

KEL/SEC/SKC/12/2021

December 30, 2021

**National Stock Exchange of India Ltd**

Exchange Plaza, 5<sup>th</sup> Floor  
Plot NoC/1, G Block  
Bandra-Kurla Complex  
Bandra East  
Mumbai – 400 051

NSE Symbol : **KARMAENG**

Sub : **Postal Ballot Notice – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sir,

We enclose herewith the Postal Ballot Notice which has been dispatched to the members of the Company whose name appears on the Register of Members and / Beneficial owners received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 24<sup>th</sup> December, 2021 (Cut-off date), seeking their approval on the resolution as set out in the Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members. The voting through postal ballot and through e-voting will commence from Monday, 03<sup>rd</sup> January, 2022 (9:00am) and shall end on Tuesday, 01<sup>st</sup> February, 2022 (5:00pm). The results of the postal ballot will be announced on or before Thursday, 03<sup>rd</sup> February, 2022. The above information is also available on the website of the Company [www.karmaenergy.co](http://www.karmaenergy.co).

Kindly take the above on record and acknowledge receipt.

For **KARMA ENERGY LIMITED**

T V Subramanian  
CFO & Company Secretary

**KARMA ENERGY LIMITED**

**Regd. Off.** Empire House, 214, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort, Mumbai – 400 001  
Tel Nos. 22071501 (6 Lines), Fax : 22071514, Email : [karmaenergy@weizmann.co.in](mailto:karmaenergy@weizmann.co.in)  
[www.karmaenergy.co](http://www.karmaenergy.co) . CIN L31101MH2007PLC168823

**KARMA ENERGY LIMITED**

(CIN: : L31101MH2007PLC168823)

Regd. Office: "214, Empire House, Dr. D N Road, Ent. A K Nayak Marg, Fort, Mumbai – 400 001

Email: investorshelpdesk@weizmann.co.in | Website: www.karmaenergy.co

Phone Number: +91 022 22071501

**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 108 & 110 of the Companies Act, 2013)

To

The Member(s),

Notice is hereby given to the Members of Karma Energy Limited "Company", pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020 and 39/2020 dated 31<sup>st</sup> December, 2020 issued by the Ministry of Corporate Affairs ('MCA Circulars'), and applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, the time being in force and as amended from time to time, that the Resolution as set out in this Notice are proposed for consideration by the Members of the Company through Postal Ballot via electronic means only ('remote e-voting').

The Explanatory Statement pertaining to all the Resolution setting out the material facts and the reasons thereof is appended for your consideration.

In the event the draft Resolution as set out is assented to by requisite majority of Members by means of a Postal Ballot, it shall be deemed to have been passed as Special Business at General Meeting. Special Resolution shall be declared as passed if the number of votes cast in favour are not less than three times the number of votes cast, if any, against the said Resolution. The date of the announcement of result of Postal Ballot shall be considered to be the date of General Meeting and the date of passing of the said Resolution.

The result of the postal ballot along with Scrutinizer's report will be posted on the Company's website [www.karmaenergy.co](http://www.karmaenergy.co) and on website of NSDL - [www.evoting.nsdl.com](http://www.evoting.nsdl.com) as well as on websites of Stock Exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

**SPECIAL BUSINESS**

Item No.1 :

**Sale of 100% shares in Batot Hydro Power Ltd a wholly owned subsidiary of the Company**

**“RESOLVED THAT** pursuant to Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110, Section 180(1)(a) read with rules issued thereunder and all other applicable provisions of the Companies Act, 2013, including any statutory modifications and amendments and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, and other statutory authorities and subject to the Memorandum and Articles of Association of the Company and other requisite statutory and regulatory approvals, if and to the extent necessary, the consent of the Members be and is hereby accorded to divest the entire stake held by the Company in its wholly owned subsidiary Batot Hydro Power Limited (“BHPL”) to the buyer namely, Windia Infrastructure Finance Ltd having company identification no. U40100MH1994PLC081874 (the said transaction being hereinafter referred to as the “Proposed Divestment” for the purpose of this Resolution);

**RESOLVED FURTHER THAT** Shri Dharmendra G. Siraj, Chairman and/or Shri Chetan D. Mehra, Vice-Chairman and/or Shri T V Subramanian, CFO & Company Secretary (“authorized signatories”), be and are hereby severally authorised to perform all the actions involved in facilitating the consummation of the Proposed Divestment, including but not limited to (i) negotiating and finalising (alongside the management and authorised representatives of Batot Hydro Power Limited the terms and conditions in relation to the above divestment with the representatives of Windia Infrastructure Finance Ltd (ii) to execute on behalf of the Company such agreements and documents as may be necessary for the purpose of and in connection with the Proposed Divestment (iii) to assist the management of Batot Hydro Power Ltd for obtaining approvals (if required) from the concerned regulatory authorities; and (iv) taking assistance and advise of professionals such as chartered accountants, solicitors, company secretaries etc. from time to time for the purpose of the Proposed Divestment;

**RESOLVED FURTHER THAT** authorized signatories be and are hereby severally authorised to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit;

**RESOLVED FURTHER THAT** all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and/or any of its Directors and/or officers and/or representatives for and in the name of the Company and its subsidiaries in this regard be and is hereby noted, ratified and approved.”

For KARMA ENERGY LIMITED

Sd/-

T V Subramanian  
CFO & Company Secretary

Place : Mumbai

Date : December 8, 2021

Registered Office: Empire House Dr. D N Road, Entrance A K Nayak Marg, Fort, Mumbai – 400 001.

