



**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 28381803

## **ADDENDUM TO THE NOTICE OF 9<sup>TH</sup> ANNUAL GENERAL MEETING OF BEL-THALES Systems Limited**

**Addendum to the Notice dated 1<sup>st</sup> August 2023 ("Original Notice") of 9<sup>th</sup> Annual General Meeting ("AGM") of the members of BEL-THALES Systems Limited ("the company") scheduled to be held on Friday, 25<sup>th</sup> August 2023, at 10:30 A.M. (IST) at the Registered Office of the Company at CNP Area, BEL Industrial Estate, Jalahalli, Bengaluru Karnataka -560013 ("Addendum to the Notice")**

Notice is hereby given to the Members of BEL-THALES Systems Limited that pursuant to provisions of Section 160 of the Companies Act, 2013 ("the Act") read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the following item of business is added in the Original Notice as an Item of Special Business as Item No. 7 and this addendum shall deemed to be an integral part of Original Notice dated 1<sup>st</sup> August 2023 and the notes provided therein.

### **SPECIAL BUSINESS:**

#### **7. Appointment of Shri Venkata Suresh Kumar Kaipa (DIN: 10200827) as a Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("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 Venkata Suresh Kumar Kaipa (DIN: 10200827), 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 4<sup>th</sup> August 2023 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 2022-2023 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**



*Kirti*  
**(Kirti Sewani)  
Company Secretary**

**Date:** 10<sup>th</sup> August, 2023  
**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](http://www.btsl-india.co.in)  
**Tel. No.:** 080-28381803  
**Fax:** 080-28381801

AS 9100D CERTIFIED COMPANY

Page 1 of 8

**NOTES:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business as proposed above to be transacted at the 9<sup>th</sup> Annual General Meeting is annexed hereto.
2. Brief Resume of the Director seeking appointment as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is also annexed hereto.
3. Relevant documents referred to in this Addendum to Notice of AGM are 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 Annual General Meeting.
4. This Addendum to the Notice of 9<sup>th</sup> AGM is available along with the Notice of the 9<sup>th</sup> Annual General Meeting on the website of the Company at [www.btsl-india.co.in](http://www.btsl-india.co.in)
5. All other notes as set out in the Notice of 9<sup>th</sup> Annual General Meeting shall mutatis-mutandis apply to the resolution proposed in this Addendum to the notice. The revised Proxy Form including the resolution proposed hereinabove is annexed hereto.

\*\*\*\*\*



**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 28381803

**ANNEXURE TO ADDENDUM TO THE NOTICE**

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

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned as item no. 7 of the accompanying addendum to the Notice of 9<sup>th</sup> Annual General Meeting.

**Item No. 7: Appointment of Shri Venkata Suresh Kumar Kaipa (DIN: 10200827) as a 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 04.08.2023 nominated Shri Venkata Suresh Kumar Kaipa, Director (Marketing)/BEL as part-time Director on the Board of BEL-THALES Systems Limited (BTSL) with immediate effect. Subsequently, Shri Venkata Suresh Kumar Kaipa (DIN: 10200827) was appointed by the Board of Directors as an additional director of the company with effect from 4<sup>th</sup> August 2023 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 Venkata Suresh Kumar Kaipa (DIN: 10200827), 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 Venkata Suresh Kumar Kaipa (DIN: 10200827) for the Office of Director.

Shri Venkata Suresh Kumar Kaipa (DIN: 10200827) 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 as required under Secretarial Standard on General Meetings ("SS-2") is provided in the Annexure - I to this Addendum to the Notice.

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 in this addendum to the Notice.

The Board of Directors of your Company recommends the Ordinary resolution as set out in this addendum to the Notice for the approval by the members of the Company.

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

**Date:** 10<sup>th</sup> August, 2023  
**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](http://www.btsl-india.co.in)  
**Tel. No.:** 080-28381803  
**Fax:** 080-28381801



*Kirti*  
**(Kirti Sewani)  
Company Secretary**



**Annexure-I**

**BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT AT THE 9<sup>TH</sup> ANNUAL GENERAL MEETING (As provided in the addendum to the Notice)**

