

BHARATI DEFENCE AND INFRASTRUCTURE LIMITED

CIN: L61100MH1976PLC019092

Registered Office: Offi-1001 Quantum Tower, Off S.V., Road, Ram Baug, 400064, Mumbai, Malad West, Maharashtra, India, 400064

E-mail: ygkrishna@bharatidefence.com

NOTICE OF THE FORTY EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty Eighth (48th) Annual General Meeting ('AGM') of **BHARATI DEFENCE AND INFRASTRUCTURE LIMITED** will be held on **Tuesday, September 30, 2025 at 11.00 a.m. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')** to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.

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

RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. Re-appointment of A K KOCCHAR & ASSOCIATES as the Statutory Auditors 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, A K KOCCHAR & ASSOCIATES (Firm Registration No. 0120410W be and are hereby reappointed as the Statutory Auditors of the Company, to hold office for a term of 5 year from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 53rd AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS

3. TO APPOINT SECRETARIAL AUDITOR AND IN THIS REGARD

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

“RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), C.B Jain & Associates (Firm Registration Number 13973) be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 consecutive years, from April 01, 2022 to March 31, 2027 (‘the Term’), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board).

4. REGULARIZATION OF APPOINTMENT OF MR. SATYANARAYAN PARASHAR (DIN: 02583054) AS AN INDEPENDENT DIRECTOR:

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Satyanarayan Parashar (DIN: 02583054), who was appointed as an Independent, Additional Director of the Company by the Board of Directors vide circular resolution dated January 06, 2025 effective from January 06, 2025, whose term of office expires at this Annual General Meeting (‘AGM’) and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from January 06, 2025.”

5. REGULARIZATION OF APPOINTMENT OF MR. RAHUL MITTAL (DIN: 10898208) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rahul Mittal (DIN: 10898208), who was appointed as an Independent, Additional Director of the Company by the Board of Directors vide circular resolution dated January 06, 2025 effective from January 06, 2025, whose term of office expires at this Annual General Meeting (‘AGM’) and who has submitted a declaration that he meets the criteria for

independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from January 06, 2025.”

Sd/-

By the order of Board of directors
For Bharati Defence and Infrastructure Private Limited

Sandeep Omprakash Agarwal
Managing Director
DIN: 01295136

Date: 14th August, 2025
Place: Mumbai

NOTES:

- a) The Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of Item Nos. 6 & 7 of the accompanying Notice, is annexed hereto. Further, disclosures in relation to Item Nos. 4 & 5 of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and ‘Secretarial Standard 2 on General Meetings’ issued by the Institute of Company Secretaries of India (“SS-2”) forms an integral part of this Notice.
- b) Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject (“MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject (“SEBI Circulars”), have permitted to conduct the Annual General Meeting (“AGM”) virtually, without physical presence of Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 48th AGM of the Company is being held virtually.

The Notice convening this AGM along with the Integrated Annual Report for FY25 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this AGM and Integrated Annual Report for FY25 will also be available on the Company’s website <https://bdil.co.in/>, website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting, Record Date etc.

- c) Since this AGM is held through Video Conference/Other Audio Visual Means (“VC/OAVM”), route map to the venue is not required and therefore, the same is not annexed to this Notice.
- d) Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on 30th August, 2025 (“Cut-off date”) may join the AGM anytime 30 minutes before the scheduled time by following the procedure outlined in the Notice. A person who is a Member as on the Cut-off date shall be eligible to attend and vote on resolutions proposed at the AGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only.
- e) Attendance through VC/OAVM is restricted and hence, Members shall be eligible to join the meeting on first- come-first-serve basis. However, attendance of Members holding more than 2% of the paid-up equity share capital, Institutional investors, Directors, Key Managerial Personnel, and Auditors will not be restricted on first- come-first- serve basis.
- f) **Appointment of Proxy and Attendance Slip:**

Since the 48th AGM is being held through VC/OAVM in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the 48th AGM, and therefore, proxy form and attendance slip are not annexed to this Notice.

g) Record Date:

Members may kindly note that **30th August, 2025** has been fixed as the “Record Date” to determine entitlement of Members for the Financial Year 2024-25, if approved at the AGM.

h) Mandatory updation of PAN, KYC, Nomination and Bank details by Members:

Members holding shares in physical form

1. Members holding shares in physical form are requested to note that in terms of Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company’s Registrar and Share Transfer Agent (‘RTA’) for assistance in this regard.
2. SEBI vide its Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature (“KYC”).
3. Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH- 13 (available on the Company’s website at <https://bdil.co.in/>) to update KYC and choice of Nomination (in case the same are not already updated), to [.] the Company’s Registrar and Share Transfer Agent. Alternatively, Members may send digitally signed copy of their documents by email at info@bharatidefence.com or upload on their web portal.
4. Members holding shares in demat mode are requested to update their details with their Depository Participants at the earliest.
5. Members may further note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8
6. dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on

7. Company's website at <https://bdil.co.in/>. It may be noted that any service request can be processed only after the folio is KYC compliant.

i) E-voting:

