

NOTICE

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the Members of Brahmaputra Infrastructure Limited will be held on Wednesday, December 30, 2020 at 12:00 Noon (IST) through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt –

- a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, along with the report of the Board of Directors' and Auditors' thereon;
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, along with the report of the Auditors thereon.

2. To appoint a Director in place of Mr. Raktim Acharjee, WholeTime Director, (DIN: 06722166), who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors for a term of 5 years

To consider and if thought fit to pass with or without modification(s) the following resolution as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force) and on the recommendation of the Audit Committee and the Board of Directors, M/s Goyal Nagpal & Co, Chartered Accountants (Firm Registration No.018289C), be and are hereby appointed as Statutory Auditors of the Company, in place of the resigning auditors M/s Naveen Atmaram Garg & Co, Chartered Accountants (Firm Registration No. 324383E), to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Twenty Seventh (27th) AGM to be held in the year 2025, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

SPECIAL BUSINESS :

4. Appointment of Mr. Lalit Kumar as an Independent Director

To consider and, if thought fit, to pass the following resolution as **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Lalit Kumar, (DIN 07990864) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 01, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 73 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Lalit Kumar, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who

is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing May 01, 2020 to May 01, 2025, be and is hereby approved.”

5. Ratification of Remuneration Payable to M/s Gurvinder Chopra & Co., Cost Auditors of the company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”), remuneration of Rs. 60,000/- Per Annum (Rupees Sixty Thousand only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses on actual basis, to M/s. Gurvinder Chopra & Co., Cost Accountants (Firm Registration Number 100260) who have been appointed by the board as Cost Auditor of the company to conduct the audit of cost records of the company for the financial year ended March 31, 2021 be and is hereby confirmed, ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and to do all such acts, deeds and things as may be necessary, proper and expedient to give effect the above resolution.”

By order of Board of Directors Company
For Brahmaputra Infrastructure Limited

Place: New Delhi

Date: 27.11.2020

Vivek Malhotra

Company Secretary & Compliance Officer

M. No. : A31861

NOTES:

1. **AGM through VC or OAVM:** In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 14 and available at the company’s website www.brahmaputragroup.com.
2. **Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
3. **Instruction for Members regarding Proxy(s):** Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice.

4. **Dispatch of Annual Report through Electronic Mode & Participation in AGM:** In compliance with aforesaid MCA Circulars and SEBI circular, Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website www.brahmaputragroup.com; website of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
5. **Instruction for Authorized Representative:** Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to cs@brahmaputragroup.com with copies marked to its RTA at enotices@linkintime.co.in
6. **Quorum:** Members attending the meeting through VC/ OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. **Registrar & Share Transfer Agents and Depository Participant:** Members holding Shares in physical mode are requested to intimate changes in their address, bank details, ECS mandate, nomination, power of attorney, change in name/ address etc. to Link Intime India Private Limited, Registrar and Share Transfer Agents (RTA) of the Company located at Noble Heights, 1st Floor, Plot NH2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi 110058. Members holding Shares in electronic mode are requested to send the intimation for change of address, bank details, ECS mandate, nomination, power of attorney, change in name/ address etc. to their respective Depository Participants, any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
8. **Nomination Facility:** Members holding shares in the physical form and desirous of making / changing nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Link Intime India Private Limited, who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.
9. **Book Closure:** Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, December 24, 2020 to Wednesday, December 30, 2020 (both days inclusive) for the purpose of AGM.
Go Green Initiative: Members holding shares in physical mode are requested to take the benefits of dematerialization of their shares by approaching to any of the Depository Participants. Members may please also note that pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and SEBI Circular dated 3 December 2018 w.e.f. 1 April 2019, except in case of transmission or transposition of securities, all requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with any of the Depository.
10. **Consolidation of Multiple Folios:** Members who hold Shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.
11. **Mandatory PAN Submission:** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited.

12. **Inspection by Members:** The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred in the Notice will be available for inspection in electronic mode. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 10 (ten days) days before the date of the Meeting, so as to enable the Company to keep the information ready.
13. **Subsidiary Accounts:** In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the Company on making requisition to the Company Secretary or email at cs@brahmaputragroup.com.

