appointment as a Director in terms of provisions contained under Section 160 of the Act which requires giving of Notice of his candidature by the Member along with requisite deposit. Accordingly, the Company has received a Notice in writing from a member along with requisite Deposit proposing candidature of Shri Gilles Antoine Gaston Bono (DIN: 10868564) for the Office of Director.

Shri Gilles Antoine Gaston Bono (DIN: 10868564), is not disqualified from being appointed as a director in terms of Section 164 of the Act. His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Gilles Antoine Gaston Bono (DIN: 10868564) is in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the notice. The Board of Directors of your Company recommends the Ordinary resolution as set at Item No. 6 of the Notice for the approval by the members.

Item No. 7: Appointment of Shri HariKumar Raghavan Nair (DIN: 11086669), as Director of the Company.

BEL-THALES Systems Limited ("BTSL") is a joint venture of Bharat Electronics Limited, Thales India Private Limited and Thales LAS France SAS. Article 81 (a) of the Articles of Association (AOA) of the Company states that Subject to paragraph 3.1 (e) of the JVA, BEL shall be entitled to appoint three directors on the Board. BEL may appoint alternate Director(s) if required in case the nominated director(s) cannot attend a board meeting. BEL may replace its nominee(s) to the Board at any time by a written instrument provided to the Company.

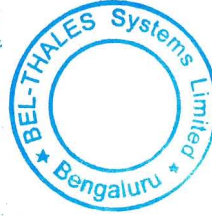
In exercise of the aforesaid powers, Bharat Electronics Limited (BEL), vide letter No. 17550/1/JV/BTSL/SEC dated 29.05.2025, intimated that Shri HariKumar Raghavan Nair Director (R&D) BEL has been nominated as a member on the Board of BEL-THALES Systems Limited. Subsequently, Shri HariKumar Raghavan Nair (DIN: 11086669), was appointed by the Board of Directors as an additional director of the company with effect from 1st June 2025 in terms of provisions of Section 161 of the Act, rules made thereunder and also in terms of Articles of Association of the Company. As per the provisions contained under Section 161 of the Act, the Additional Director so appointed by the Board shall hold office upto the date of next AGM of the Company or the last date on which the AGM of the Company should have been held, whichever is earlier. Accordingly, Shri HariKumar Raghavan Nair (DIN: 11086669), as an Additional Director, holds office upto the date of this AGM. The said Director be eligible for appointment as a Director in terms of provisions contained under Section 160 of the Act which requires giving of Notice of his candidature by the Member along with requisite deposit. Accordingly, the Company has received a Notice in writing from a member along with requisite Deposit proposing candidature of Shri HariKumar Raghavan Nair (DIN: 11086669), for the Office of Director.

CONTINUATION SHEET

Shri HariKumar Raghavan Nair (DIN: 11086669), is not disqualified from being appointed as a director in terms of Section 164 of the Act. His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri HariKumar Raghavan Nair (DIN: 11086669), is in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the notice. The Board of Directors of your Company recommends the Ordinary resolution as set at Item No. 7 of the Notice for the approval by the members.

**By order of the Board of Directors
For BEL-THALES Systems Limited**



Date: 29th July, 2025

Place: Bengaluru

Registered Office:

CNP Area, BEL Industrial Estate,
Jalahalli, Bengaluru, Karnataka -560013

CIN: U32106KA2014GOI076102

Email: btsl@bel.co.in

Website: www.btsl-india.co.in

Tel. No.: 080-28381802

Fax: 080-28381801

Kirti
(Kirti Sewani)
Company Secretary

ANNEXURE TO ITEM NO. 3, 6,7 OF THE NOTICE

BRIEF RESUME OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 11TH ANNUAL GENERAL MEETING

In Respect of Item No. 3

To Appoint a director in place of Shri Venkata Suresh Kumar Kaipa (DIN: 10200827) who retires by rotation and being eligible, offers himself for re-appointment.

