

POST BOX NO. 10077
TEL. NOS.: +91 22 22197101
Email: writetous@bbtcl.com
Website: www.bbtcl.com
CIN: L99999MH1863PLC000002



THE BOMBAY BURMAH TRADING CORPORATION LIMITED

REGD. OFFICE: 9, WALLACE STREET, FORT,
MUMBAI 400 001, INDIA.

24th February, 2026

BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI 400 001
Scrip Code: 501425

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No.C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.
Scrip Code: BBTC

Sub: Notice of Postal Ballot

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations')

Dear Sir(s)/Madam(s),

Pursuant to Regulation 30 and other applicable provisions of the Listing Regulations as amended, please find enclosed a copy of the Postal Ballot Notice of The Bombay Burmah Trading Corporation Limited ("the Corporation") along with explanatory statement for seeking approval of the Members of the Corporation for re-appointment of Mr. Ness N. Wadia (DIN: 00036049) as the Managing Director of the Corporation for a period of 5 years with effect from 1st April, 2026 to 31st March, 2031 and approving his remuneration.

In compliance with Ministry of Corporate Affairs Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 9/2023 dated 25 September 2023, 9/2024 dated 19th September, 2024, and 03/2025 dated 22nd September, 2025, Regulation 44 of the Listing Regulations, and subject to other applicable laws, rules and regulations, Notice along with the explanatory statement has been sent electronically to the Members whose e-mail IDs are available in the records of the Corporation / KFin Technologies Limited ("KFin"), Corporation's Registrar and Transfer Agent / Depositories, as on Friday, 20th February, 2026 (cut-off date). For Members who have not registered their e-mail IDs, please follow the instructions given in Note no. 3 of the Postal Ballot Notice.

The Corporation has engaged the services of National Securities Depositories Limited ("NSDL") for providing e-voting facility to all its Members. The remote e-voting period will commence on Wednesday, 25th February, 2026 at 9:00 A.M. (IST) and shall end on Thursday, 26th March, 2026 at 5:00 P.M. (IST). The results of postal ballot will be announced within two working days from the conclusion of e-voting period, i.e., on or before Monday, 30th March, 2026. The results of the Postal Ballot will be communicated to the stock exchanges and placed on the website of the Corporation i.e., www.bbtcl.com and on NSDL's website: <https://www.evoting.nsdl.com>.

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REGD. OFFICE: 9, WALLACE STREET, FORT,
MUMBAI 400 001, INDIA.

The Postal Ballot Notice is also available on the Corporation's website at www.bbtcl.com and on the website of the NSDL at www.evoting.nsdl.com .

Kindly take the above on record.

Thanking You,
Yours faithfully,
For **The Bombay Burmah Trading Corporation Limited**

Gandhali Upadhye
Company Secretary and Compliance Officer
Encl.: a/a



POSTAL BALLOT NOTICE

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 and read with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications(s) or re-enactment(s) thereof and other applicable provisions of the Act and the Rules including General Circulars issued by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with General Circular No. 09/2024 dated 19th September, 2024 and General Circular No. 03/2025 dated 22nd September, 2025 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India ("SS-2"), each amended and subject to other applicable laws, rules and regulations, that the Special resolution as set out in this Postal Ballot Notice is placed for approval by the members of the Corporation ('members') by voting through remote electronic means only ('remote e-voting').

The proposed resolution and the explanatory statement pertaining to the said resolution, in accordance with Section 102 of the Act setting out the material facts concerning the Special Business set out in this notice as a Special resolution, is annexed herewith to this Notice for your consideration. Further, additional information as required under the Listing Regulations and Secretarial Standards is also attached.

In terms of the requirements specified in the MCA Circulars, the Corporation is sending this Notice in electronic form only to those members whose e-mail addresses are registered with the Corporation/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the applicable Rules, the MCA Circulars and SS-2, the Corporation is providing e-voting facility to its members to

cast their votes electronically. The Corporation has engaged National Securities Depositories Limited ('NSDL') to provide e-voting facility. The e-voting facility will be available from Wednesday, 25th February, 2026 (9:00 A.M. IST) to Thursday, 26th March, 2026 (5:00 P.M. IST). For e-voting please read the instructions mentioned in point 10 in the notes to this notice.

