



# BNR UDYOG LIMITED

Regd. Off: 6-3-650, 218, 2nd Floor, Maheshwari Chambers, Somajiguda, Hyderabad-500 082. Telangana. India.  
Tel: +91-40-23375791, 23375793 e-mail : info@bnrul.com website: www.bnrul.com CIN : L67120TG1994PLC018841

To,  
**The Manager**  
**BSE Limited**  
**P. J. Towers, Dalal Street**  
**Mumbai-400001**  
**(BSE Scrip Code: 530809)**

**Date: 03.02.2023**

Dear Sir/ Madam,

**Sub: Notice for Extra- Ordinary General Meeting of the Company.**

**Unit: BNR Udyog Limited**

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Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we here by submit Notice for 01/2022-23 Extra- Ordinary General Meeting of the Company to be held on Thursday, 09<sup>th</sup> day of March, 2023 at 10.00 A.M through Video Conference / Other Audio-Visual Means (VC/OAVM) facility in order to transact the following business:

1. To consider and approve the sale of first and second floors occupied by tenants of building premises of the Company situated at 5-2-993/F/1 & 5-2-993/F/2, Nizamshahi Road, Hyderabad-500095, Telangana.

Further, 02<sup>nd</sup> March, 2023 is fixed as cut-off date for e-voting in connection with the Extra-Ordinary General Meeting of the Company.

This is for the information and records of the exchange, please.

Thanking You.

**Yours faithfully,**  
**For BNR Udyog Limited**



**Kamal Narayan Rathi**  
**Managing Director**  
**(DIN: 00011549)**

**Encl: as above**



***NOTICE OF 1<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING  
OF BNR UDYOG LIMITED FOR FINANCIAL YEAR 2022-2023 WILL  
BE HELD ON THURSDAY, MARCH 9<sup>TH</sup>, 2023 AT 10:00 A.M THROUGH  
VIDEO CONFERENCING / OTHER AUDIO  
VISUAL MEANS.***



## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 01/2022-23 EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF BNR UDYOG LIMITED WILL BE HELD ON THURSDAY, MARCH 9<sup>TH</sup>, 2023 AT 10:00 A.M THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

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### **SPECIAL BUSINESS:**

**TO CONSIDER AND APPROVE THE SALE OF FIRST AND SECOND FLOORS OCCUPIED BY TENANTS OF BUILDING PREMISES OF THE COMPANY SITUATED AT 5-2-993/F/1& 5-2-993/F/2, NIZAMSHAHI ROAD, HYDERABAD-500095, TELANGANA.**

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Article of Association of the Company, read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR") and subject to compliance of all applicable laws and regulations and such permissions, registrations, approvals, consents and sanctions as may be necessary from the concerned/statutory authorities and subject to such other terms and conditions as may be imposed by them, approval of the members of the Company be and is hereby accorded to the Board of Directors to sell and transfer the immovable property occupied by the tenant i.e. First and Second floors of the building premises owned by the Company situated at 5-2-993/F/1&5-2-993/F/2, Nizamshahi Road, Hyderabad-500095, Telangana to an un-related party at a consideration not lower than the valuation determined by independent valuer or at such higher value, in the best interest of the Company, on such terms and conditions as may be deemed fit by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to finalize, execute, deliver and perform the agreement, contracts, deeds, undertakings, and other documents in respect thereof and seek the requisite approvals, consents and permissions as may be applicable.”

**For and on behalf of the Board of  
BNR Udyog Limited,**

Sd/-

**Kamal Narayan Rathi  
Managing Director  
(DIN: 00011549)**

**Place: Hyderabad  
Date: 31.01.2023**



**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102 of the Companies Act, 2013]**

**TO CONSIDER AND APPROVE THE SALE OF FIRST AND SECOND FLOORS OCCUPIED BY TENANTS OF BUILDING PREMISES OWNED BY THE COMPANY SITUATED AT 5-2-993/F/1& 5-2-993/F/2, NIZAMSHAHI ROAD, HYDERABAD-500095, TELANGANA.**

Your company proposes to sell the immovable property occupied by the tenant i.e. First and Second floors of building premises owned by the Company situated at 5-2-993/F/1&5-2-993/F/2, Nizamshahi Road, Hyderabad-500095, Telangana and to use and invest the proceeds from the sale of the property in a beneficial manner in the best interests of the Company.

In this regard the management will find a suitable buyer who intends to acquire the said property at a consideration not lower than valuation determined by independent valuer or at such higher value, on such terms and conditions as may be deemed fit by the Board.

In terms of Section 180(1)(a) of the Companies Act, 2013, the said immovable property may be deemed to be an Undertaking of the Company and hence the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose-off the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of a special resolution.

The Board recommended the above special resolution to the member for approval.

