

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

NOTICE**To****All Members**

Notice is hereby given that the Fifth Annual General Meeting of the Members of BEL-THALES Systems Limited will be held on Wednesday, August 28, 2019 at 11.30 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 2018-19 comprising of the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended March 31, 2019 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. Nataraj Krishnappa (DIN: 07506012), who retires by rotation, and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Mahesh Venkatachaliah (DIN: 08130292), who retires by rotation, and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Emmanuel de Roquefeuil (DIN: 07735597), who retires by rotation, and being eligible, offers himself for reappointment.

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

Sanjog Mohapatra
Company Secretary

Bengaluru
August 05, 2019

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.

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

ATTENDANCE SLIP

Fifth Annual General Meeting on Wednesday, August 28, 2019

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 Fifth Annual General Meeting of the Company, held at the Registered Office of the Company, CNP Area, BEL Industrial Area, Jalahalli, Bengaluru – 560013 on Wednesday, August 28, 2019 at 11.30 AM.

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

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.

This page has been intentionally left blank

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

**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 Fifth Annual General Meeting of the Company, to be held on Wednesday, August 28, 2019 at 11.30 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*
Ordinary Business			
1	To consider and adopt the Ind AS Financial Statements for the Financial Year 2018-19 and the Reports of the Board of Directors and Auditors' thereon		
2	Reappointment of retiring Director, Mr. Nataraj Krishnappa (DIN: 07506012)		
3	Reappointment of retiring Director, Mr. Mahesh Venkatachaliah (DIN: 08130292)		
4	Reappointment of retiring Director, Mr. Emmanuel de Roquefeuil (DIN: 07735597)		

* 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 thisday of, 2019.

Affix Re. 1 Revenue 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:

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

AGM Venue - Road Map:



