



**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

## **NOTICE**

**NOTICE** is hereby given that the **9<sup>th</sup> Annual General Meeting** ("AGM") of the Members of BEL-THALES Systems Limited (CIN U32106KA2014GOI076102) will 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 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 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 the Comptroller and Auditor General of India for the financial year 2023-24.

### **SPECIAL BUSINESS:**

#### **5. Appointment of Shri Manoj Jain (DIN: 09749046) 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 Manoj Jain (DIN: 09749046), 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 11<sup>th</sup> November 2022 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."

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**6. Appointment of Shri Damodar Bhattad (DIN: 09780732) 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 Damodar Bhattad (DIN: 09780732), 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 13<sup>th</sup> February 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 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:** 1<sup>st</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

**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 Businesses, mentioned under item no. 5, 6 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 etc. intending to appoint their authorized representatives pursuant to Section 113 of the Companies Act, 2013 are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing their representative to attend and vote on their behalf at the 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/authorized 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 51<sup>st</sup> Board Meeting held on 15<sup>th</sup> May 2023, have recommended a dividend of Rs 3.65 per equity share on the paid-up equity share Capital of the Company for the Financial Year 2022-23. The Dividend for the financial year 2022-23, 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 2023-24 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 2023-24.

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**ANNEXURE 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 under item no. 5 and 6 of the accompanying Notice.

**Item No. 5: Appointment of Shri Manoj Jain (DIN: 09749046) 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 11.11.2022 nominated Shri Manoj Jain, Director (R&D)/BEL as part-time Director on the Board of BEL-THALES Systems Limited (BTSL) with immediate effect. Subsequently, Shri Manoj Jain (DIN: 09749046) was appointed by the Board of Directors as an additional director of the company with effect from 11<sup>th</sup> November 2022 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 Manoj Jain (DIN: 09749046), 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 Manoj Jain (DIN: 09749046) for the Office of Director.

Shri Manoj Jain (DIN: 09749046) 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 Manoj Jain (DIN: 09749046), is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the notice.

The Board of Directors of your Company recommends the Ordinary resolution as set at Item No. 5 of the Notice for the approval by the members.

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**Item No. 6: Appointment of Shri Damodar Bhattad (DIN: 09780732) 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 07.02.2023 nominated Shri Damodar Bhattad, Director (Finance) & CFO /BEL as part-time Director on the Board of BEL-THALES Systems Limited (BTSL) with immediate effect. Subsequently, Shri Damodar Bhattad (DIN: 09780732) was appointed by the Board of Directors as an additional director of the company with effect from 13<sup>th</sup> February 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 Damodar Bhattad (DIN: 09780732), 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 Damodar Bhattad (DIN: 09780732) for the Office of Director.

Shri Damodar Bhattad (DIN: 09780732) 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 Damodar Bhattad (DIN: 09780732), 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.