**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 28381803

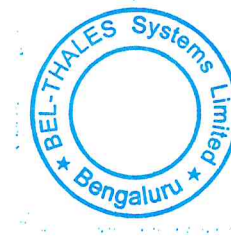
**In Respect of Item No. 7**

<b>Name of the Director</b>	Shri Venkata Suresh Kumar Kaipa
<b>DIN</b>	10200827
<b>Date of Birth</b>	01/07/1966
<b>Age</b>	57 Years
<b>Nationality</b>	Indian
<b>Date of Appointment</b>	4 <sup>th</sup> August 2023
<b>Qualification</b>	M.Tech in Advanced Electronics
<b>Expertise in specific functional Area</b>	<p>Shri Venkata Suresh Kumar Kaipa took charge as Director (Marketing) of Navratna Defence PSU Bharat Electronics Limited (BEL) on June 16, 2023. He was serving as the General Manager of BEL's Product Development &amp; Innovation Center (PD&amp;IC) in Bengaluru before his elevation. A post-graduate in Electronics &amp; Communications engineering, Shri Venkata Suresh Kumar Kaipa joined BEL in May 1989 as a Probationary Engineer. An accomplished engineer, he has worked on multiple technologies at multiple Units of BEL, and held key corporate positions, including that of Chief Indigenisation Officer, BEL. In an eventful career spanning 34 years, he has gained rich experience in diverse technology areas dealing with all major customer segments and played a pivotal role in driving business development through R&amp;D. Shri Venkata Suresh Kumar Kaipa is a recipient of the prestigious Raksha Mantri's Excellence Award. Under his able tutelage, many patents / copy rights have been created by his teams. He has worked in all phases of product development life cycle, including conceptualisation, design, development, qualification, installation and commissioning, field trials and induction of systems. He has in-depth knowledge and understanding of the end user's needs / requirements, and the means to meet them. During his tenure as GM (PD&amp;IC), he guided a team of 500 engineers for in-house development of technology modules in 16 verticals, which are used across BEL. He also drove the IP generation and skill enhancement initiative at PD&amp;IC. Prior to this assignment, Shri Venkata Suresh Kumar Kaipa held the position of General Manager (Technology Planning) at BEL's Corporate Office, where he spearheaded planning and execution of all R&amp;D activities across the company, which resulted in a large number of R&amp;D projects that have since been successfully commercialised.</p>

<b>Directorship held in other Companies</b>	Bharat Electronics Limited
<b>Relationship with other Directors/Managers/KMPs</b>	None
<b>Attendance in Board Meetings held during the Financial Year 2022-23</b>	Not Applicable
<b>Membership and Chairmanship of Committees in other Companies</b>	<b>Bharat Electronics Limited</b> Chairman-Risk Management Committee
<b>No. of Shares held</b>	NIL
<b>Remuneration paid/payable, if any</b>	NIL

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

**Date:** 10<sup>th</sup> August, 2023  
**Place:** Bengaluru



*Kirti*  
**(Kirti Sewani)  
Company Secretary**

**Registered Office:**

CNP Area, BEL Industrial Estate  
Jalahalli Bengaluru, Karnataka -560013  
**CIN:** U32106KA2014GOI076102  
**Email:** btsl@bel.co.in  
**Website:** [www.btsl-india.co.in](http://www.btsl-india.co.in)  
**Tel. No.:** 080-28381803  
**Fax:** 080-28381801



**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 28381803

**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

<b>Name of Member(s)</b>	
<b>Registered Address</b>	
<b>E-Mail id</b>	
<b>Member's Folio No.</b>	

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 9<sup>th</sup> Annual General Meeting of the Company to be held on **Friday, the 25<sup>th</sup> Day of August 2023 at 10:30 A.M.** at Registered Office of the Company at CNP Area, BEL Industrial Estate, Jalahalli, Bengaluru, Karnataka - 560013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	*Vote	
		For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2023, 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 2022-2023.		
3.	To Appoint a Director in place of Shri Ashish Arun Saraf (DIN: 07924215) 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 Comptroller and Auditor General of India for the financial year 2023-24.		
<b>Special Business</b>			
5.	Appointment of Shri Manoj Jain (DIN: 09749046) as a Director of the Company.		
6.	Appointment of Shri Damodar Bhattad (DIN: 09780732) as a Director of the Company.		
7.	Appointment of Shri Venkata Suresh Kumar Kaipa (DIN: 10200827) as a Director of the Company.		

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2023.

Signature of the shareholder \_\_\_\_\_

Signature of the 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. For the resolutions, explanatory statements and Notes please refer to the Notice (including Addendum hereto) of the 09<sup>th</sup> 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.