The copy of the valuation report as mentioned in the resolution is made available at Registered Office of the Company, which may be inspected by the members during the business hours till the date of meeting.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

**For and on behalf of the Board of  
BNR Udyog Limited**

Sd/-

**Kamal Narayan Rathi  
Managing Director  
(DIN: 00011549)**

**Place: Hyderabad  
Date: 31.01.2023**

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19”, General Circular no. 20/2020 dated May 05, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021, Circular No. 03/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and circular no. SEBI/HO/CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), in relation to “Clarification on holding of Extra-Ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Extra- Ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC/OAVM.
2. The Deemed Venue of the EGM of the Company shall be its Registered Office.
3. Since the EGM will be held through VC/OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.
4. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the EGM under Section 103 of the Act.
5. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice will also be available on the Company’s website <https://bnrul.com/>, websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of R&T Agent of the Company viz. KFin at <https://evoting.kfintech.com>.  
  
Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares), folio No (in case of physical mode shares) via e-mail at the Email Id – [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for obtaining the Notice of e-EGM of the Company electronically.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
7. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic /demat form is verified with the specimen signatures furnished by NSDL/ CDSL



and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.

8. Pursuant to the provisions of the Act and other applicable Regulations, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a Member of the Company. However, since this EGM is being held pursuant to the MCA/SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will also not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
9. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorised signatory(ies) who is /are authorised to vote, to the Scrutinizer through e-mail at [info@bnrul.com](mailto:info@bnrul.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BNR Udyog \_EVENT No.'
10. The facility of joining the e-EGM through VC/OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the e-EGM, will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and the Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
11. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 ('Act') setting out details/material facts relating to the proposed special business under Item No'. 1 of the Notice is annexed hereto.
12. Information and Instructions for e-voting and joining the e-EGM of Company are as follows:
  1. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be passed at the EGM by electronic means. The Members may cast their votes using electronic voting system from any place (viz. 'remote e-voting'). The Company has engaged the services of Kfin Technologies Limited ("Kfin") as the Agency to provide e-voting facility to members.



2. The Board of Directors of the Company has appointed M/s. S.S. Reddy & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
3. Voting right of the Members shall be reckoned in proportion to their shares held in the paid-up equity share capital of the Company as on Thursday, 02nd March, 2023 (the "Cut-off date"). Person who is not a member as on the cut-off date should treat the Notice for information purpose only.
4. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories (viz. CDSL/NSDL) as on the cut-off date i.e. Thursday, 02nd March, 2023 only shall be entitled to avail the facility of remote e-voting for the resolutions placed in the EGM. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast 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 system during the EGM.
5. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
6. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Monday, 6<sup>th</sup> March, 2023.

End of remote e-voting: At 5.00 p.m. (IST) on Wednesday, 8<sup>th</sup> March, 2023.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked thereafter by the e-voting service providers. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

The remote E-Voting process, in relation to the resolutions proposed at EGM of the company has been segregated into 3 parts which is mentioned as hereunder:

- (i) E-Voting in case of Physical Shareholders & Non-Individual Shareholders (Physical / Demat)
- (ii) E-Voting in case of Individual Shareholders having shares in electronic / demat mode
- (iii) E-Voting in case of attending EGM and voting thereat.



## **INSTRUCTION FOR REMOTE E-VOTING**

### **(i) In case of Physical Shareholders & Non Individual Shareholders (Physical/Demat) :**

- a) Initial password is provided in the body of the e-mail.
- b) Launch internet browser and type the URL: [https:// evoting.kfintech.com](https://evoting.kfintech.com) in the address bar.
- c) Enter the log in credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- d) After entering the details appropriately, click on LOGIN.
- e) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) You need to login again with the new credentials.
- g) On successful login, the system will prompt you to select the EVENT. Select BNR Udyog Limited
- h) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio / demat account.
- j) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can log in multiple times till you are confirmed that you have voted on the resolution.
- k) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of





<https://evoting.kfintech.com> or call KFIN Technologies Ltd. on 1800 309 4001 (toll free).

I) Any person who becomes a Member of the Company after sending the Notice of the meeting but on or before the cut-off date viz. Thursday, 02<sup>nd</sup> March, 2023 may obtain the USER ID and Password for e-voting in the following manner or may write an email on [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for obtaining support in this regard.

a. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD E-Voting Event number+ Folio No. (in case of physical shareholders) or DP ID Client ID (in case of Dematted shareholders) to 9212993399.

1. Example for NSDL:	MYEPWD IN12345612345678	<SPACE>
2. Example for CDSL:	MYEPWD 1402345612345678	<SPACE>
3. Example for Physical:	MYEPWD XXXX1234567890	<SPACE>

b. If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Member may call KFin toll free number 1-800- 3094-001 for all e-voting related matters.

d. Member may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for support related to e-voting matter.

**(ii) IN CASE OF INDIVIDUAL SHAREHOLDERS HAVING SHARES IN ELECTRONIC/DEMAT MODE:**

Such shareholder(s) may refer the e-voting process mandated for them vide SEBI circular dated 9th December, 2020 and should follow following process for remote e-voting:

**Login method for e-Voting:**

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. The remote e-voting process of the Depositories viz NSDL and CDSL are different which are stated below to facilitate the members.

