

BOMBAY TALKIES LIMITED

CIN: L65990MH1984PLC033919

Registered office :

201, Nav Neelam Building, A Wing, 2nd Floor, 108, Worli Sea face Road,
Mumbai 400018

Website : bombaytalkiesltd.com

Email : btl.invstcomp@rediffmail.com Phone: +91-9167368889

NOTICE

NOTICE is hereby given that:

The 37th Annual General Meeting of the Members of Bombay Talkies Limited will be held on Thursday, 30th September, 2021 at 11.00 a.m. at the Registered Office of the Company at 201, Nav Neelam Building, A Wing, 2nd Floor, 108, Worli Sea face Road, Mumbai 400018 to transact the following businesses: -

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2021 and the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Boards of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dharmesh Kotak (holding DIN : 06642157) who retires by rotation in term of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

AS SPECIAL BUSINESS

3. **Appointment of Ms. Vandana Gupta (DIN: 00013488) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] Ms. Vandana Gupta (DIN: 00013488) as a Director of the Company in the category of Independent Non-Executive Director of the Company for the period of 5 years with effect from 25th March 2021 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company”.

4. **Appointment of Ms. Gunjan Mittal (DIN: 03592398) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] Ms. Gunjan Mittal (DIN: 03592398) as Director of the Company in the category of Independent Non-Executive Director of the Company for the period of 5 years with

effect from 25th March 2021 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company”.

5) Re-appointment of Ms. Taniya Ravindra Kolhatkar (DIN- 09299839) as Independent Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

“**RESOLVED THAT**, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Meeting hereby approves the re-appointment of Ms. Taniya Ravindra Kolhatkar (DIN- 09299839) as a Director of the Company with effect from 30th September, 2021, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

By Order of the Board

Sd/-
(Nikhil Munna Lodh)
Executive Director
DIN: 07857458

Place : Mumbai
Dated :3rd September 2021

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, 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 member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy such person shall not act as a proxy for any person or shareholder.

2. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2021 to 30.09.2021 (both days inclusive) for determining the name of Members eligible for dividend on equity shares if declared at the meeting.
4. Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the Company’s Registrar and Share Transfer Agents before the closure of the Register of Members for registration

5. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members holding shares in physical form and wishing to make / change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may submit the prescribed particulars in Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), to the Company
7. Electronic copy of the Annual Report, Notice of the Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956), a member desirous of obtaining any information concerning the accounts and operation of the Company is requested to send his queries to the Company at least 7 days before the date of the meeting, so that the information required by the member is made available at the meeting.
9. In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with the Company's RTA or with the Company at email id Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant.
10. Members are requested to bring their copy of Annual Report to the Meeting. A member desirous of getting any information with regard to Accounts of the Company is requested to send the queries to the Company at least 10 days before the meeting to the Company Secretary at the Registered Office of the Company.
11. Members are requested to mention their Folio Number/ Client ID/DP ID Number (in case of shares held in dematerialized form) in all their correspondence with the Company / Depository Participant in order to facilitate response to their queries promptly.
12. Members who are holding shares of the Company in physical form through multiple folios in identical order of names are requested to write to the Company, enclosing their share certificates, to enable the Company to consolidate their holdings in one folio.
13. Ministry of Corporate Affairs vide its circular no.17/2011 dated 21/04/2011 & 18/2011 dt.29/04/2011 has taken Green Initiative in the Corporate Governance by allowing the companies to send various notices/documents including audited financial results, directors report, auditors report, general meeting notices to the members through electronic mode to the registered email addresses of the shareholders.
Members are therefore requested to register their email addresses with the Company and also keep a note to inform any change in your email address.
As per SEBI's circular in respect of transaction involving transfer of shares in physical form of a listed company, it is mandatory for the transferee(s) to furnish copy of PAN card for registration of transfer of Shares.
14. 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.

Details of Director Seeking Re-Appointment/Appointment at the Annual General Meeting

Name	Dharmesh Kotak
Date of Birth	31.05.1975
Directors Identification Number (DIN)	06642157
Age	46
Qualification	Graduate
Expertise in Specific Area	Finance
Date of first Appointment on Board of the Company	15-04-2017
List of Directorship held in other companies	1
Membership/Chairmanships of Audit & stakeholders relationship committees	Yes

15. Members may note that the Notice of the Meeting will be available on the Company's website www.esquiremoneyguarantees.com. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Meeting.
16. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the Meeting and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the registered office from the date of dispatch of the Notice till the date of the Meeting on all working days, except Saturdays, from 10:00 A.M to 12:00 Noon.
17. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure - A to this Notice.
18. Voting through Electronic Means:
- i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19 March 2015 and Regulation 44 of Listing Obligations and Disclosure Requirements Regulations, 2015 the Company is pleased to provide to the members, the facility of voting by electronic means in respect of business to be transacted at the Meeting which includes the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") and the same will be provided by Central Depository Services (India) Limited (CDSL).
 - ii. The facility of voting through ballot or polling paper shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting.
The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
 - iii. The remote e-voting period commences on 27th September, 2021 (9.00 A.M. IST) and ends on 29th September, 2021 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on 23rd September, 2021 ('Cut-off date') may cast their vote

electronically. The remote e-voting module shall be disabled by CDSL for voting on 29th September 2021 after 5.00 P.M. IST. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