BEL-THALES Systems Limited

(A Govt. of India Enterprise, Ministry of Defence)

CIN U32106KA2014GOI076102

CNP Area, BEL Industrial Estate,

Jalahalli, Bengaluru - 560 013

Karnataka, India

Fax : 080 28381801

e-mail : btsl@bel.co.in

Phone : 080 28381802

The additional information required as per the Secretarial Standard is given below:

Name of the Director	Shri Venkata Suresh Kumar Kaipa
DIN	10200827
Date of Birth	01/07/1966
Age	59 Years
Nationality	Indian
Date of Appointment	4 th August 2023
Qualification	M.Tech in Advanced Electronics
Expertise in specific functional Area	Shri Venkata Suresh Kumar Kaipa took charge as Director (Marketing) of Bharat Electronics Limited (BEL) on June 16, 2023. A post-graduate in Electronics & Communications Engineering, he joined BEL in 1989 and has over 34 years of experience across key roles, including Chief Indigenisation Officer and General Manager of PD&IC and Technology Planning. He has led major R&D and innovation initiatives, guided large engineering teams, and played a crucial role in product development, IP generation, and successful commercialisation of technologies. He is a recipient of the Raksha Mantri's Excellence Award.
Directorship held in other Companies	Bharat Electronics Limited
Relationship with other Directors/Managers/KMPs	None
Attendance in Board Meetings held during the Financial Year 2024-25	5 out of 5
Membership and Chairmanship of Committees in other Companies	Bharat Electronics Limited Chairman-Risk Management Committee
No. of Shares held	1
Remuneration paid/payable, if any	NIL

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Venkata Suresh Kumar Kaipa (DIN: 10200827) is in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the notice.

In Respect of Item No. 6

Name of the Director	Gilles Antoine Gaston Bono
DIN	10868564
Date of Birth	26/04/1965
Age	60 Years
Nationality	French
Date of Appointment	20 th December 2024
Qualification	Former Helicopter Pilot for French Army Aviation
Expertise in specific functional Area	Gilles Bono led sales and marketing activities successively for Thales Simulation, Thales Land & Air Systems, Helicopter Avionics and Global Avionics. These activities covered export Sales and Business development in Europe and central Europe, central America, Asia, Russia and India. He defined and implemented capture strategies focused on products, services, and technical expertise, working closely with internal teams, local industry partners, and French and international authorities. Since 2023, he is the Sales and Business Development Director for Thales Group In India, coordinating the Thales teams to settle a strong growth of the company in the country, accompanying India in the Athmarnibar Bharat. His role relies on strong teamwork, international cooperation, and the development of local partnerships to build winning strategies and long-term success.
Directorship held in other Companies	Thales India Private Limited Guavus Network Systems Private Limited Thales DIS India Private Limited Thales DIS Technology India Private Limited Thales DIS CPL India Private Limited THALES AMEWA FZE L&T Thales Technology Services Private Limited Imperva India Private Limited
Relationship with other Directors/Managers/KMPs	None
Attendance in Board Meetings held during the Financial Year 2024-25	2 out of 2
Membership and Chairmanship of Committees in other Companies	Corporate Social Responsibility Committee: <ul style="list-style-type: none"> Thales India Private Limited-Member Thales DIS India Private Limited-Member Thales DIS Technology India Private Limited-Member
No. of Shares held	NIL
Remuneration paid/payable, if any	NIL

In Respect of Item No. 7

Name of the Director	Harikumar Raghavan Nair
DIN	11086669
Date of Birth	27-03-1967
Age	58 years
Nationality	Indian
Date of Appointment	01 st June 2025
Qualification	B.Tech. in Electronics and Communication
Expertise in specific functional Area	Shri Harikumar Raghavan Nair has taken charge as Director (R&D) at Bharat Electronics Limited (BEL) effective May 2, 2025. A BEL veteran since 1989, he previously served as GM (Technology Planning) and has over three decades of experience in Development & Engineering. He led key technology initiatives including GaN-based transmitters, phased array radar modules, and BEL's rapid ISO 13485:2016 certification during the COVID-19 pandemic. Known for his collaborative leadership, he has received prestigious Raksha Mantri, SODET & BEL R&D awards and credits his success to the support of his colleagues and mentors at BEL.
Directorship held in other Companies	Bharat Electronics Limited
Relationship with other Directors/Managers/KMPs	None
Attendance in Board Meetings held during the Financial Year 2024-25	Not Applicable
Membership and Chairmanship of Committees in other Companies	Bharat Electronics Limited <ul style="list-style-type: none"> Member-Research & Development Committee Co-opted Member Of the Capital Investment Committee whenever the Committee has to consider capital investment pertaining to R&D
No. of Shares held	NIL
Remuneration paid/payable, if any	NIL

**By order of the Board of Directors
For BEL-THALES Systems Limited**

Date: 29th July, 2025

Place: Bengaluru

Registered Office:

CNP Area, BEL Industrial Estate,
Jalahalli, Bengaluru, Karnataka -560013

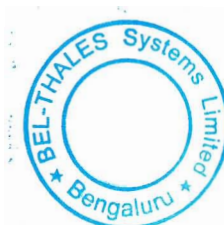
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Kirti
(Kirti Sewani)
Company Secretary