- In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company has extended the facility of voting through electronic means including 'Remote e-voting' (e-voting other than at the AGM) to transact the business mentioned in the Notice convening the 48th AGM.
- Necessary arrangements have been made by the Company to facilitate 'Remote e-voting' as well as e-voting at the aforementioned AGM. Members shall have the option to vote either through remote e-voting (during the remote e-voting window) or at the AGM.
- Voting rights of Members shall be reckoned on the paid-up value of equity shares registered in their name as on the Cut-off date.
- Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM, as the case may be.
- The procedure for e-voting on the day of the AGM is identical to Remote e-voting instructions as outlined in this Notice.
- Any person who becomes a Member of the Company after dispatch of the Notice and holds equity shares as on the Cut-off date can vote by following the procedure for e-voting, as outlined in the Notice.
- NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Shareholders holding securities in demat mode who acquire shares and become Member after the notice is sent through e-mail and holding shares as of the Cut-off date may follow steps mentioned in the Notice.
- Members present at the 48th AGM and who have not cast their vote on resolutions set out in the Notice convening the AGM through remote e-voting and who are not otherwise barred from doing so, shall be allowed to cast their vote through e-voting facility during the AGM.
- However, Members who have exercised their right to vote during the Remote e-voting period may attend the AGM but shall not be entitled to cast their vote again.
- Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again.

- Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail.
- In case of joint holders attending the 48th AGM, only such joint holder who is higher in the order of names as per the Company's records, will be entitled to cast vote.

j) Inspection of documents:

The statutory registers maintained under Section 170 and Section 189 of the Act and other documents referred in the Notice convening this AGM shall be made available for inspection by Members during the remote e-voting period and during the proceedings of the 48th AGM. Members may seek inspection of documents by accessing to the NSDL e-voting platform at <https://www.evoting.nsdl.com> during the aforementioned period.

k) Speaker registration/facility for non-speakers:

Process:

Registration as speaker at the AGM

Members who wish to raise query at the AGM may register themselves as 'Speaker' by sending request to the said effect from their registered e-mail address, to e-mail ID: vgkrishna@bharatidefence.com quoting their name, DP Id. and Client Id./Folio number, on or before 26th September, 2025.

Facility for non-speakers

Members who wish to obtain any information on the Integrated Annual Report for FY25 or have questions on the financial statements and/or matters to be placed at the 48th AGM, may send a communication from their registered e-mail address to the e-mail Id vgkrishna@bharatidefence.com quoting their name, DP Id. and Client Id./Folio number, on or before 26th September, 2025.

The Company reserves the right to restrict the number of questions and/or number of speakers during the AGM, depending upon availability of time and for smooth conduct of the meeting. However, the Company will endeavour to respond to the questions which have remained unanswered during the meeting to the respective shareholders.

l) Declaration of results of voting:

After conclusion of the meeting, the Scrutinizer will submit the report on votes cast in favour or against and invalid votes, if any, to the Chairman or any other person authorized by him, who shall countersign the same, and the result of the voting will be declared within the time stipulated under the applicable laws.

The voting results along with the Scrutinizer's report, will be hosted on the Company's website, <https://bdil.co.in/>, website of NSDL, [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/), displayed on the Notice Board of the Company at the Registered Office and will be simultaneously forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3 - Appointment of C.B. Jain & Associates, Practicing Company Secretaries as Secretarial Auditors and fix their remuneration

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on 14th August, 2025 have approved subject to approval of Members, appointment of C.B. Jain & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: 13973) as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2022 till March 31, 2027.

C.B. Jain & Associates (Firm Registration Number: 13973), a Secretarial Audit Firm, established in the year 2010, is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws & taxation, Securities law including Corporate Governance & CSR, Capital markets, RBI, etc. Over the years, C.B. Jain & Associates has built a diverse client base and has served over 100 Corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

The firm is Peer reviewed and Quality reviewed in terms of the guidelines issue by the ICSI.

C.B. Jain & Associates, has been the Secretarial Auditors of the Company from FY23 and as part of their Secretarial audit they have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date.

Item no. 4 -Regularization of Appointment of Mr. Satyanarayan Parashar (DIN: 02583054) as an Independent Director

Based on the recommendations of the Nominations and Remuneration Committee, the Board of Directors of the Company vide Circular Resolution dated January 06, 2025 had appointed Mr. Satyanarayan Parashar (DIN: 02583054) as an Independent, Additional Director of the Company for a term of 5(Five) years, which is effective from January 06, 2025 after the approval/ NOC from Central Government for the said appointment.

Profile of Mr. Satyanarayan Parashar:

Mr. Satyanarayan Parashar, 52 years is a Semi-Qualified Chartered Accountant by qualification.

Mr. Satyanarayan Parashar has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Satyanarayan Parashar fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and he is an independent of the

management.

Other details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Therefore, approval of the shareholders is sought by way of an Ordinary resolution for the appointment of Mr.Satyanarayan Parashar as an Independent Director of the Company for a period of 5 years commencing from January 06, 2025.