The Board of Directors of the Corporation have appointed TRP and Partners, LLP (LLP Identification No.: ACI5796) as the Scrutinizer for conducting the Postal Ballot voting process (by remote e-voting) in a fair and transparent manner.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes are to be cast not later than 5 P.M. (IST) on Thursday, 26th March, 2026.

The Scrutinizer, after completion of scrutiny, shall submit his report to the Corporation and the results of the Postal Ballot will be announced by the Chairman/ Managing Director/ Chief Operating Officer /Chief Financial Officer /Company Secretary within two working days from the conclusion of e-voting period. The results along with the scrutinizer's report will also be communicated to the stock exchanges and will be placed on the website of the Corporation i.e., www.bbtcl.com and on NSDL's website: <https://www.evoting.nsdl.com/>.

SPECIAL BUSINESS:

Re-appointment of Mr. Ness N. Wadia (DIN:00036049) as the Managing Director of the Corporation for a period of 5 years with effect from 1st April, 2026 to 31st March, 2031 and approving his remuneration

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the Act"), and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Section II of Part II of Schedule V of the Act and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ["SEBI (LODR) Regulations"] and such other approvals, permissions and sanctions as may be required, the approval of the Corporation be and is hereby granted to the re-appointment of Mr. Ness N. Wadia (DIN:00036049), as the Managing Director of the Corporation for a period of 5 years with effect from 1st April, 2026 to 31st March, 2031, on such terms and conditions including remuneration as approved by the Nomination and Remuneration Committee and by the Board of Directors at their respective Meetings held on 11th February, 2026 and 13th February, 2026 and as set out in the Explanatory Statement under

Section 102 of the Act annexed hereto and in the Agreement to be entered into between the Corporation and Mr. Ness N. Wadia, a draft of the same, duly initialled by the Company Secretary for purposes of identification, with liberty and power to the Board, in its discretion, to fix and to revise from time to time the actual remuneration of Mr. Ness N. Wadia as per the agreement and to alter/vary/modify/amend from time to time the terms and conditions of the said appointment and remuneration and/or Agreement in such manner as may be agreed to between the Board and Mr. Ness N. Wadia, provided that such alteration/variation/modification/amendment is in conformity with the applicable provisions of the Act, as amended from time to time.”

By Order of the Board of Directors
For The Bombay Burmah Trading Corporation Limited

Gandhali Upadhye
Company Secretary & Compliance Officer
FCS No. 10368

Regd. Office:
9, Wallace Street, Fort, Mumbai 400001
CIN : L99999MH1863PLC000002
Email : investorservices@bbtcl.com
Website : www.bbtcl.com
Tel no. : +91 22 22197101

Mumbai; 13th February, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions, if any, setting out the material facts concerning the special resolution proposed to be passed is annexed hereto as Annexure I.
2. The details required under Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2 in respect of Appointment of a Director are annexed hereto as Annexure II.
3. In compliance with the MCA Circulars, the Notice is being sent only by electronic mode to those members whose names appear in the Register of members / List of Beneficial Owners as on Friday, 20th February, 2026 and whose email ids are registered with the Corporation. For members who have not registered their e-mail IDs, please follow the instructions given below:

Members holding shares in physical mode and who have not updated their email addresses with the Corporation are requested to update their email addresses by sharing a duly filled and signed copy of Form ISR-1 as per the format prescribed by SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23rd June, 2025, with the Registrar and Share Transfer Agent at inward.ris@kfintech.com or with Corporation at investorservices@bbtcl.com along with the copy of signed request letter mentioning the name and address of the members, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, members may write to inward.ris@kfintech.com or investorservices@bbtcl.com.

4. Notice of Postal Ballot will also be available on the Corporation's website at www.bbtcl.com , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on NSDL's website: <https://www.evoting.nsdl.com/>.
5. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office of the Corporation during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will also be made available on the website of the Corporation during the above-mentioned period. Members seeking to inspect such documents can also send an email to investorservices@bbtcl.com.

