

## **BEL-THALES Systems Limited**

(CIN: U32106KA2014GOI076102)

CNP Area, BEL Industrial Estate,

Jalahalli, Bengaluru – 560013.

Telephone No: 08028381803, Fax: 08028381801

e-mail id: cosec@belthales.co.in /sanjog@btsl.co.in

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### **NOTICE**

#### **To**

#### **All Members**

Notice is hereby given that the Sixth Annual General Meeting of the Members of BEL-THALES Systems Limited will be held on Wednesday, 09<sup>th</sup> September, 2020 at 10.00 AM at the Registered Office of the Company, CNP Area, BEL Industrial Estate, Jalahalli, Bengaluru – 560013, to transact the following business:

#### **Ordinary Business**

1. To consider and adopt the Ind AS Financial Statements for the Financial Year 2019-20 comprising of the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended March 31, 2020 along with the Significant Accounting Policies and Other Explanatory Notes to Accounts and the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Emmanuel de Roquefeuil (DIN: 07735597), who retires by rotation, and being eligible, offers himself for reappointment.

#### **Special Business**

#### **Ordinary Resolution**

#### **3. Appointment of Mrs. Anandi Ramalingam as Director**

To consider and if thought fit, to pass, with or without modification, the following resolution as on Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mrs. Anandi Ramalingam (DIN: 07616518), who was appointed by the Board of Directors of the Company as Additional Director w.e.f. January 10, 2020 to hold office upto the date of this Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier in terms of Section 161 of the Companies Act, 2013, and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intension to propose Mrs. Anandi Ramalingam (DIN: 07616518), as candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company, not liable to retire by rotation.”

#### **4. Appointment of Mr. Vinay Kumar Katyal as Director**

To consider and if thought fit, to pass, with or without modification, the following resolution as on Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Vinay Kumar Katyal (DIN: 08281078), who was appointed by the Board of Directors of the Company as Additional Director w.e.f. August 05, 2020 to hold office upto the date of this Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier in terms of Section 161 of the Companies Act, 2013, and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intension to propose Mr. Vinay Kumar Katyal (DIN: 08281078), as candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company and liable to retire by rotation.”

By order of the Board,  
for **BEL-THALES Systems Limited**

**Sanjog Mohapatra**  
**Company Secretary**

Bengaluru  
August 17, 2020

**Notes:**

1. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10 percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

2. All the documents referred to in this Notice will be available for inspection by the Members at the Registered Office of the Company between 10.00 AM and 4.00 PM on all working days from the date of this Notice up to the date of the AGM.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.

## **Annexure to the Notice**

### **Explanatory Statement pursuant to section 102 of the Companies Act, 2013**

#### **In respect of item No. 3**

The Board of Directors of the Company appointed Mrs. Anandi Ramalingam as Additional Director w.e.f. January 10, 2020 to hold office upto the date of this Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier. Subsequently, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the appointment of Mrs. Anandi Ramalingam as Director of the Company and a deposit of Rs. 100,000 has been received along with the Notice.

Your Directors feel that the Company would immensely benefit from the wide and varied experience possessed by Mrs. Anandi Ramalingam and accordingly recommend the passing of the resolution proposed at item No.3 of the Notice of this meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mrs. Anandi Ramalingam, is in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of this Notice.

#### **In respect of item No. 4**

The Board of Directors of the Company appointed Mr. Vinay Kumar Katyal as Additional Director w.e.f. August 05, 2020 to hold office upto the date of this Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier. Subsequently, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the appointment of Mr. Vinay Kumar Katyal as Director of the Company and a deposit of Rs. 100,000 has been received along with the Notice.

Your Directors feel that the Company would immensely benefit from the wide and varied experience possessed by Mr. Vinay Kumar Katyal and accordingly recommend the passing of the resolution proposed at item No.4 of the Notice of this meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Vinay Kumar Katyal, is in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of this Notice.

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**ATTENDANCE SLIP**

**Sixth Annual General Meeting on Wednesday, September 09, 2020**

**Please fill this attendance Slip and hand it over at the Entrance of the Meeting Hall**

I / We hereby record my / our presence at the Sixth Annual General Meeting of the Company, held at the Registered Office of the Company, CNP Area, BEL Industrial Area, Jalahalli, Bengaluru – 560013 on Wednesday, September 09, 2020 at 10.00 AM.

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Member's / Representative's / Proxy's Name

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Signature

**Note:** Member / Representative / Proxy attending the Meeting should bring his /her copy of the Annual Report and Notice of the Meeting, for reference at the Meeting.

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**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]*

Name of the member (s) :

Registered Address :

e-mail Id :

Folio No / Client Id :

DP ID (if applicable) :

I / We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

e-mail Id: \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

e-mail Id: \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_

e-mail Id: \_\_\_\_\_ Signature : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Sixth Annual General Meeting of the Company, to be held on Wednesday, September 09, 2020 at 10.00 AM at Registered Office of the Company, CNP Area, BEL Industrial Estate, Bengaluru – 560013 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No.                  | Resolution   | For* | Against* |
|--------------------------|--|------|----------|
| <b>Ordinary Business</b> |  |      |          |
| 1                        | To consider and adopt the Ind AS Financial Statements for the Financial Year 2019-20 and the Reports of the Board of Directors and Auditors' thereon |      |          |
| 2                        | Reappointment of retiring Director, Mr. Emmanuel de Roquefeuil (DIN: 07735597)   |      |          |
| <b>Special Business</b>  |  |      |          |
| 3                        | Appointment of Mrs. Anandi Ramalingam (DIN: 07616518) as Director  |      |          |
| 4                        | Appointment of Mr. Vinay Kumar Katyal (DIN: 08281078) as Director  |      |          |

\* It is optional to put a '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 Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.

Signed this Wednesday, September 09, 2020.

|                                    |
|------------------------------------|
| Affix<br>Re. 1<br>Revenue<br>Stamp |
|------------------------------------|

Signature of Shareholder

Signature of Proxyholder(s)

**Note:** *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.*



**AGM Venue:**

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**AGM Venue - Road Map:**