Name of Director	Mr. Satyanarayan Parashar
DIN	02583054
Date of Birth and Age	20 th October 1972, 52 Years
A brief resume, Qualification(s), Experience and Nature of her expertise in specific functional areas, Recognition or awards	As mentioned in explanatory statement above
Details of remuneration sought to be paid	Sitting Fees and Commission (if any).
Details of the remuneration last drawn by such person (FY 2024-25)	Sitting fees paid as per mutual Consent
Date of first appointment on the Board	January 06, 2025
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended during	3 meetings of Board attended post his appointment

FY 2024-25				
Other Directorships		Sr. No	Name Of Companies	Designation
		1	Young India Insurance Brokers Private Limited	Director

Item No 5. - Regularization of Appointment of Mr. Rahul Mittal (DIN: 10898208) as an Independent Director

Based on the recommendations of the Nominations and Remuneration Committee, the Board of Directors of the Company vide Circular Resolution dated January 06, 2025 had appointed Mr. Rahul Mittal (DIN: 10898208) as an Independent, Additional Director of the Company for a term of 5 (Five) years, which is effective from January 06, 2025 after the approval/ NOC from Central Government for the said appointment.

Profile of Mr. Rahul Mittal:

Mr. Rahul Mittal, 59 years is a BE Mechanical and MBA Marketing by qualification.

Mr. Rahul Mittal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Rahul Mittal fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Directors and he is an independent of the management.

Other details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Therefore, approval of the shareholders is sought by way of an Ordinary resolution for the appointment of Mr. Rahul Mittal as an Independent Director of the Company for a period of 5 years commencing from January 06, 2025.

Name of Director	Mr. Rahul Mittal
DIN	01173236
Date of Birth and Age	27 th June 1966, 59 Years
A brief resume, Qualification(s), Experience and Nature of her expertise in specific functional areas, Recognition or awards	As mentioned in explanatory statement above
Details of remuneration sought to be paid	Sitting Fees and Commission (if any).
Details of the remuneration last drawn by such person (FY 2024-25)	Sitting Fees paid as per mutual Consent.
Date of first appointment on the Board	January 06, 2025
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
The number of Meetings of the Board attended	3 meetings of Board attended post his appointment
During FY 2024-25 Other Directorships	Non

Registered Office :
Office No 1001 Quantum Tower
Off S.V. Road, Ram Baug, Malad
West, Mumbai, Maharashtra,
India, 400064.
Tel.: +91 22 2883 0262
Email: info@bharatidefence.com
Website: www.bdil.co.in

By the order of Board of directors
For Bharati defence and Infrastructure Private Limited

Sandeep Omprakash Agarwal
Managing Director
DIN: 01295136

Date: 14th August, 2025
Place: Mumbai

Summary of Corporate Insolvency Resolution Process and Liquidation Process

The Company was under Corporate Insolvency Resolution Process (“CIRP”) and thereafter NCLT had passed the order of Liquidation. Also, application for CIRP was filed by Edelweiss Asset Reconstruction Limited (EARCL) a Financial Creditor of the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 (“IBC, 2016”). The Financial Creditor's petition to initiate the CIRP was admitted by the Hon'ble National Company Law Tribunal (“NCLT”), Mumbai Bench, Mumbai by vide Order dated June 6, 2017 and appoint Mr. Dhinal Shah as Resolution Professional of Ernst & Young.

Thereafter, the Hon'ble National Company Law Tribunal (“NCLT”), Mumbai Bench, vide its order dated January 14, 2019, directed the liquidation of the Company under Regulation 32(b) and 32(e) of the IBBI (Liquidation Process) Regulations, 2016, and appointed Mr. Vijay Kumar Iyer of Deloitte as the Liquidator. Pursuant to the said order, the Corporate Debtor was sold as a going concern in the manner prescribed under Chapter III, Part II of the Insolvency and Bankruptcy Code, 2016.

Further, the Liquidator of the Corporate Debtor has filed the application in accordance with Section 60(5) of Insolvency & Bankruptcy Code, 2016 read with Regulations 32 and 32A of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 and Rule 11 of the National Company Law Tribunal Rules, 2016. The Hon'ble National Company Law Tribunal (“NCLT”), Mumbai Bench, has approved the application of sale of the Corporate Debtor as a whole on a going concern basis vide its order dated 29th April, 2024, where the company Hind Simulation Training Private Limited (“Successful Bidder”) who has bided and purchased the Corporate Debtor as on-going concern.

Thereafter, the Hon'ble National Company Law Tribunal (“NCLT”), Mumbai Bench, passed the order for Closure of Liquidation by vide order dated January 14, 2025, in accordance with regulation 45(3)(a) of IBBI (Liquidation process) Regulation.

As per the sale Certificate issued by the liquidator Hind Simulation Training Private Limited is the Successful Bidder and owner of the Company. So accordingly we are conducting 48th Annual General Meeting after 8 years.

Registered Office :
Office No 1001 Quantum Tower
Off S.V. Road, Ram Baug, Malad
West, Mumbai, Maharashtra,
India, 400064.
Tel.: +91 22 2883 0262
Email: info@bharatidefence.com
Website: www.bdil.co.in

Roadmap of the Company's Registered Address