6. In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rules, the Corporation has provided facility for members to exercise their votes electronically through remote e-voting facility provided by NSDL.
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on Friday, 20th February, 2026 (cut-off date). Only those members whose names are recorded in the Register of Members of the Corporation or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by e-voting.
8. Members can cast their vote on-line from Wednesday, 25th February, 2026 (9:00 A.M. IST) to, Thursday, 26th March, 2026 (5:00 P.M. IST) as the e-voting module shall be disabled for voting by NSDL thereafter and no voting shall be allowed beyond Thursday, 26th March, 2026 (5:00 P.M. IST). The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, 26th March, 2026.

10. Procedure / Instructions for E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended the MCA Circulars and as per Regulation 44 of the Listing Regulations read with SEBI Circulars and Secretarial Standards- 2 and any amendments thereto, the Corporation is providing e-voting facility through National Securities Depositories Limited ('NSDL') on the resolution set forth in this Postal Ballot Notice, to members holding shares as on Friday, 20th February, 2026, being the cut - off date fixed for determining eligible members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

Individual demat account holders would be able to cast their vote without registering again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she /it is already registered with NSDL for remote e-Voting then he /she /it can use his / her /its existing User ID and password for casting the vote.

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

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

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"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is

	<p>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 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 user ID 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.com 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. Now, you will have to click on "Login" button.
9. 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 trpandpartners@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 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 or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

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 set out 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 investorservices@bbtcl.com .
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 investorservices@bbtcl.com . 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.com for procuring user id and password for e-voting by providing above mentioned documents.

ANNEXURE I OF NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Pursuant to provisions of sections 149, 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have re-appointed Mr. Ness N. Wadia (DIN: 00036049) ("Mr. Wadia") as the Managing Director on the Board of the Corporation subject to the approval of the shareholders, for a further period of five years with effect from 1st April 2026 upto 31st March, 2031 (both days inclusive) on such terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee upto an overall limit of Rs. 8,37,00,000/- and set out in the draft of the Agreement to be entered between the Corporation and Mr. Wadia.

The material terms of his re-appointment and payment of remuneration contained in the draft Agreement proposed to be entered into by the Corporation with Mr. Wadia are summarized below:

1. Mr. Wadia will serve the Corporation as Managing Director for a period of 5 years with effect from 1st April 2026 upto 31st March 2031.
2. Mr. Wadia shall carry out such functions, exercise such powers and perform such duties as the Board shall, from time to time, in their absolute discretion determine and entrust to him.
3. Subject to the overall superintendence, control and direction of the Board and subject to such restrictions or limitations as the Board may in its discretion determine from time to time, Mr. Wadia will be in charge of the general conduct and management of the whole business and affairs of the Corporation and to carry out such functions, exercise such powers and perform such duties as the Board may, from time to time, in their absolute discretion determine and entrust to him. PROVIDED HOWEVER THAT Mr. Wadia shall not to exercise any of the powers on behalf of the Corporation which are to be exercised by means of resolutions to be passed at the meetings of the Board.
4. Mr. Wadia shall devote his whole time and attention during business hours to the business of the Corporation, exert his best endeavours to promote its interests and welfare and attend his place of employment at all proper times.
5. Mr. Wadia shall undertake such travelling in and outside India as may be necessary in the interest of the Corporation's business or as may from time to time be required or directed by the Board in connection with or in relation to the business of the Corporation. Mr. Wadia shall be entitled to reimbursement of all expenses including travelling, entertainment/business promotion and other out-of pocket expenses incurred by him in connection with or in relation to the business of the Corporation.
6. In terms of Article 137 of the Articles of Association of the Corporation, Mr. Wadia shall not be liable to retire by rotation during his tenure as Managing Director.