BEL-THALES Systems Limited
(A Govt. of India Enterprise, Ministry of Defence)
CIN U32106KA2014GOI076102
CNP Area, BEL Industrial Estate,
Jalahalli, Bengaluru - 560 013
Karnataka, India
Fax : 080 28381801
e-mail : btsl@bel.co.in
Phone : 080 28381802

ATTENDANCE SLIP

[Please fill this attendance slip and hand it over at the entrance of the Meeting Hall]

11TH ANNUAL GENERAL MEETING

Folio No. of Shareholder	
Full Name of Shareholder in block letter	
Full Address of Shareholder in block letter	
No. of Shares held	
Full Name of Proxy/Authorised Representative in block letter	

I / We hereby record my/our presence at the 11th Annual General Meeting of the members of the Company being held on **Wednesday, the 20nd Day of August 2025 at 12:00 P.M. (IST)** at Emerald and Pre-Function Area (Ground Floor), Courtyard by Marriott Bengaluru Hebbal, No. 2/55, Outer Ring Road, Nagavara, Bengaluru, Karnataka-560045.

Signature of member/proxy/ Authorised representative*
(*Strike out whichever is not applicable)

Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Members present in person or through registered proxy/ authorised representative will only be allowed to attend the Meeting. The members / proxies / authorised representatives are requested to carry photo – ID for the purpose of identification / verification.
3. Member/Proxy holder/Authorised Representative attending the Meeting should bring his copy of the Annual Report for the financial Year 2024-25 and Notice of the 11th Annual General Meeting, for reference at the Meeting.

**BEL-THALES Systems Limited**

(A Govt. of India Enterprise, Ministry of Defence)

CIN U32106KA2014GOI076102

CNP Area, BEL Industrial Estate,

Jalahalli, Bengaluru - 560 013

Karnataka, India

Fax : 080 28381801

e-mail : btsl@bel.co.in

Phone : 080 28381802

Form No. MGT-11**PROXY FORM**

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

CIN: U32106KA2014GOI076102**Name of the Company:** BEL-THALES Systems Limited**Registered Office:** CNP Area, BEL Industrial Estate, Jalahalli, Bengaluru, Karnataka
-560013

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 above-named Company
hereby appoint:

1. Name:
Address:
Email Id:
Signature.....or failing him;
2. Name:
Address:
Email Id:
Signature.....or failing him;
3. Name:
Address:
Email Id:
Signature.....or failing him;

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
11th Annual General Meeting of the Company to be held on **Wednesday, the 20nd Day of
August 2025 at 12:00 P.M.** at Emerald and Pre-Function Area (Ground Floor), Courtyard
by Marriott Bengaluru Hebbal, No. 2/55, Outer Ring Road, Nagavara, Bengaluru, Karnataka,
- 560045 and at any adjournment thereof in respect of such resolutions as are indicated
below:

AS 9100D CERTIFIED COMPANY

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Resolution No.	Resolutions	*Vote	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March 2025, together with the Board’s Report, the Auditors Report thereon and comments of the Comptroller and Auditor General of India.		
2.	To declare a Dividend on equity shares of the company for the Financial Year 2024-2025.		
3.	To Appoint a director in place of Shri Venkata Suresh Kumar Kaipa (DIN: 10200827) who retires by rotation and being eligible, offers himself for re-appointment.		
4	To authorize the Board of Directors of the company to fix the remuneration of the Statutory Auditors to be appointed by the Comptroller and Auditor General of India for the financial year 2025-26.		
Special Business			
5	Payment of Remuneration to the Cost Auditors for Financial Year 2025-2026		
6	Appointment of Shri Gilles Antoine Gaston Bono (DIN: 10868564), as Director of the Company.		
7	Appointment of Shri HariKumar Raghavan Nair (DIN: 11086669), as Director of the Company.		

Signed this _____ Day of _____ 2025.

Signature of the shareholder _____

Signature of the Proxy holder(s) _____

**Affix
Revenue
Stamp
here**

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. For the resolutions, explanatory statements and Notes please refer to the Notice of the 11th Annual General Meeting.
3. * It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.

ROUTE MAP OF THE VENUE OF 11TH ANNUAL GENERAL MEETING

AGM Venue:

Emerald and Pre-Function Area (Ground Floor)
Courtyard by Marriott Bengaluru Hebbal
No. 2/55, Outer Ring Road, Nagavara,
Bengaluru, Karnataka – 560045



AGM Venue - Road Map:

