



Humanity Ahead

**BVG INDIA LIMITED**

**A BHARAT VIKAS GROUP COMPANY**

CIN : U74999PN2002PLC016834

**Regd Office:**

BVG House, Premier Plaza, Pune Mumbai  
Road, Chinchwad, Pune: 411019

Tel: +91 20 35090000 / 15 / 18

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## NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Shareholders of BVG INDIA LIMITED ( "COMPANY" ) will be held on **Thursday, July 30, 2020 at 02.00 P.M.** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility at MIDAS Tower, 4th Floor, Phase -1, Rajiv Gandhi Infotech Park, Hinjewadi, Pimpri Chinchwad, Pune- 411057 to transact the following business:

### **SPECIAL BUSINESS:**

#### **ITEM No. I: INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

**"RESOLVED THAT** pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the "**Companies Act**"), the consent and approval of the shareholders of the Company be and is hereby accorded to increase the authorised share capital of the Company from the existing ₹ 42,00,00,000/- (Rupees Forty Two Crores only) divided into 2,71,64,861 (Two Crores Seventy One Lakhs Sixty Four Thousand Eight Hundred and Sixty One) equity shares of ₹ 10/- (Rupees Ten only) each and 1,48,35,139 (One Crore Forty Eight Lakhs Thirty Five Thousand One Hundred and Thirty Nine) compulsory convertible cumulative preference shares of ₹ 10/- (Rupees Ten only) each to ₹ 47,00,00,000/- (Rupees Forty Seven Crores only) divided into 3,21,64,861 (Three Crores Twenty One Lakhs Sixty Four Thousand Eight Hundred and Sixty One only) equity shares of ₹ 10/- (Rupees Ten only) each and 1,48,35,139 (One Crore Forty Eight Lakhs Thirty Five Thousand One Hundred and Thirty Nine) compulsory convertible cumulative preference shares of ₹ 10/- (Rupees Ten only) each."

**"RESOLVED FURTHER THAT** the board of directors of the Company ("**Board**") and such other persons as may be authorised by the Board, be and are hereby severally authorised to make application, file forms, etc. and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution."

**"RESOLVED FURTHER THAT** the Company Secretary is authorised to certify the true copy of the aforesaid resolutions."

#### **ITEM NO. II: ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (including the Companies (Incorporation) Rules, 2014, as amended) (collectively referred to as the "**Companies Act**"), the consent and approval of the shareholders of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company ("**Memorandum of Association**") with the following clauses:

*"V. The Authorised Share Capital of the Company is ₹ 47,00,00,000/- (Rupees Forty Seven Crores only) divided into 3,21,64,861 (Three Crores Twenty One Lakhs Sixty Four Thousand Eight Hundred and Sixty One) equity shares of ₹ 10/- (Rupees Ten only) each and 1,48,35,139 (One Crore Forty Eight Lakhs Thirty Five Thousand One Hundred and Thirty Nine) compulsory convertible cumulative preference shares of ₹ 10/- (Rupees Ten only) each with power to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential,*

*deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or by the Company in General Meeting, as applicable, in conformity with the provisions of the Act, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being;.”*

Further, all references to “Companies Act, 1956” in the Memorandum of Association shall stand replaced with “Companies Act, 2013”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (“**Board**”) and such other persons as may be authorised by the Board, be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to finalising Clause V, file the necessary application with the regulatory authorities, to settle all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any regulatory authority, accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority and publish necessary gazette notifications, if required, for and in connection with the proposed amendment to Clause V of the Memorandum of Association of the Company, as may be required under the applicable laws, and filing of necessary forms with the Registrar of Companies, Maharashtra at Pune and to comply with all other requirements in this regard.”