7. The Corporation shall pay to Mr. Wadia in consideration of the performance of his duties as MD, the following remuneration:

- Basic Salary upto a maximum of Rs. 46,50,000/- per month with increments each year, as may be determined by the Board, based on the recommendations of the Nomination & Remuneration Committee;
- Benefits, perquisites and allowances as may be recommended by the Nomination & Remuneration Committee and determined by the Board, from time to time, or as may be applicable in accordance with the rules and policies of the Corporation, upto a maximum of Rs. 23,25,000/-per month.
- Reimbursement of actual medical expenses incurred on self and family.
- Bonus as may be determined by the Board, based on the recommendations of the Nomination & Remuneration Committee on the performance criteria;
- Contribution to Provident Fund, Superannuation Fund or Gratuity Fund as per the Rules of the Corporation.
- For the purpose of computing the ceilings, wherever applicable, perquisites would be valued as per the Income Tax Rules, 1962 including any amendment thereto, and provision for use of car for official duties and telephone at residence (including payment for local calls and long distance official calls) and Corporation's cars with drivers shall not be included in such computation.
- The aggregate of the remuneration shall be within the maximum limits as laid down under provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re enactment thereof) read with Schedule V of the Companies Act, 2013.
- Contribution to provident fund, superannuation fund or annuity fund as per the rules of the Corporation and shall not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 including any amendment thereto.
- Gratuity / Ex-gratia as per the rules of the Corporation and shall not be included in the computation of ceiling on the remuneration to the extent it is not taxable under the Income Tax Act, 1961 including any amendment thereto ; and
- Encashment of leave at the end of the tenure as per the rules of the Corporation and shall not be included in the computation of ceiling on remuneration
- The Board of Directors may, at its discretion and on the recommendation of Nomination and Remuneration Committee, fix the actual remuneration of Mr. Wadia and revise the same from time to time, within the maximum limits specified hereinabove.
- During the tenure of 5 years of his appointment if the Corporation for any period of 3 financial years has no profits or its profits are inadequate, the Corporation shall pay Mr. Wadia remuneration as determined from time to time by the Nomination and Remuneration Committee or the Board of Directors pursuant to the authority

vested in them, subject to compliance with the applicable provisions of the Schedule V to the Act AND THAT such remuneration shall be treated as the minimum remuneration payable to Mr. Wadia in the absence or inadequacy of profits, in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. The rules and policies of the Corporation which are applicable to other senior executives of the Corporation shall also apply to Mr. Wadia.

9. Mr. Wadia shall be entitled to leave in accordance with the rules of the Corporation.

10. Mr. Wadia shall not be paid any sitting fees for attending Meetings of the Board or of any Committee thereof.

11. Mr. Wadia shall not, except in the proper course of his duties during the continuance of his employment with the Corporation or any time thereafter divulge or disclose to any persons whomsoever or make use whatsoever for his own purpose or for any purpose of any information or knowledge obtained by him during his employment as to the business and/or affairs of the Corporation and/or trade secrets or secret processes of the Corporation.

12. Mr. Wadia shall not in the event of his ceasing to be MD of the Corporation before the expiry of the term of 5 years, for the remainder of such period:

- (a) either alone or jointly with or as an employee of any person, firm or company, directly or indirectly, carry on or engage in any activities or business which shall be in competition with the business of the Corporation; and
- (b) in connection with carrying on any business similar to or in competition with the business of the Corporation on his behalf or on behalf of any person, firm or company, directly or indirectly:
 - (i) seek to procure orders or do business with any person, firm or company, who has at any time during the two years, immediately preceding such cessation of employment, done business with the Corporation; or
 - (ii) endeavour to entice away from the Corporation any person who has at anytime during the two years immediately preceding such cessation of employment, done business with, or engaged by, the Corporation. Provided that nothing in this clause shall prohibit seeking or procuring of orders or doing of business not related or similar to the business/businesses of the Corporation.

13. The employment of Mr. Wadia shall forthwith determine if he becomes insolvent or cease to be a Director of the Corporation. He shall cease to be a Director if the Agreement is terminated or he ceases to be employed as MD.

14. If Mr. Wadia found guilty of any misconduct or any breach of the Agreement which in the opinion of the Board may render his retirement from the office of MD, the Corporation may, by not less than 30 days' notice in writing to him, determine the Agreement and he shall cease to be MD of the Corporation upon the expiration of such notice.