## NOTES

1. An Explanatory Statement pursuant to Section 102 & 110 of the Companies Act, 2013 in respect of all the business specified above is annexed hereto.
2. The Board vide its Resolution passed on 8<sup>th</sup> December, 2021 has appointed Mr. Martinho Ferrao, FCS No. 6221, CP No. 5676 Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 24<sup>th</sup> December, 2021, and whose e-mail IDs are registered with the Issuer/ RTA/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.10.
4. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members. For this purpose, the Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.karmaenergy.co](http://www.karmaenergy.co), websites of the Stock Exchanges i.e. The BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and NSDL website.
7. All the material documents referred in the Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on [investorshelpdesk@weizmann.co.in](mailto:investorshelpdesk@weizmann.co.in) Members who wish to inspect the documents are requested to send an email to [investorshelpdesk@weizmann.co.in](mailto:investorshelpdesk@weizmann.co.in) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on Friday, 24<sup>th</sup> December, 2021. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date. A person who is not a member as on the cut-off should treat this Notice of Postal Ballot for information purpose only.
9. The voting period commences on Monday, 03<sup>rd</sup> January, 2022 at 0900 hours IST and ends on Tuesday, 1<sup>st</sup> February, 2022 at 1700 hours IST. The e-Voting module will be disabled by NSDL for voting thereafter.
10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [investorshelpdesk@weizmann.co.in](mailto:investorshelpdesk@weizmann.co.in) along with the copy of the signed request letter mentioning the name

and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants. In case of any queries/ difficulties in registering the e-mail address, Members may write to [investorshelpdesk@weizmann.co.in](mailto:investorshelpdesk@weizmann.co.in)

11. Scrutinizer will submit his report after completion of the scrutiny, addressed to the Chairman on or before Thursday, 3<sup>rd</sup> February, 2022. The Chairman will or in his absence any other person so authorized by him will announce the result of voting by postal ballot on or before Thursday, 3<sup>rd</sup> February, 2022. The results of the Postal Ballot along with the scrutinizer's report will be displayed on the website of the Company besides being communicated to the stock exchanges on which the shares of the Company are listed.
12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
13. **Voting through electronic means**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e- Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz.<a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	<ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL forecasting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> <li>5. <div style="text-align: center; border: 1px solid black; padding: 5px; margin: 10px 0;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div> </li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by</li> </ol>

	providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your userID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mferraocs@gmail.com](mailto:mferraocs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 2244 30 or send a request to Ms. Pallavi at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions setout in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investorshelpdesk@weizmann.co.in](mailto:investorshelpdesk@weizmann.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investorshelpdesk@weizmann.co.in](mailto:investorshelpdesk@weizmann.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- 5.

For **KARMA ENERGY LIMITED**  
Sd/-  
**T V Subramanian**  
CFO & Company Secretary

**Place :** Mumbai

**Date :** December 8, 2021

**Registered Office:**

Empire House Dr. D N Road, Ent. A K Nayak Marg, fort, Mumbai – 400 001.

**EXPLANATORY STATEMENT  
(PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013)**

**ITEM NO. 1:**

The Company holds 100 % stake in its subsidiary Batot Hydro Power Ltd (hereinafter referred to as “BHPL”. BHPL is also a “Material Subsidiary” of the Company as per Regulation 16(1)(C) of the SEBI(Listing Obligations and Disclosure Requirements) Regulation, 2015.

As per the proposal, Windia Infrastructure Finance Ltd (hereinafter referred to as “WIFL” or the “buyer”) has offered to purchase the entire 100% share capital of Batot Hydro Power Limited at a consideration of Rs.35.00 crores.

As a result of the Proposed Transaction, BHPL shall cease to be a subsidiary of the Company.

The Management believes that the Proposed Transaction is beneficial to the Company and its stakeholders.

The Board of Directors at their meeting held on December 8, 2021 has evaluated the proposed transaction and after considering the advantages and merits thereof and in the interest of the Company and its stakeholders, has unanimously resolved to accept the offer and consummate the Proposed Transaction, subject to the approval of the members of the Company.

Regulation 24 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, provides that a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary, without passing a special resolution in its General Meeting. Considering that the consummation of the Proposed Transaction would result in disposal of BHPL (being a material subsidiary) and consequent reduction of the entire shareholding of the Company and cessation of control, approval of the members of the Company is required by way of a special resolution.

Provisions of Section 180(1)(a) of Companies Act, 2013, restricts a company from disposing off the whole or substantially the whole of its undertaking without obtaining prior approval of the members by way of a special resolution. In terms of explanation to Section 180(1)(a), 'undertaking' means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year.

The Net worth of BHPL is more than 20% of the total standalone Net Worth of the Company during the previous financial year, it is therefore thought fit to seek approval of the Shareholders in terms of Section 180(1)(a) of the Act.

It may be noted that, though Windia Infrastructure Finance Ltd (WIFL) is part of the promoter group of the Company, the proposed divestment to WIFL is not a related party transaction either under the Companies Act, 2013 or under the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In view of the aforesaid, your Directors recommend the said special resolution for your approval, as they sincerely believe the same to be in the interest of the Company and its stakeholders. None of the Directors or Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise in this resolution, except as members to the extent of their shareholding in the Company.

**By order of Board of Directors**

**Sd/-**

**T V Subramanian**

**CFO & Company Secretary**

Date: 8<sup>th</sup> December, 2021

Place: Mumbai

**Registered office:**

214, Empire House, Dr D N Road, Ent. A K Nayak Marg, Fort, Mumbai – 400 0001.