### **ITEM NO. III: ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “**Companies Act**”) the applicable provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, each as amended and the listing requirements of the stock exchange(s) where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the Memorandum and Articles of Association and subject to the applicable provisions of any other applicable law, the consent and approval of the shareholders of the Company be and is hereby accorded for substitution of the existing set of Articles of Association of the Company with the new set of Articles of Association of the Company, as placed before the Shareholders of the Company, and the same be adopted as new Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (“**Board**”) and such other persons as may be authorised by the Board, be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Maharashtra at Pune and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

**“RESOLVED FURTHER THAT** the Company Secretary is authorised to certify the true copy of the aforesaid resolutions.”

#### **ITEM NO. IV: INITIAL PUBLIC OFFER OF EQUITY SHARES**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the **“Companies Act”**), the Securities Contracts (Regulation) Act, 1956, as amended, and the rules and regulations made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (**“GoI”**), including the Department for Promotion of Industry and Internal Trade, Securities and Exchange Board of India (**“SEBI”**) or Reserve Bank of India (**“RBI”**) and any other applicable laws, rules and regulations, in India or outside India (collectively, the **“Applicable Laws”**), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreement to be entered into between the Company and the respective recognised Stock Exchanges of India where the equity shares of face value of ₹ 10 each of the Company (**“Equity Shares”**) are proposed to be listed (**“Stock Exchanges”**), and subject to any approvals from the GoI, the Registrar of Companies, Maharashtra at Pune (**“RoC”**), SEBI, RBI, and any other appropriate governmental, statutory and Regulatory Authorities of India (**“Regulatory Authorities”**), and such other approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders be and is hereby accorded to create, issue, offer and allot such number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue aggregates up to ₹ 3,000 million (**“Fresh Issue”**) (with an option to the Company to retain an over-subscription to the extent of 10% of the Offer (as defined herein below) size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment) including the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations, out of the Authorised Capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, jointly with the Selling Shareholders (as defined herein below) decide, including anchor investors, if any, one or more of the members, employees (through a reservation or otherwise), Hindu Undivided Families, Foreign Portfolio Investors, Venture Capital Funds, Alternative Investment Funds, Foreign Venture Capital Investors, Multilateral and Bilateral Financial Institutions, Non-Resident Indians, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Insurance Funds set up by Army, Navy, or Air Force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, systemically important Non-Banking Finance Companies, Members of Group Companies, Bodies Corporate, Companies (Private or Public) or other entities, authorities, Indian Public, and to such other persons in one or more combinations thereof, whether through the Offer (comprising of the Fresh Issue and/or offer for sale by certain existing shareholder(s) of the Company (**“Selling Shareholder”**)) who consent to

tender the Equity Shares held by them for sale pursuant to the Offer (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”) or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board and the Selling Shareholder in consultation with the BRLMs and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit.”

“**RESOLVED FURTHER THAT** the Board and such other persons as may be authorised by the Board be and is hereby authorised on behalf of the Company to make available for allocation, a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees and/or shareholders of listed group companies (“**Reservation**”) or to provide a discount to the Offer price to retail individual bidders or eligible employees (“**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, the consent and approval of the shareholders be and is hereby accorded to complete a private placement at the discretion of the Board of such number of Equity Shares as may be decided by the Board, to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus (“**Pre-IPO Placement**”), at such other price as decided by the Company, in consultation with the BRLMs, underwriters, placement agents and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of a Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement.”

“**RESOLVED FURTHER THAT** the Equity Shares so allotted under the Fresh Issue (including any reservation or Green Shoe Option) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board and such other persons as may be authorised by the Board or a committee constituted by the Board in consultation with the BRLMs, be and is hereby authorised to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), reservations, listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Offer including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper

or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.”

“**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the Board and such other persons as may be authorised by the Board, on behalf of the Company, be and are hereby severally authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

“**RESOLVED FURTHER THAT** the Company Secretary is authorised to certify the true copy of the aforesaid resolutions.”

#### **ITEM NO. V: INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), Foreign Exchange Management (Non-debt instruments) Rules, 2019, as amended, and the Consolidated FDI Policy Circular of 2017, as amended, the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “**Companies Act**”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“**RBI**”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (“**Board**”), the limit of investment by the Non-resident Indians (“**NRI**”) and Overseas Citizens of India (“**OCI**”), together, in the equity shares of face value of ₹ 10 each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased from 10% to 24% of the paid-up equity share capital of the Company, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital or such other limit as may be stipulated by RBI in each case, from time to time.”

“**RESOLVED FURTHER THAT** the Board and such other persons as may be authorised by the Board, be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including RBI, to effectively implement this resolution.”

“**RESOLVED FURTHER THAT** the Company Secretary is authorised to certify the true copy of the aforesaid resolutions.”