A Statement containing the salient features of the financial statement of subsidiaries forms part of the Annual Report of the Company. The audited financial statements will be available for inspection on the website of the Company www.brahmaputragroup.com.

14. **Voting through electronic means (Remote E-Voting or E-Voting):**
- i) In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard-2 on General Meeting and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing the facility of “remote e-voting” and “e-voting” to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged services of Link Intime India Private Limited, Registrar and Transfer Agent.
 - ii) The members who have not cast their vote on resolutions through remote e-voting would be given a facility to cast their vote through e-voting during the AGM by clicking the link, <https://instameet.linkintime.co.in>.
 - iii) Registration of Email ID and Bank Account details for E- Voting/Remote E Voting:
 - a) If E-mail Id is registered:- In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, log in details for e-voting are being sent on the registered email address.
 - b) IF E-mail id is not registered:- In case the shareholder has not registered his/ her/their email address with the Company/its RTA/Depositories the following instructions to be followed: Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit. OR In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP
 - iv) Any person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. December 23, 2020 shall be entitled to exercise their voting rights electronically i.e. “remote e- voting” as well as “e- voting” by following the procedure mentioned in this part and may obtain the login ID and password by sending request at e-voting@linkintime.co.in.
 - v) The “remote e-voting” will commence on Sunday December 27, 2020 at 9:00 A.M. and ends on December 29, 2020 at 5:00 P.M. During this period, the members of the company holding shares either in physical form or in demat form as on Cut-off date i.e December 23, 2020 may caste their vote electronically.
 - vi) The Members who have casted their vote by “remote e-voting” prior to the AGM may attend the AGM but shall not be entitled to cast their vote again by e-voting in the AGM.

The instructions for shareholders for remote e-voting are as follows:

The Members can join the AGM through VC/OAVM mode 15 minutes before and after the schedule time of the commencement of the Meeting. The Facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This does not include large Shareholders (Shareholders holding 2% or more Shareholding), promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in> Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - A. User ID: Enter your User ID • Shareholders/members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID

Shareholders/members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

A. Shareholders/members holding shares in physical form shall provide Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

Shareholders/members holding shares in CDSL demat account shall provide either 'C' or 'D', above

Shareholders/members holding shares in NSDL demat account shall provide 'D', above

Shareholders/members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above ☞ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

Click "confirm" (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/ Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in/> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password: o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?' Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

- In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/members can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character(@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice. During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event". Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account. In case shareholders/members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: Tel: 022 -4918 6000.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
Select the "Company" and 'Event Date' and register with your following details:
 - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **Mobile No.:** Enter your mobile number.
 - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
 - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting) Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:
 1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company mentioning their name, demat account number/folio

- number, email id, mobile no. on the mail id cs@brahmaputragroup.com
2. Shareholders will get confirmation on first cum first basis as per the provisions made by the company.
 3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
 4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
 5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for the software requirements for shareholders/ members who are registered as speakers:

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

Or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under.

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now

1(A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now.

1(B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through Insta Meet.:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cutoff date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to

attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

General Guidelines for shareholders:

- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
 - They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
 - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Insta vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
15. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on cut-off date i.e. Wednesday, 23rd December 2020 may write to Registrar & Share Transfer Agent of the Company, Link Intime India Private Limited, or send an e-mail at delhi@linkintime.co.in or enotices@linkintime.co.in
 16. The shareholders may also contact in case of any grievance connected with e-voting to: Vivek Malhotra Company Secretary & Compliance Officer Address: A-7, Mahipalpur, Brahmaputra House, New Delhi-1100037 Email id: cs@brahmaputragroup.com Phone No.:011-42290200 Fax No. : 011-41687880
 17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 23rd December 2020.
 18. The Company has appointed Mr. Sachin Kumar Shrivastav, Company Secretary, (Membership No. ACS 55368; CP No.21674) as the Scrutinizer who will conduct the voting process in a fair and transparent manner.
 19. As per the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results are to be submitted to the Stock Exchange(s) within 48 hours of the conclusion of the AGM. The results declared along with Scrutiniser's Report shall be placed on the Company's website www.brahmaputragroup.com; the LIPL's website <https://instavote.linkintime.co.in/>
 20. Information of Directors pursuant to Listing Regulations: At the ensuing Meeting of the Company, Mr. Raktim Acharjee Whole Time Director, retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible, seeks reappointment. Pursuant to Regulation 36 of the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2), the particulars of the aforesaid Director seeking re-appointment at the AGM are given in **Annexure - A**.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”) AND PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS REGULATION, 2015)