- iv. K Sonee & Company, Practising Company Secretary, Cop. No. 14302 (Mr. Kaushik Sonee FCS, Membership No. 7921) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

1. The voting period begins on 27th September, 2021 (9.00 A.M. IST) and ends on 29th September, 2021 (5.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on 23rd day of September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com.
4. Click on Shareholders.
5. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

9. After entering these details appropriately, click on "SUBMIT" tab.;
10. Members holding shares in physical form will then directly reach the Company selection screen.
 However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
 Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for evoting through CDSL platform. It is strongly recommended

not to share your password with any other person and take utmost care to keep your password confidential.

11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant "BOMBAY TALKIES LIMITED" on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
18. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

[EXPLANATORY STATEMENT IN PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013]

Item No.3:

The Board of Directors Ms. Vandana Gupta as an additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from March 25, 2021 subject to approval of the Members of the Company.

In terms of Section 160 of the Companies Act, 2013, the Board Governance, Nomination and Composition Committee and the Board have recommended the appointment of Ms. Vandana Gupta as an Independent Director pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Ms. Vandana Gupta to be appointed as Independent Director of the Company.

The Company has received a declaration from Ms. Vandana Gupta confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Ms. Vandana Gupta's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board Ms. Vandana Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company and is Independent of the management.

Except Ms. Vandana Gupta and/or her relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution proposing the appointment of Ms. Vandana Gupta as an Independent Director of the Company, as set out in Item No. 3 for approval of the Members by way of an Ordinary Resolution.

Information required to be provided under the SEBI LODR 2015 regarding the director who is proposed to be appointed/reappointed is as below:

Name of the Director	Ms. Vandana Gupta
Age	39 years
Date of Birth	08/08/1981
Qualifications	Graduate
Nature of his expertise in specific functional area	She has more than 5 years of experience
Disclosure of relationships between director specific inter-se	Nil
Name of listed entities in which he holds the directorship and the board committee memberships	6
Shareholding in the company	Nil

Item No.4:

The Board of Directors Ms. Gunjan Mittal as an additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from March 25, 2021 subject to approval of the Members of the Company.

In terms of Section 160 of the Companies Act, 2013, the Board Governance, Nomination and Composition Committee and the Board have recommended the appointment of Ms. Gunjan Mittal as an Independent Director pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Ms. Gunjan Mittal to be appointed as Independent Director of the Company.

The Company Has received a declaration from Ms. Gunjan Mittal confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Ms. Gunjan Mittal's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board Ms. Gunjan Mittal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company and is Independent of the management.

Except Ms. Gunjan Mittal and/or her relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution proposing the appointment of Ms. Gunjan Mittal as an Independent Director of the Company, as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution.

Information required to be provided under the SEBI LODR 2015 regarding the director who is proposed to be appointed/reappointed is as below:

Name of the Director	Ms. Gunjan Mittal
Age	33 years
Date of Birth	03/10/1987
Qualifications	Graduate
Nature of his expertise in specific functional area	She has more than 5 years of experience
Disclosure of relationships between director specific inter-se	Nil
Name of listed entities in which he holds the directorship and the board committee memberships	1
Shareholding in the company	Nil

Item No. 5

The Members of the Company on 3rd September, 2021 approved the appointment of Ms. Taniya Ravindra Kolhatkar as Additional Director of the Company till ensuing Annual General Meeting.

The Board of Directors of the Company ('the Board') at the meeting held on 3rd September, 2021, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Ms. Taniya Ravindra Kolhatkar as Independent Directors of the Company with effect from 30th September, 2021, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015') (SEBI LORD, 2015), as set out in the Resolutions relating to their respective re-appointment.

Consent of the Members by way of Special Resolution is required for re-appointment of Ms. Taniya Ravindra Kolhatkar, in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the Listing Regulations 2015, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director. The Special Resolutions under Item Nos. 3, once passed, shall also be deemed as your approval under the Listing Regulations 2015, for continuation of Ms. Taniya Ravindra Kolhatkar as Independent Directors

Information required to be provided under the SEBI LODR 2015 regarding the director who is proposed to be appointed/reappointed is as below:

Name of the Director	Ms. Taniya Ravindra Kolhatkar
Age	29 years
Date of Birth	16/05/1992
Qualifications	Graduate
Nature of his expertise in specific functional area	She has more than 7 years of experience in marketing/management field
Disclosure of relationships between director specific inter-se	Nil
Name of listed entities in which he holds the directorship and the board committee memberships	Nil
Shareholding in the company	Nil