

BHILWARA ENERGY LIMITED

CIN : U31101DL2006PLC148862

Registered office: Bhilwara Bhawan, 40-41, Community Centre,
New Friends Colony, New Delhi 110065

Corporate office: Bhilwara Towers, A-12, Sector-1, Noida-201301 (U.P.),

Phone: 0120-4390300 (EPBAX), **Fax:** 0120-4277841

E-mail: ravi.gupta@lnjbhilwara.com, **Website:** www.bhilwaraenergy.com

NOTICE OF CALLING EXTRA ORDINARY GENERAL MEETING AT SHORTER NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of M/s Bhilwara Energy Limited will be held on Monday, 11th March, 2024 at 02:00 P.M at the Registered Office of the Company situated at Bhilwara Bhawan, 40-41, Community Centre, New Friends Colony, New Delhi 110065 at Shorter Notice, to consider inter-alia the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM THE "NATIONAL CAPITAL TERRITORY OF DELHI" TO THE "STATE OF MADHYA PRADESH".

To consider and, if thought fit, to pass with or without modifications, the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Central Government (Regional Director, Northern Region) and such other approvals, permissions and sanctions as may be required, the consent of the member of the Company be and is hereby accorded to shift the registered office of the Company from National Capital Territory of Delhi to the State of Madhya Pradesh within the jurisdiction of the Registrar of Companies, Gwalior.

"RESOLVED FURTHER THAT subject to the aforementioned approval and pursuant to the provisions of Section 13, the existing clause II of the memorandum of association of the company be and is hereby substituted with the following and to be read as:

"II. The Registered Office of the Company will be situated in the State of Madhya Pradesh."

"RESOLVED FURTHER THAT for the purpose of giving effect to the this resolution, the Board be and is hereby authorized to do all such acts, deeds filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the company to settle all questions, difficulties or doubts that may be arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its power herein conferred to any Director(s), Officer(s) and/ or the consultant of the company, if required, as it may in its absolute discretion deem it necessary or desirable."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient for shifting of the Registered office of the Company as per the Orders that may be passed by the Regional Director, Northern Region."



"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalise the address of the registered office of the Company in the State of Madhya Pradesh, as they may consider appropriate."

**By Order of the Board of Directors
For Bhilwara Energy Limited**



A handwritten signature in blue ink, appearing to read "Ravi Gupta".

**(Ravi Gupta)
Company Secretary
M.No.-FCS-5731**

Place: Noida (U.P.)

Date: 05th March, 2024

Registered Office

Bhilwara Bhawan, 40-41, Community Centre,
New Friends Colony, New Delhi-110065

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A person holding more than ten percent of the total share capital of the Company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The requisite consent of members for holding Extra-ordinary General Meeting at shorter Notice has been obtained.
4. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send to the company, a duly certified Board Resolution authorizing the said representative(s) to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The relevant documents referred to in the Shorter Notice are open for inspection to the members at the registered office of the Company on all working days (except Sundays and Public holidays) during the normal business hours of the Company up to the date of the meeting. The aforesaid documents will also be available for inspection by members at the meeting.
7. The Notice shall be available on the website of the Company www.bhilwaraenergy.com.
8. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
9. Attendance slip, Proxy Form and the Route-map are annexed hereto. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Presently, the Registered Office of the Company is situated at Bhilwara Bhawan, 40-41, Community Centre, New Friends Colony, New Delhi 110065.

Your Company is seeing ample business opportunity in the state of Madhya Pradesh and evaluating new projects in that region.

Accordingly, the Board of Directors of the Company in their meeting held on February 27, 2024 approved the shifting of Registered Office of the Company from "National Capital Territory of Delhi" to the "State of Madhya Pradesh".

The shifting of registered office of the Company to the state of Madhya Pradesh (M.P.) would help in (i) carrying on the business of the company more efficiently and economically and with better operational convenience (ii) better coordination with Government department, agencies and other statutory authorities, targeted customers and (iii) enlarge the area of the business operations.

The members may also take note that the largest shareholder of the company is based out at M.P. and successfully doing business there for over 5 decades and shifting of registered office may also help the company in capitalizing his goodwill and also enhance company's business prospects

In terms of Section 12, 13 and other applicable provisions of the Act, 2013 read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association ("MOA") requires the approval of the members of the Company by way of Special Resolution and also the approval of the Central Government (power delegated to Regional Director, Northern Region).

Accordingly, approval of the members is sought by way of Special Resolution for shifting of the Registered Office of the Company from the National Capital Territory of Delhi to the State of Madhya Pradesh and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company will be situated in the State of Madhya Pradesh.

The shifting of registered office of the company will not be prejudicial to the interest of any employee, shareholder, creditor and/ or any other stakeholder of the company.

The existing memorandum as well as the draft memorandum with the proposed amendments is available for inspection and such documents shall be available for inspection at the Registered Office and Corporate Office of the Company between 10:00 a.m. to 5:00 p.m. on all days except Saturday and Sunday and other government holidays and copies thereof shall be available at the meeting.

The Board of Directors recommends the resolution set forth in item no. 1 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 1 of the Notice except to the extent of their shareholding in the Company, if any.



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ATTENDANCE SLIP

Folio / DP ID/Client ID No. _____ **No. of Shares held** _____

Full Name of Shareholder _____

Full Name of Proxy / Representative _____

I hereby record my presence at the Extra Ordinary General Meeting of the Members of M/s Bhilwara Energy Limited to be held on Monday, 11th March, 2024 at 02:00 P.M at the Registered Office of the Company situated at Bhilwara Bhawan, 40-41, Community Centre, New Friends Colony, New Delhi 110065 at shorter notice.

Signature of shareholder / proxy / representative _____

Note: Please fill in this attendance slip and hand it over at the venue.

* Strike out whichever is not applicable.





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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 :

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

as my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the Extra Ordinary General Meeting of the Members of M/s Bhilwara Energy Limited to be held on Monday, 11th March, 2024 at 02:00 P.M at the Registered Office of the Company situated at Bhilwara Bhawan, 40-41, Community Centre, New Friends Colony, New Delhi 110065 at shorter notice and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution Number	Resolution	For	Against
Special Business			
1	Approval to shift the registered office of the company from the "National Capital Territory of Delhi" to the "State of Madhya Pradesh".		



Signed this _____ day of _____ 2024

Signature of shareholder _____

Signature of Proxy holder _____

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 at the Registered Office of the Company, not less than forty-eight hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A person holding more than ten percent of the total share capital of the Company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Appointing the Proxy does not prevent a member from attending the meeting in person if he/she wishes.
4. ** It is optional to indicate your preference. If you leave the for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
5. For the Resolutions and Notes, please refer to the Shorter Notice of the Extra Ordinary General Meeting.



ROUTE MAP FROM NEW DELHI RAILWAY STATION TO THE BHILWARA BHAWAN, 40-41, COMMUNITY CENTRE NEW FRIENDS COLONY NEW DELHI-110065