15. Either party shall be entitled to terminate the Agreement by giving not less than six calendar months' prior notice in writing in that behalf to the other party; provided that the Corporation shall be entitled to terminate Mr. Wadia's employment at any time by payment to him of six months' basic salary in lieu of such notice.

16. If Mr. Wadia ceases to be MD of the Corporation, he shall be deemed to have resigned from the office of Director as and from the date of such cessation.

The Board will have the authority to vary/modify/amend any of the aforesaid terms and conditions provided such variation/modification/amendment is in conformity with the applicable provisions of the Act as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Approval of the Members is being sought by way of special resolution for approving the re-appointment of Mr. Wadia for five years and approving the payment of remuneration in excess of the limits prescribed under the Act in accordance with the first and second proviso of section 197 read with the first proviso of Part A of Section II of Part II of the Schedule V of the Act and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Regulation 17(6)(e) of the SEBI Listing Regulations requires the listed entity to obtain approval of the shareholders by way of special resolution for payment of annual remuneration to Promoter-Executive Director which exceeds Rs. 5 crores or 2.5% of the net profits of the listed entity, whichever is higher, or where there is more than one such Director, the aggregate annual remuneration to such Directors, exceeds 5% of the net profits of the listed entity.

Accordingly, the necessary special resolution for payment of remuneration to the Managing Director is set out herein.

The draft of the Agreement to be entered into by the Corporation with Mr. Wadia is available for inspection by the members at the Registered Office of the Corporation during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot.

Mr. Ness N. Wadia, Mr. Nusli N. Wadia and Mr. Jehangir N. Wadia, who are related to each other, are concerned or interested in the Special Resolution as it relates to the re-appointment and remuneration of Mr. Ness N. Wadia, as the Managing Director.

This may also be treated as an abstract of the terms of the Agreement between Mr. Ness N. Wadia and the Corporation when executed pursuant to Section 190 of the Act.

Additional Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

I. General Information:

- (i) Nature of Industry: The Corporation is a multi-product and multi divisional organisation with diverse business interests viz. Plantations (Tea), Auto Electric Components, Healthcare.
- (ii) Date or expected date of commencement of commercial production: The Corporation was incorporated on 4 September 1863 and commercial production has commenced over 155 years ago.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- (iv) Financial performance based on given indicators: As per published audited financial results for the year ended 31st March 2025 and for the quarter ended 31st December 2025.
- (v) Foreign investments or collaborations, if any: The Corporation has substantial interests outside India in the form of investments in/by its foreign subsidiaries and the Corporation's 100% subsidiary in Singapore is engaged in the activities of horticulture, landscaping and decorative plants.

II. Information about the appointee:

(i) Background details:

Mr. Ness N. Wadia, 54, is M.Sc in Engineering Business Management (Warwick University, UK). is a third-generation industrialist of the Wadia Group with over three decades of cross-sector leadership across textiles, real estate, FMCG, specialty chemicals, healthcare, education, and sports. He brings deep operational grounding, long-term governance experience, and sustained institutional stewardship across listed companies and philanthropic trusts.

(ii) Past Remuneration:

Financial Year	Amount including Retirals (Rs. in Lakh)
2025-26 (upto 31 st January, 2026)	626.57
2024-25	762.29
2023-24	692.99

(iii) Recognition or Awards:

Mr. Wadia was featured on the cover of India Today (2007–08) as one of India's leading young entrepreneurs and has addressed premier academic institutions, including IIT Bombay.

(iv) Job Profile and suitability:

Mr. Ness N. Wadia is a part of the Senior Management responsible for the operations and affairs of the Corporation. He has been actively involved with the various businesses of the Wadia group in general and in particular, with the day to day business affairs of the Corporation for the past fifteen years.

Mr. Wadia has played an important role in restructuring and consolidating the operations of the Corporation and leads business verticals of the Corporation, viz. Plantation, Healthcare and Auto Electric components.

(v) Remuneration proposed: As detailed in Explanatory Statement forming part of this Notice.

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Corporation, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration paid/ proposed to be paid to Mr. Wadia is commensurate with the remuneration package paid to similar senior level appointees in other comparable companies and has been recommended by the Nomination & Remuneration Committee at its meeting held on 11th February 2026 and approved by the Board.