ITEM NO. 03 M/s Naveen Atmaram Garg & Co. Chartered Accountants (Firm Registration No. 324383E) Statutory Auditors of the Company had resigned on dated 01st May 2020.

The Board of Directors have on the recommendation of the Audit Committee at its meeting held on 01st May 2020, appointed of M/s Goyal Nagpal & Co, Chartered Accountants (Firm Registration No. 018289C), as the Statutory Auditors of the Company to fill the casual Vacancy till the ensuing Annual General Meeting of the Company.

The Board of Directors on the recommendation of the Audit Committee at its meeting held on 14th September 2020 proposed the appointment of M/s Goyal Nagpal & Co, Chartered Accountants (Firm Registration No. 018289C), for a period of 5 years to hold office from the conclusion of this AGM till the conclusion of the Twenty Seventh (27th) AGM of the Company to be held in 2025, M/s Goyal Nagpal & Co, Chartered Accountants (Firm Registration No. 018289C), have consented to their appointment as Statutory Auditors and have confirmed that, if appointed, their appointment will be in accordance with Section 139 read with section 141 of the Act.

ITEM NO. 04 The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Lalit Kumar, as an Additional Director of the Company and also an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from May 01, 2020 to May 01, 2025, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article 73 of the Articles of Association of the Company, Mr. Lalit Kumar shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Lalit Kumar would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from Mr. Lalit Kumar to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Lalit Kumar fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday & Sunday) and will also be kept open at the venue of the AGM.

A brief profile of the Mr. Lalit Kumar to be appointed is given below:

Mr. Lalit Kumar has a total experience of more than 5 years in Sugar industry and is working with Oswal Overseas Limited where he is leading the Secretarial team and responsible for Legal, Secretarial, compliance, liaison with Banks, government departments and other stakeholders, and Corporate Governance.

He has managed Issue of preference shares, Financing from Institution, get credit rating, licenses and NOC from different bodies, conducts AGM and Board Meetings and 2 times bided successfully for the supply of Bagasse based power to government of Uttar Pradesh.

He is serving on the Board of Directors of Addire Beyond Style Private Limited and Sarve Bhavantu Sukhniah Private Limited as a non-executive director. Recently, He has joined the Board of Shantnu Investments (India) Limited and Greatvalue Projects India Limited as an Independent Director.

Mr. Lalit Kumar is Associates Member of ICSI and holds Post Graduate Degree (M.Com) C. C. S. University, Meerut. He also holds certificate in Corporate Social Responsibility from ICSI. He was born in Shamli, Uttar Pradesh.

Mr. Kumar believes in helping people, volunteering and giving back to the society and motivate students.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Lalit Kumar as Independent Directors are now being placed before the Members for their approval.

The Board recommends the Resolutions at Item Nos. 04 of this Notice for approval of the Members.

Mr. Lalit Kumar and their respective relatives, are concerned or interested, in the Resolutions relating to their own appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos.04 of the Notice.

ITEM NO. 5 The Board of Directors of the Company on recommendation made by Audit Committee, has approved the appointment of M/s. Gurvinder Chopra & Co. (Firm Registration Number 100260), Cost Accountants, New Delhi as the Cost Auditors of the Company for conducting the audit of the cost records of the Company for the Financial Year 2020-21 with remuneration of ` 60,000/- per annum plus taxes, as applicable, and reimbursement of actual out-of-pocket expenses incurred by them in connection with the aforesaid audit. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Ordinary Resolution set out at Item No. 5 of this Notice for approval of the Members.

By order of the Board of Directors
For Brahmaputra Infrastructure Limited

Vivek Malhotra
Company Secretary
M. No. A31861