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



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

**Date:** 1<sup>st</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



**ANNEXURE TO ITEM NO. 3, 5,6 OF THE NOTICE**

**BRIEF RESUME OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 9<sup>TH</sup> ANNUAL GENERAL MEETING**

**In Respect of Item No. 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.

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

<b>Name Of the Director</b>	<b>Shri Ashish Arun Saraf</b>
<b>DIN</b>	07924215
<b>Date Of Birth</b>	29/03/1976
<b>Age</b>	47 Years
<b>Nationality</b>	Indian
<b>Date Of Appointment</b>	7 <sup>th</sup> July 2021
<b>Qualification</b>	Degrees in Management and Engineering from University of London, Cornell University, Symbiosis Institute and NIT India
<b>Expertise In Specific Functional Area</b>	Shri Ashish Arun Saraf is the Vice President and Country Director – India for Thales. In his role, he leads all of Thales’ business activities in India including defence, aerospace, transportation, digital identity and security, Thales’ partnerships including joint ventures as well as engineering competence centres. He is responsible for the strategic growth of Thales in the country across all of its markets, further strengthening local teams, collaborations and innovation. Prior to joining Thales, Shri Ashish Arun Saraf was the President and Head of Region for Airbus Helicopters - India and South Asia. In this role, he led Airbus Helicopters’ Sales, Services, Training, Innovation, Industrial Partnerships and Government Relations functions across the Civil, Parapublic and Military markets in the region. At Airbus, Shri Ashish Arun Saraf was also the Vice-President and Make in India Officer responsible for Industrial Partnerships and offsets across all of Airbus’ businesses (Helicopters, Commercial Airplanes and Defence & Space). Prior to joining Airbus, Ashish headed the Tata-Sikorsky joint venture in Hyderabad and also worked with Deloitte Consulting and Dassault Systemes mainly in USA and Europe. Shri Ashish Arun Saraf also served as a Board of Director and Member of the Governing Council for Aviation and Aerospace Sector Skill Council (AASSC), a Governmental body dedicated to developing nationwide skills in the aerospace domain in India.
<b>Directorship Held in Other Companies</b>	1. Thales India Private Limited 2. RAF-CS India Private Limited 3. Guavus Network Systems Private Limited 4. Thales DIS India Private Limited 5. Thales DIS MCS India Private Limited 6. Thales DIS CPL India Private Limited 7. Thales DIS Technology India Private Limited 8. Cinterion Wireless Modules India Private Limited 9. Rolta Thales Limited 10. L&T Thales Technology Services Private Limited

<b>Relationship With Other Directors/Managers/KMPS</b>	None
<b>Attendance In Board Meetings Held During the Financial Year 2022-23</b>	8 out of 8
<b>Membership And Chairmanship of Committees in Other Companies</b>	NIL
<b>No. Of Shares Held</b>	NIL
<b>Remuneration Paid/Payable,If Any</b>	NIL

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Ashish Arun Saraf (DIN: 07924215), 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. 5

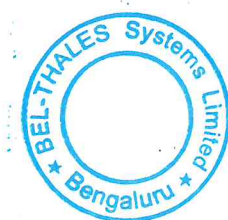
<b>Name of the Director</b>	<b>Shri Manoj Jain</b>
<b>DIN</b>	09749046
<b>Date of Birth</b>	02/03/1969
<b>Age</b>	54 Years
<b>Nationality</b>	Indian
<b>Date of Appointment</b>	11 <sup>th</sup> November 2022
<b>Qualification</b>	BE (Electronics) from REC Jaipur (MNIT)
<b>Expertise in specific functional Area</b>	Shri Manoj Jain is Director (R&D) of Bharat Electronics Limited since September 26, 2022. In an illustrious career spanning over three decades, he has made significant contributions to the field of Research & Development. He has played a pivotal role in the development of Systems and sub-systems of Communication equipments and Radars. During his tenure in BEL's Central Research Laboratory, he was engaged in the development of technologies for Defence Networks and Network & Bulk Security Solutions. He has served as Chief Scientist of CRL-Bangalore from December 2017 to May 2019 guiding the technological developments in all technical areas. During his 2 years stint as General Manager of BEL's Product Development & Innovation Centre (PD&IC), he was instrumental in the development of many new products/sub-systems. He has also served as the General Manager and Head of a Strategic Business Unit in BEL overseeing all its business operations. He has received various R&D awards, Key Contributor Awards, Raksha Mantri's Award and SODET Awards. He has published many technical papers, applied for several patents.
<b>Directorship held in other Companies</b>	1. Bharat Electronics Limited 2. GE BE Private Limited 3. BEL Optronics Devices Limited
<b>Relationship with other Directors/Managers/KMPS</b>	None
<b>Attendance in Board Meetings held during the Financial Year 2022-23</b>	2 out of 3
<b>Membership and Chairmanship of Committees in other Companies</b>	<b>Bharat Electronics Limited</b> Member-Research & Development Committee <b>BEL Optronics Devices Limited</b> Member-Audit Committee
<b>No. of Shares held</b>	1
<b>Remuneration paid/payable, if any</b>	NIL



