Bharati
Defence And Infrastructure Limited, (Formerly Bharati Shipyard Limited)

ISO 9001 BUREAU VERITAS Certification

Registered Office:
Office No 1001 Quantum Tower Off S.V. Road, Ram Baug, Malad West, Mumbai, Maharashtra, India, 400064.
Tel.: +91 22 2883 0262
Email: info@bharatidefence.com
Website: www.bdil.co.in
CIN: L61100MH1976PLC019092

NOTICE

NOTICE is hereby given that the **49th** Annual General Meeting ("AGM"/"Meeting") of the Members of **BHARATI DEFENCE AND INFRASTRUCTURE LIMITED** will be held on **Wednesday, 30th September, 2026 at 11:00 A.M. (IST)** at **Office no 1001, Quantum Tower, Off S.V Road, Ram Baug, Malad West, Mumbai, Maharashtra, India 400064**, with the facility for Members to participate through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

1. **Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

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

"**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **Re-appointment of Director retiring by rotation**

To appoint a Director in place of Mrs. Rakhi Agarwal (DIN: 01075762), who retires by rotation at this Annual General Meeting and, being eligible, has offered herself for re-appointment.

RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Articles of Association of the Company, Mrs. Rakhi Agarwal (DIN: 01075762), Director of the Company, who retires by rotation at this Annual General Meeting and, being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation

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SPECIAL BUSINESS

3. Approval for Limit under Section 186 of the Companies Act, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and in accordance with the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof constituted/to be constituted to exercise its powers, including the powers conferred by this resolution) to give, from time to time, any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, and/or to acquire, by way of subscription, purchase or otherwise, the securities of any other body corporate, whether in India or outside India, notwithstanding that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to all persons or bodies corporate, along with the investments, loans, guarantees or security proposed to be made or given, exceeds sixty percent (60%) of the Company's paid-up share capital, free reserves and securities premium account, or one hundred percent (100%) of its free reserves and securities premium account, whichever is more, PROVIDED THAT the total amount of loans, investments, guarantees and securities so given or made shall not, at any point in time, exceed a sum of ₹50,00,00,000/- (Rupees Fifty Crore only) outstanding at any time.

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine the terms and conditions, including the rate of interest, tenure, security and other terms of such loans, guarantees, securities or investments, as it may deem fit and in the best interest of the Company.

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"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments, and writings as may be required, and to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Key Managerial Personnel or any other officer(s)/authorised representative(s) of the Company, to give effect to this resolution."

4. **Approval for Omnibus Related Party Transactions under Section 188 of the Companies Act, 2013 read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for entering into contract(s)/transaction(s)/arrangement(s) of a repetitive nature, in the ordinary course of business and on an arm's length basis, with the following categories of related parties, up to a maximum aggregate value of ₹25,00,00,000/- (Rupees Twenty-Five Crore only) per related party, during the Financial Year 2026-27:

Category of Related Party	Maximum aggregate value of transaction(s) per annum
Subsidiaries	₹25 crore per related party
Associates / Joint Ventures	₹25 crore per related party
Promoter / Promoter Group entities	₹25 crore per related party

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Entities in which Directors/KMPs are interested	₹25 crore per related party

"**RESOLVED FURTHER THAT** this omnibus approval shall be valid for a period of one financial year, in accordance with Regulation 23(3)(c) of the SEBI LODR Regulations and Rule 6A(2)(e) of the Companies (Meetings of Board and its Powers) Rules, 2014, and shall require fresh approval for each subsequent financial year.

"**RESOLVED FURTHER THAT** the Audit Committee shall satisfy itself of the need for such omnibus approval, review the details of transactions entered into pursuant to this approval at such intervals as it may deem fit (and at least on a quarterly basis), and confirm that the transactions remain in the ordinary course of business and on an arm's length basis.

"**RESOLVED FURTHER THAT** any related party transaction(s) exceeding the materiality threshold prescribed under Regulation 23(1) of the SEBI LODR Regulations shall be separately placed before the Members for specific approval and shall not be covered under this omnibus approval.

"**RESOLVED FURTHER THAT** the Board of Directors (including the Audit Committee) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution, in accordance with the Company's Related Party Transaction Policy."

By Order of the Board
For **Bharati Defence and Infrastructure Limited**

Sandeep Agarwal
Managing Director, DIN:01295136
Place: Mumbai
Date: 14th August, 2026

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NOTES

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out material facts relating to the Special Business under Item Nos. 3 and 4 above, is annexed hereto.

2. Since the AGM is being held at a physical venue with the facility of Video Conferencing/Other Audio-Visual Means ("VC/OAVM") for Members who wish to attend electronically, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself, and such proxy need not be a Member of the Company. However, in case a Member votes through remote e-voting or attends and votes through the VC/OAVM facility, the appointment of a proxy shall become redundant for that Member, as the proxy facility is available only for Members attending the Meeting in person at the physical venue. The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight (48) hours before the commencement of the Meeting, i.e., on or before 11:00 A.M. on Monday, 28th September, 2026. A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as proxy for any other person or shareholder.

3. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send a duly certified copy of the Board Resolution/Authorisation authorising their representative(s) to attend and vote on their behalf at the Meeting.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Members/Proxies attending the Meeting in person at the physical venue are requested to bring their Attendance Slip, along with their copy of the Notice, to the Meeting.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from **Thursday, 24th September, 2026 to Wednesday, 30th September, 2026** (both days inclusive), for the purpose of the AGM.

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7. The Record Date/Cut-off Date for the purpose of determining the eligibility to vote by remote e-voting or e-voting at the AGM is **Wednesday, 23rd September, 2026**. A person who is not a Member as on the cut-off date shall treat this Notice for information purposes only.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch, bank account number, MICR code, IFSC code, etc., to their Depository Participant (DP) in case shares are held in electronic form, or to the Company's Registrar and Share Transfer Agent ("RTA"), M/s. MUFG Intime India Private Limited, in case shares are held in physical form.

9. Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days, during business hours, up to the date of the AGM, and shall also be available electronically for inspection without any fee, upon sending a request to the Company at **info@bharatidefence.com**.

10. In terms of Section 152 of the Companies Act, 2013, Mrs. Rakhi Agarwal (DIN: 01075762), Director, retires by rotation at this AGM and, being eligible, has offered himself for re-appointment. The Board of Directors recommends his/her re-appointment. Brief profile/resume, nature of expertise, disclosure of relationships between directors inter-se, listed entities in which the Director holds directorship and membership of Committees of the Board, and shareholding in the Company, as required under Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard-2, are annexed to this Notice.

11. Route Map, prominent landmark, and mode of transport for the physical venue of the AGM is annexed to this Notice, in compliance with the requirements of Secretarial Standard-2.

Hybrid AGM — Participation through VC/OAVM

12. In accordance with the General Circulars issued by the Ministry of Corporate Affairs and the circulars issued by SEBI from time to time, the Company is convening this AGM at a physical venue with the facility for Members to attend and participate through VC/OAVM. The physical venue of the AGM shall be deemed to be the venue of the Meeting for all purposes.

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13. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the Meeting under Section 103 of the Companies Act, 2013.

14. Instructions for Members for attending the AGM through VC/OAVM:

i. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system, accessible at www.evoting.nsdl.com under the Shareholders/Members login, using their remote e-voting credentials and selecting the EVEN for the Company's AGM.
ii. Members who do not have login/password credentials for e-voting may follow the instructions specified in Note 17 below to generate the same.
iii. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the scheduled time, i.e., from 10:45 A.M. on 30th September, 2026, and shall be available for Members on a first-come-first-served basis.
iv. Members are encouraged to join the Meeting through Laptops/Desktops with high-speed, stable internet connectivity (Wi-Fi or LAN) for a better and uninterrupted experience.
v. Members who need assistance before or during the AGM with the VC/OAVM facility may contact MUFG Intime India Private Limited at the toll-free number 8108116767 or e-mail investor.helpdesk@in.mpms.mufg.-com.

15. Members attending the AGM through VC/OAVM who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting during the AGM itself, using the same e-voting system.

16. Speaker Registration: Members who wish to express their views/ask questions during the AGM may register themselves as speakers by sending a request from their registered e-mail address, mentioning their name, DP ID and Client ID/Folio Number, PAN, and mobile number, to **info@bharatidefence.com**, on or before **Sunday, 27th September, 2026**. Members who do not register as speakers may still send their questions in advance to the same e-mail id.

Voting through Electronic Means (E-Voting)

17. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, and Secretarial Standard-2, the Company is providing its Members the facility to exercise their right to vote by electronic means, both by way of

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remote e-voting prior to the AGM and by e-voting at the AGM, on all resolutions set out in this Notice. The Company has engaged the services of **NSDL** for this purpose.

18. The remote e-voting period commences on **Sunday, 27th September, 2026 at 9:00 A.M.** and ends on **Tuesday, 29th September, 2026 at 5:00 P.M.** Members holding shares either in physical form or in dematerialised form, as on the cut-off date of Wednesday, 23rd September, 2026, may cast their votes electronically during this period. The remote e-voting module shall thereafter be disabled. Once a vote on a resolution is cast, it cannot be changed subsequently.

19. Members who have not cast their vote through remote e-voting shall be able to exercise their right at the AGM through the e-voting system. Members who have cast their vote by remote e-voting prior to the Meeting may also attend/participate in the AGM but shall not be entitled to cast their vote again.