**ITEM NO. VI: APPOINTMENT OF MR. PRABHAKAR DATTATRAYA KARANDIKAR AS INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and 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), Mr. Prabhakar Dattatraya Karandikar (DIN 02142050), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 05 (five) consecutive years, that is, up to February 07, 2025.”

**ITEM NO. VII: APPOINTMENT OF MR. RAJENDRA RAMRAO NIMBHORKAR AS INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and 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), Mr. Rajendra Ramrao Nimbhorkar (DIN 08152265), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 05 (five) consecutive years, that is, up to February 07, 2025.”

**By Order of the Board of Directors  
For BVG India Limited**

**Place: Pune  
Date: July 04, 2020**

**Rajni R. Pamnani  
Company Secretary**

## NOTES

1. The Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
2. Pursuant to Section 20(2) of the Companies Act and Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
3. All documents referred to in the notice and in the accompanying explanatory statement will be available for inspection through an electronic mode. The Company shall provide the EGM notice through e-mail of the members registered with the Company or with the depository and *also* on the website of the Company. All other documents shall be sent by way of an e-mail on a request being made by the respective shareholder(s).
4. This Extraordinary General Meeting is being conducted pursuant to Sections 100, 101 and 108 of the Companies Act, 2013, the rules thereunder (“**Companies Act**”) and General Circulars 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs, Government of India (collectively the “**General Circulars**”). In accordance with the General Circulars, shareholders are requested to kindly note the following:
  - a) This Extraordinary General Meeting (“**EGM**”) will be held through video conference / other audio visual means at <https://bit.ly/BVGIndiaEGM>. In case a shareholder is unable to physically attend the EGM, the shareholder can attend by logging on to the above link on the date and time of the EGM.
  - b) On the day of the EGM, the above link shall be kept open from 01:45 P.M i.e., 15 minutes before the time scheduled for the commencement of the EGM and shall not be closed till the expiry of 15 minutes after the Meeting;
  - c) The attendance of shareholders through video conference shall be counted for the purpose of reckoning of quorum under Section 103 of the Companies Act.
  - d) A copy of this notice can be accessed by the shareholders on the website of the Company at <http://bvgindia.com/egm>

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXURE TO AND FORMING PART OF THE NOTICE DATED JULY 04, 2020.**

The following Statement relating to the accompanying Notice sets out all material facts:

**ITEM NO. I: INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

The Company is proposing to undertake an initial public offer of the equity shares of face value of ₹ 10 each (“**Equity Shares**”) of the Company comprising of fresh issuance of Equity Shares by the Company (“**Fresh Issue**”) and an offer for sale of Equity Shares by certain existing shareholders of the Company (“**Selling Shareholders**”) (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”), and list the Equity Shares on one or more of the stock exchanges.

In view of the above, the existing ₹ 42,00,00,000/- (Rupees Forty Two Crores only) divided into 2,71,64,861 (Two Crores Seventy One Lakhs Sixty Four Thousand Eight Hundred and Sixty One) equity shares of ₹ 10/- (Rupees Ten only) each and 1,48,35,139 (One Crore Forty Eight Lakhs Thirty Five Thousand One Hundred and Thirty Nine) compulsory convertible cumulative preference shares of ₹ 10/- ( Rupees Ten only ) each is proposed to be increased to ₹ 47,00,00,000/- (Rupees Forty Seven Crores only) divided into 3,21,64,861 (Three Crores Twenty One Lakhs Sixty Four Thousand Eight Hundred and Sixty One only) equity shares of ₹ 10/- (Rupees Ten only) each and 1,48,35,139 (One Crore Forty Eight Lakhs Thirty Five Thousand One Hundred and Thirty Nine) compulsory convertible cumulative preference shares of ₹ 10/- (Rupees Ten only) each.

The Board of Directors of the Company (“**Board**”) had by its resolution dated August 27, 2019, approved an increase in the authorised share capital of the Company, subject to the approval by the shareholders. However, such approval of the shareholders was not obtained subsequently. Accordingly, in supersession of its resolution dated August 27, 2019, the Board has approved the aforementioned increase in the authorised share capital of the Company by way of its resolution dated July 4, 2020.

None of the directors or key managerial personnel of the Company, or the relatives of the aforementioned persons are interested in the said resolution.