(vii) Pecuniary relationship directly or indirectly with the Corporation or relationship with the managerial personnel, or other director, if any:

Mr. Wadia does not, directly or indirectly have any other material pecuniary relationship with the Corporation, except to the extent of his remuneration and his shareholding in the Corporation. Mr. Wadia holds 21,600 shares in the Corporation.

III. Other Information:

(i) **Reasons of loss or inadequate profits:**

During the financial year 2024-25, the Tea business performance was better than previous year due to improved operations performance and better price realisations, despite lower production output lower than planned on account of unfavourable weather conditions, escalating wages and input costs. Discontinuation of operations at Singampatti also contributed to better financial performance.

The Electromags Division experienced pressure on profitability due to increased input costs and customer resistance to increase prices in line with increased input costs, particularly from OEMs.

The Healthcare Division delivered better profitability than previous year despite reduced demand for alloy products due to steep increase in silver prices.

Although profits have yet to reach the desired level, the reduction in losses over the period indicates an improvement in overall performance.

(ii) **Steps taken or proposed to be taken for improvement:**

To address these challenges, the Corporation has undertaken several initiatives aimed at strengthening operations and improving margins. In the Tea business, measures are being implemented like a well-diversified portfolio of various categories of tea, both conventional and organic, to cater to different markets, scope to improve the harvesting cycle by mechanization and deployment of additional man- days, automation in factories to reduce costs and improve product safety and quality etc.

The Electromags Division is focusing on new product development and organic growth of existing products, while diversification plans are under consideration to expand business potential.

(iii) **Expected increase in productivity and profits in measurable terms:** The Corporation anticipates a measurable improvement in productivity through cost efficiencies. Subject to stable market conditions, profitability is expected to be improved during the year.

(iv) Mr. Ness N. Wadia is not debarred or disqualified from continuing to act as a director of companies by SEBI, MCA or any other statutory authority.

Mr. Ness N. Wadia is interested in the resolution since it relates to his re-appointment and remuneration payable to him. None of the Directors/Key Managerial Personnel of the Corporation and their relatives are concerned or interested, financially or otherwise, in the Special Resolution except Mr. Nusli N. Wadia, Chairman and Mr. Jehangir N. Wadia, Director of Corporation and their relatives, who are related to each other, to the extent of their shareholding,

The Board recommends the Special Resolution set out in this Postal Ballot Notice for approval by the Members

By Order of the Board of Directors
For **The Bombay Burmah Trading Corporation Limited**

Gandhali Upadhye
Company Secretary & Compliance Officer

Regd. Office:
9, Wallace Street, Fort, Mumbai 400001
CIN : L99999MH1863PLC000002
Email : investorservices@bbtcl.com
Website : www.bbtcl.com
Tel no. : +91 22 22197101
Mumbai; 13th February, 2026

ANNEXURE II TO THE NOTICE

Brief resume and other details of Director proposed to be appointed as Director as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 on General Meetings:

Mr. Ness N. Wadia (“Mr. Wadia”) is a third-generation industrialist of the Wadia Group with over three decades of cross-sector leadership across textiles, real estate, FMCG, specialty chemicals, healthcare, education, and sports. He brings deep operational grounding, long-term governance experience, and sustained institutional stewardship across listed companies and philanthropic trusts.

Mr. Ness N. Wadia (“Mr. Wadia”) did his Master’s Degree in Science (M.Sc.) of Engineering Management from the University of Warwick. He has extensive experience in leading operations of large organisations and possesses expertise in developing and implementing business strategies for the companies.

Mr. Wadia, currently serves as the Chairman of National Peroxide Limited and Naperol Investments Limited and Director on boards of Wadia Group companies including Britannia Industries Limited, The Bombay Dyeing and Manufacturing Company Limited.

Mr. Wadia is the owner/promoter of TGL Co. (The Good Life Company), now wholly owned by him following strategic investment and acquisition.

He is also a co-owner of the Punjab Kings (IPL) and the St Lucia Zouks (CPL), reflecting his participation in global sports franchise ownership.