20. The Board of Directors has appointed **Mr. C.B. Jain, Practising Company Secretary,** as the **Scrutinizer** to scrutinize the remote e-voting process and the e-voting process at the AGM in a fair and transparent manner, in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, and his prior consent has been obtained for the same.

21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company, and shall submit a consolidated Scrutinizer's Report to the Chairman or a person authorised by him in writing, within 48 hours from the conclusion of the AGM.

22. The Results, along with the Scrutinizer's Report, shall be placed on the website of the Company at **www.bdil.co.in** and on the website of **NSDL** immediately after declaration by the Chairman (or a person authorised by him), and shall also be communicated to the Stock Exchange(s) where the equity shares of the Company are listed, within the time prescribed under Regulation 44(3) of the SEBI LODR Regulations, i.e., on or before **Friday, 2nd October, 2026**.

23. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., 30th September, 2026.

Process for Remote E-Voting

Step 1: Log-in to the NSDL e-voting system at www.evoting.nsdl.com.

Step 2: Details of the process and manner for remote e-voting:

(i) Open the internet browser and launch the URL: www.evoting.nsdl.com.

(ii) Members holding shares in CDSL/NSDL demat account shall log in through their existing user ID and password.

(iii) Members holding shares in physical form and Members who have not registered for e-voting shall use the “Forgot Password” option, or generate a new password using their EVEN (E-voting Event Number), Folio No./DP ID-Client ID, and PAN, as provided in the e-voting instructions communicated along with this Notice.

(iv) After successful login, click on "e-Voting" and cast your vote by selecting the appropriate option against the resolutions of BHARATI DEFENCE AND INFRASTRUCTURE LIMITED for this AGM.

(v) Upon confirmation, the vote shall be cast and cannot thereafter be modified.

Step 3: For any query/grievance relating to e-voting, Members may refer to the FAQs and e-voting user manual available on the e-voting agency’s website, contact the toll-free number provided therein, or contact the Company’s RTA at the details below:

M/s. MUFG Intime India Private Limited
C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083

Contact Person: Mahesh Masurkar | E-mail: investor.helpdesk@in.mpms.mufg.-com | Toll-free No.: 8108116767

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 3 — Approval for Limit under Section 186 of the Companies Act, 2013

Section 186 of the Companies Act, 2013 prescribes limits up to which a company may give loans, give guarantees or provide securities in connection with loans, and make investments in the securities of other bodies corporate. Under sub-section (2), a company cannot, without prior approval of the Members by way of a Special Resolution, give any loan, guarantee, security or make investment exceeding sixty percent (60%) of its paid-up share capital, free reserves and securities premium account, or one hundred percent (100%) of its free reserves and securities premium account, whichever is more.

The Company may, in the course of its business, be required to extend loans, provide guarantees or securities, or make investments in the securities of other bodies corporate/persons, from time to time, for strategic, business or operational purposes, including support to subsidiaries, associates, joint ventures or other entities. To enable the Board to undertake such transactions without seeking Member approval on a case-to-case basis, it is proposed to seek an omnibus approval of the Members, by way of a Special Resolution, enabling the Board to give loans, guarantees, securities or make investments up to an aggregate limit of ₹50 crore, from time to time.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Item No. 4 — Approval for Omnibus Related Party Transactions under Section 188 read with Regulation 23 of the SEBI LODR Regulations

Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI LODR Regulations require prior approval of the Members for related party transactions that are material, with related parties abstaining from voting. Regulation 23(3) of the SEBI LODR Regulations, read with Rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, permits the Audit Committee to grant omnibus approval for

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related party transactions of a repetitive nature, subject to the omnibus approval being valid for not more than one financial year and requiring annual renewal.

The Company enters into transactions of a repetitive nature, in the ordinary course of business and on an arm's length basis, with various categories of related parties, including subsidiaries, associates/joint ventures, promoter group entities, and entities in which Directors/KMPs are interested. Since the precise related party or exact transaction value cannot always be determined in advance, it is proposed to seek Members' approval, by way of a Special Resolution, for an omnibus approval up to ₹25 crore per related party, for the categories set out in the Resolution, for Financial Year 2026-27.

The Audit Committee of the Company, at its meeting held on 14th August, 2026, has reviewed and approved the criteria for grant of omnibus approval, the categories of related parties, and the per-party ceiling, and has recommended the same for approval of the Members.

Directors/KMPs and their relatives who are interested in any of the related party categories listed in the Resolution are concerned or interested in this resolution to the extent of their relationship with such related parties. All other Directors and KMPs, and their relatives, are not concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

In terms of Regulation 23(4) of the SEBI LODR Regulations, all related parties, whether or not party to a particular transaction, shall abstain from voting on this resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

By Order of the Board
For **Bharati Defence and Infrastructure Limited**

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Sandeep Agarwal
Managing Director, DIN:01295136
Place: Mumbai
Date: 14th August, 2026