The Board recommends the resolution set out at Item No. I of the accompanying Notice for your approval as special resolution.

**ITEM NO. II AND III: ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY**

In view of (i) an increase in the authorised share capital of the Company; and (ii) notification of the Companies Act, 2013, as amended, and the rules and regulations made thereunder, the memorandum of association of the Company is required to be altered. The existing Clause V of the Memorandum of Association of the Company, are proposed to be substituted with the following:

“V. The Authorised Share Capital of the Company is ₹ 47,00,00,000/- (Rupees Forty Seven Crores only) divided into 3,21,64,861 (Three Crores Twenty One Lakhs Sixty Four Thousand Eight Hundred and Sixty One) equity shares of ₹ 10/- (Rupees Ten only) each and 1,48,35,139 (One Crore Forty Eight Lakhs Thirty Five Thousand One Hundred and Thirty Nine) compulsory convertible cumulative preference shares of ₹ 10/- (Rupees Ten only) each with power to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may



*be determined by or in accordance with the Articles of Association of the Company or as may be decided by the board of directors or by the Company in General Meeting, as applicable, in conformity with the provisions of the Act, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being;.”*

Further, all references to “Companies Act, 1956” in the Memorandum of Association shall stand replaced with “Companies Act, 2013”.

Additionally, the Articles of Association of the Company (“**Articles of Association**”) is required to be altered in view of (i) notification of the Companies Act, 2013, as amended, and the rules and regulations made thereunder, (ii) an increase in the authorised share capital of the Company, and (iii) the proposal to undertake an initial public offer of the equity shares of face value of ₹ 10 each of the Company (“**Equity Shares**”) comprising of fresh issuance of Equity Shares by the Company (“**Fresh Issue**”) and an offer for sale of Equity Shares by certain existing shareholders of the Company (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”), and list the Equity Shares on one or more of the stock exchanges. The Company therefore proposes to adopt a new set of Articles of Association that shall conform to the requirements and directions provided by the stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India (“**SEBI**”) and the relevant stock exchanges and contain such other articles as required by a public limited company under applicable laws (including the Companies Act, 2013).

Copy of existing Memorandum of Association (“**MoA**”) and the Articles of Association and the revised Articles of Association will be made available for inspection. The documents will be shared by the Company with the shareholders through e-mail. Pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 as applicable, any amendment in the MoA and the Articles of Association requires approval of the shareholders of the Company.

The Board of Directors of the Company (“**Board**”) had by its resolutions each dated August 27, 2019, approved certain amendments to the MoA and Articles of Association of the Company, subject to the approval by the shareholders. However, such approval of the shareholders was not obtained subsequently. Accordingly, in supersession of its resolutions dated August 27, 2019, the Board has approved the amendments as set out above, by way of its resolution dated July 4, 2020.

None of the directors or key managerial personnel of the Company, or the relatives of the aforementioned persons are interested in the said resolutions.

The Board recommends the resolutions set out at Item Nos. II and III of the accompanying Notice for your approval as special resolutions.

#### **ITEM NO. IV: INITIAL PUBLIC OFFER OF EQUITY SHARES**

The Company proposes to undertake an initial public offering of equity shares of face value of ₹ 10 each of the Company (“**Equity Shares**”) which shall consist of a fresh issue of Equity Shares (“**Fresh Issue**”) and an offer for sale by certain existing shareholder(s) of the Company (“**Offer for Sale**” and together with Fresh Issue, the “**Offer**”). The Company intends to at the discretion of the board of directors of the Company (which shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers (“**BRLMs**”) and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”), the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to allot such number of Equity Shares in the Fresh Issue aggregating up to ₹3,000 million on such terms and at such price or prices and at such time as may be considered appropriate by the Board and the Selling Shareholder in consultation with the BRLMs, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”). The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing Equity Shares of the Company. The proceeds of the Fresh Issue will be utilised for the purposes that shall be disclosed in the draft red herring prospectus, red herring prospectus and the prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the “**Stock Exchanges**”) and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

The Company will not make an offer of Equity Shares to the Promoters of the Company in the Offer.

The Board of Directors of the Company (“**Board**”) had by its resolution dated August 27, 2019, approved the proposed initial public offering by the Company, subject to the approval by the shareholders. However, such approval of the shareholders was not obtained subsequently. Accordingly, in supersession of its resolution dated August 27, 2019, the Board has approved the Offer by way of its resolution dated July 4, 2020.