Mr. Wadia, is also a member on the Board of the Wadia Hospitals; and Trustee of Sir Ness Wadia Foundation, Britannia Nutrition Foundation.

He founded Rishaya Creations, a social enterprise empowering rural women artisans, and supports social entrepreneurship as a Board Member of the School for Social Entrepreneurs India. He also supports underprivileged and orphaned children through structured initiatives, including NamMyohoDaan.

Other details as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are:

Age	54 years
Experience (including expertise in specific functional area) / Brief Resume	Industrialist having rich business experience

Terms and Conditions of re-appointment	Refer Annexure I of Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	Rs 626.57 lacs (from 1 st April, 2025 to 31 st January, 2026)
Remuneration proposed to be paid	Refer Annexure I of Explanatory Statement
Date of first appointment on the Board	28 April 2010
Shareholding in the Corporation as on Postal Ballot Notice date (including shareholding as beneficial owner)	21,600 Equity shares of Rs. 2 each
Relationship with other Directors/ Key Managerial Personnel	Mr. Ness N. Wadia is related to Mr. Nusli N. Wadia (Father), Jehangir N. Wadia (Brother) and is not related to any other Director/Key Managerial Personnel of the Corporation
Number of meetings of the Board attended during the financial year 2025-2026 (upto 31 st January, 2026)	4 (Four)
Directorships of other Boards as on Postal Ballot Notice Date (excluding The Bombay Burmah Trading Corporation, Limited)	<p><u>Public Companies:</u></p> <ul style="list-style-type: none"> • The Bombay Dyeing and Manufacturing Company Limited • Britannia Industries Limited • Go Airlines (India) Limited (Under Liquidation) • Naperol Investments Limited • National Peroxide Limited <p><u>Private Companies:</u></p> <ul style="list-style-type: none"> • Virtual Education Network Private Limited • K.P.H. Dream Cricket Private Limited • Go Investments & Trading Private Limited • Nitapo Holdings Private Limited • Rishaya Creations Private Limited • Cosmos Leonis Private Limited

	<p><u>Foreign Companies:</u></p> <ul style="list-style-type: none"> • Island Hort-Tech Holdings Pte Ltd • Leila Lands SB, Malaysia • Island Landscape & Nursery Pte Ltd • Strategic Foods International Co. (LLC), Dubai <p><u>Section 8 Companies:</u></p> <ul style="list-style-type: none"> • School for Social Entrepreneurs India • Nammyoho Daan Foundation • Patricia Keelan Foundation
<p>Directorship of Listed Company from which resigned in last three years.</p>	<p>Nil</p>
<p>Membership/ Chairmanship of Committee of other Boards as on Postal Ballot Notice Date</p>	<ul style="list-style-type: none"> • The Bombay Dyeing and Manufacturing Company Limited <ul style="list-style-type: none"> ○ Audit Committee – Member ○ Corporate Social Responsibility Committee -Chairman ○ Strategic Committee- Member ○ Investment Committee – Member ○ Rights Issue - Member • Britannia Industries Limited <ul style="list-style-type: none"> ○ Audit Committee – Member ○ Finance Committee – Member ○ Strategy and Innovation Steering Committee- Member ○ Corporate Social Responsibility Committee -Chairman ○ Nomination and Remuneration Committee - Member • Go Airlines (India) Limited (Under Liquidation) <ul style="list-style-type: none"> ○ Audit Committee – Member ○ Stakeholders Relationship Committee – Member ○ Corporate Social Responsibility Committee - Member ○ Finance Committee - Member • Naperol Investments Limited <ul style="list-style-type: none"> ○ Nomination and Remuneration Committee – Member ○ Corporate Social Responsibility Committee -Chairman

	<ul style="list-style-type: none">• National Peroxide Limited<ul style="list-style-type: none">○ Nomination and Remuneration Committee – Member○ Corporate Social Responsibility Committee -Chairman
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By Order of the Board of Directors
For **The Bombay Burmah Trading Corporation Limited**

Gandhali Upadhye
Company Secretary & Compliance Officer
FCS No. 10368

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9, Wallace Street, Fort, Mumbai 400001
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Mumbai; 13th February, 2026