**In Respect of Item No. 6**

<b>Name of the Director</b>	<b>Shri Damodar Bhattad</b>
<b>DIN</b>	09780732
<b>Date of Birth and Age</b>	22/12/1966
<b>Age</b>	56 Years
<b>Nationality</b>	Indian
<b>Date of Appointment</b>	13 <sup>th</sup> February 2023
<b>Qualification</b>	Chartered Accountant, B.com from the University of Madras
<b>Expertise in specific functional Area</b>	Shri Damodar Bhattad is the Director (Finance) of Defence PSU Bharat Electronics Limited (BEL) from January 11, 2023. In a career spanning over 34 years, he has served the company in various roles and capacities. He has played a significant role in BEL recording increased turnover and Order book positions every year. He has played a significant role in the formulation of various company policies and procedures, efficiently managing the Working Capital. He has also initiated the investment of surplus funds in Mutual Funds and thereby increasing the company's returns from Treasury Management. He has ensured that adequate internal financial controls are put in place in BEL. He is instrumental in devising a business-cum-growth plan for BEL. He has played a major role in BEL making the leap from conventional financial reporting to the more holistic approach of bringing out its first Integrated Annual Report in 2021-22. As a member of BEL's Pension Trust and Gratuity Trust, he has ensured that the trust portfolio is suitably diversified so as to minimise risk and maximise returns.
<b>Directorship held in other Companies</b>	1. Bharat Electronics Limited 2. BEL Optrononic Devices Limited
<b>Relationship with other Directors/Managers/KMPs</b>	None
<b>Attendance in Board Meetings held during the Financial Year 2022-23</b>	1 out of 1
<b>Membership and Chairmanship of Committees in other Companies</b>	<b>Bharat Electronics Limited</b> Member-Stakeholders Relationship Committee Member -Corporate Social Responsibility Committee Member - Research & Development Committee Member - Capital Investment Committee Member - Risk Management Committee Member - Share Transfer Committee <b>BEL Optrononic Devices Limited</b> Chairman-Audit Committee
<b>No. of Shares held</b>	1
<b>Remuneration paid/payable, if any</b>	NIL

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



*Kirti*  
(Kirti Sewani)  
Company Secretary

**Date:** 1<sup>st</sup> August, 2023

**Place:** Bengaluru

**Registered Office:**

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

**CIN:** U32106KA2014GOI076102

**Email:** btsl@bel.co.in

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**ATTENDANCE SLIP**

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

**9<sup>TH</sup> ANNUAL GENERAL MEETING**

<b>Folio No. of Shareholder</b>	
<b>Full Name of Shareholder in block letter</b>	
<b>Full Address of Shareholder in block letter</b>	
<b>No. of Shares held</b>	
<b>Name of proxy (if any) in block letter</b>	

I / We hereby record my/our presence at the 9<sup>th</sup> Annual General Meeting of the members of the Company being held on **Friday, the 25<sup>th</sup> Day of August 2023 at 10:30 A.M. (IST)** at Registered Office of the Company at CNP Area, BEL Industrial Estate Jalahalli Bengaluru, Karnataka -560013

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**Signature of member/proxy/representative\***

**\*Strike out whichever is not applicable**

**Note:**

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Member in person and Proxy holder, may please carry photo-ID card for identification/verification purpose.
3. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
4. Member/Proxy holder attending the Meeting should bring his copy of the Annual Report for the financial Year 2022-23 and Notice of the 9<sup>th</sup> Annual General Meeting, for reference at the Meeting.



**BEL-THALES Systems Limited**  
 (A Govt. of India Enterprise, Ministry of Defence)  
 CIN U32106KA2014GOI076102  
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 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;

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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.		

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

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 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.

## ROUTE MAP OF THE 9<sup>TH</sup> AGM VENUE

**AGM Venue:**

BEL-THALES Systems Limited  
CIN: U32106KA2014GOI076102

**Registered Office:** CNP Area, BEL Industrial Estate Jalahalli Bengaluru, Karnataka -560013

**Email:** [btssl@bel.co.in](mailto:btssl@bel.co.in)

**Website:** [www.btssl-india.co.in](http://www.btssl-india.co.in)

**Tel. No.** 080-28381803

**Fax:** 080-28381801

**AGM Venue - Road Map:**