None of the directors or key managerial personnel of the Company, or the relatives of the aforementioned persons are interested in the said resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

Accordingly, approval of the shareholders of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act and the rules and regulations made thereunder, each, as amended.

The Board recommends the resolution set out at Item No. IV of the accompanying Notice for your approval as special resolution.

#### **ITEM NO. V: INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA**

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “**FEMA Regulations**”), and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Regulations, the “**FEMA Laws**”), the Non-Resident Indians (“**NRI**”) and Overseas Citizens of India (“**OCI**”), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of an Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India. Considering the proposal of intending to get the equity shares of the Company listed, the board of directors of the Company has, at its meeting held on July 04, 2020 proposed, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of NRIs and OCIs to 24% of the paid up equity share capital of the Company.

None of the directors or key managerial personnel of the Company, or the relatives of the aforementioned persons are interested in the said resolution.

The Board recommends the resolution set out at Item No. V of the accompanying Notice for your approval as special resolution.

**ITEM NO. VI: APPOINTMENT OF MR. PRABHAKAR DATTATRAYA KARANDIKAR AS INDEPENDENT DIRECTOR**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Prabhakar Dattatraya Karandikar as an Additional Director with effect from February 08, 2020 to be designated as “Non-Executive and Independent Director” of the Company in the ensuing general meeting. Accordingly, in view of the growing complexities in the business and regulatory requirement, the Board of Directors of the Company subject to the approval of Shareholders at the General Meeting has appointed Mr. Prabhakar Dattatraya Karandikar as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of 05 years.

Mr. Prabhakar Dattatraya Karandikar has a vast experience of working in different areas of public administration and holding responsible positions in Government of Maharashtra and Government of India, including public sector companies. He has extensive career in Public Sector Management, Investment Banking and financial fields. He also has a vast experience of working either as Managing Director (public sector) or as Nominee Director (both in public and private sector) and as Independent Director in a large number of companies (both in public and private sector). His experience shall benefit the Board at its deliberations.

Section 150(2) of the Companies Act, 2013 states that the appointment of the Independent Director shall be approved by the Company in its General Meeting. Mr. Prabhakar Dattatraya Karandikar has submitted a Declaration in writing to the effect that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013.

Accordingly, the Directors recommend this Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel (except Mr. Prabhakar Dattatraya Karandikar) of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set out at Item No. VI of the accompanying Notice for your approval as ordinary resolution.

**ITEM NO. VII: APPOINTMENT OF MR. RAJENDRA RAMRAO NIMBHORKAR AS INDEPENDENT DIRECTOR**

The Board of Directors of the Company had appointed Mr. Rajendra Ramrao Nimbhorkar as an Additional Director to be designated at “Non-Executive and Independent Director” of the Company with effect from February 08, 2020 to be designated as “Non-Executive and Independent Director” of the Company in the ensuing general meeting. Accordingly, in view of the growing complexities in the business and regulatory requirement, the Board of Directors of the Company subject to the approval of Shareholders at the General Meeting has appointed Mr. Rajendra Ramrao Nimbhorkar as an Independent Director on the Board of the Company.

Mr. Rajendra Ramrao Nimbhorkar has served in the Indian Army for 40 years in various staff and command appointments in various parts of country. He has also served overseas for Ministry of Defence in various appointments and conducting military to military activities with USA, UK and other countries. He was appointed as the Master General of Ordnance of the Indian Army where the officer was responsible for procuring vehicles, arms, ammunition, clothing and equipment from revenue budget for Indian Army. His experience shall benefit the Board at its deliberations.

Section 150(2) of the Companies Act, 2013 states that the appointment of the Independent Director shall be approved by the Company in its General Meeting. Mr. Rajendra Ramrao Nimbhorkar has

submitted a Declaration in writing to the effect that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013.

Accordingly, the Directors recommend this Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel (except Mr. Rajendra Ramrao Nimbhorkar) of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set out at Item No. VII of the accompanying Notice for your approval as ordinary resolution.

**By Order of the Board of Directors  
For BVG India Limited**

**Place: Pune  
Date: July 04, 2020**

**Rajni R. Pamnani  
Company Secretary**