NSDL	CDSL
<p>1. User already registered for IDeAS facility: **            I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter existing User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> (Select “Register Online for IDeAS”) or <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>II. Proceed with completing the required fields. ** (Post registration is completed, follow the process as stated in point no. 1 above)</p> <p>3. First time users can visit the e-Voting website directly and follow the process below:</p> <p>I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>            II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.            III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.            IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.            V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi/Easiest **            I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>            II. Click on New System Myeasi            III. Login with user id and password.            IV. Option will be made available to reach e-Voting page without any further authentication.            V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at : <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>** (Post registration is completed, follow the process as stated in point no. 1 above)</p> <p>3. First time users can visit the e-Voting website directly and follow the process below:</p> <p>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>            II. Provide demat Account Number and PAN No.            III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.            IV. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.’            V. Click on company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



**Individual Shareholders (holding securities in demat/electronic mode) can also login through their Depository Participants (DPs) as per following process.**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website

<b>Members facing any technical issue - NSDL</b>	<b>Members facing any technical issue - CDSL</b>
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or Contact at 022- 23058738 or 22-23058542-43.

**(iii) E-Voting in case of attending EGM and voting thereat:**

#### **Attending of E-EGM**

- a) Members will be able to attend the e-EGM through VC/OAVM facility provided by KFin at <https://emeetings.kfintech.com> by clicking on the tab 'video conference' and using their remote e-voting login credentials as provided by Kfin technologies Limited. The link for e-EGM will be available in Member's login where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned hereinabove vide para 27(7)(I) of this notice.
- b) Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- c) Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance/glitch/garbling etc. during the meeting.
- d) While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- e) Members, who would like to express their views or ask questions during the e-EGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com> and clicking on the tab 'Speaker Registration' and mentioning their registered e-mail id, mobile number and city, during the period starting from 5<sup>th</sup> March, 2023 (9.00 a.m.

IST) up to 8<sup>th</sup> March, 2023 (5.00 p.m. IST). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-EGM and the maximum time per speaker will be restricted to 3 minutes.

Members who want to get their pre-recorded video uploaded for display during the EGM of the Company, can also upload the same by visiting <https://emeetings.kfintech.com> and uploading their video in the 'Speaker Registration' tab, during 5<sup>th</sup> March, 2023 to 8<sup>th</sup> March, 2023, subject to the condition that size of such video should be less than 50 MB.

The Company reserves the right to restrict the number of speakers and display of videos uploaded by the Members depending on the availability of time for the e-EGM. Please note that questions of only those Members will be entertained / considered who are holding shares of Company as on the cut-off date viz 2<sup>nd</sup> March, 2023.

- f) Members who need technical or other assistance before or during the e-EGM can contact KFin by sending email at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001 (toll free). For any other kind of support / assistance related to the EGM, members can also contact Mr. Shankar at phone number 040-23375791/793 or may write to [info@bnrul.com](mailto:info@bnrul.com).
- g) Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the e-EGM conference.

#### **Voting at E-EGM (INSTAPOLL)**

- a. Only those members/shareholders who hold shares as on the cut-off date viz. 2<sup>nd</sup> March, 2023 and who have not casted their vote earlier through remote e-voting are eligible to vote through e-voting during the e-EGM.
- b. Members who have voted through remote e-voting will be eligible to attend the e-EGM.
- c. Members attending the e-EGM shall be counted for the purpose of reckoning the quorum of EGM under Section 103 of the Companies Act, 2013.
- d. Upon declaration by the Chairperson about the commencement of e-voting at e-EGM, Members shall click on the “Vote” sign on the left-hand bottom corner of their video screen for voting at the e-EGM, which will take them to the 'Instapoll' page.
- e. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
- f. The electronic voting system for e-voting at EGM, as provided by KFIN Technologies Pvt. Ltd, shall be available for 30 minutes from the time of commencement of voting declared by the Chairman at the EGM.



**General Information:**

- g. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unlock the votes cast through remote e-voting and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, and submit the report to the Chairperson of the Company or any person authorized in that respect within 2 working days of the conclusion of the EGM, who shall countersign the same and thereafter results of the voting will be declared. The results declared along with the scrutinizer's report shall be placed on the Company's website at <https://bnrul.com/> and on the website of R&T Agent KFin viz. <https://evoting.kfintech.com> and shall also be communicated to the stock exchange viz BSE Limited. Where the shares of the Company are listed. The resolutions shall be deemed to have been passed at the EGM of the Company subject to obtaining requisite votes thereto.
13. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

**For and on behalf of the Board of  
BNR Udyog Limited,**

**Sd/-**

**Kamal Narayan Rathi  
Managing Director  
(DIN: 00011549)**

**Place: Hyderabad  
Date: 31.01.2023**