

NOTICE

NOTICE is hereby given that the Extra - Ordinary General Meeting (“EGM ”) of the Members of Belrise Industries Limited (Erstwhile known as Badve Engineering Limited) (the “Company”) is scheduled to be held on Monday, the 20th day of November, 2023 at 11.00 A.M. through Video Conference (VC) or Other Visual and Audio Means (OVAM) at the Corporate Office of the Company situated at 501 and 502, Fifth Floor, Cello Platina, Fergusson College Road, Shivaji Nagar Pune, Maharashtra – 411005 at a shorter notice, to transact the following business:

SPECIAL BUSINESS:

1. To consider and approve appointment of Dr. Girish Ahuja as Non-Executive Independent Director 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 provision of Section 149,150,152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Director in their meeting held on 9th November, 2023, Dr. Girish Ahuja DIN: 00446339 and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of five (5) consecutive years from 9th November, 2023 till 8th November, 2028.

RESOLVED FURTHER THAT pursuant to Section 196 (3) of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and any other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) approval of the shareholders of the Company be and is hereby accorded for continuation of directorship of Dr. Girish Ahuja (DIN: 00446339) as Non-executive Independent Director of the Company beyond the age of 75 years.

RESOLVED FURTHER THAT Mr. Shrikant Badve, Managing Director Directors and KMP of the Company for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard”.

2. To Dispose of Undertaking of the Company to HOP Electric Manufacturing Three Private Limited.

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) of the Companies Act, 2013 and any other applicable provisions and rules made thereunder, including any modification(s) thereto or re- enactment(s) thereof for the time being in force and subject to the provisions of the Memorandum and Articles of Association of the Company and other approvals, sanctions, consents and permissions as may be necessary to be obtained, the consent of the members of the Company be and is hereby accorded, to dispose the

undertaking of the Company along with Land and Building, situated at Plot No. C-11 admeasuring 8,000 Sq. Mts., MIDC Area, Ranjangaon, Taluka Shirur, District Pune to HOP Electric Manufacturing Three Private Limited (CIN: U29109RJ2023PTC088230) ("**the Buyer**"), at such consideration as may be agreed by the directors with effect from such date, in such manner and on such terms and conditions as may be deemed appropriate and decided by both the parties.

RESOLVED FURTHER THAT Mr. Shrikant Shankar Badve – Managing Director or Mrs. Supriya Shrikant Badve – Whole Time Director or Mr. Rahul Shashikant Ganu – Chief Financial Officer or Mr. Manish Kumar – Company Secretary and Compliance Officer be and are hereby authorized jointly and severally to execute any documents, deeds, appearance before the registering authority as may be necessary to be executed in relation to this transaction and to make applications to the regulatory and governmental authorities for the purpose of obtaining all approvals and sanctions as required to be obtained by the company in this regard if any and to do all such acts, deeds as may be incidental and necessary, proper, desirable and/or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in regard to this transaction as may in absolute discretion deem fit and necessary for effect to this resolution in the best interest of the company.”

3. To Dispose of Undertaking of the Company to HOP Electric Manufacturing Four Private Limited.

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) of the Companies Act, 2013 and any other applicable provisions and rules made thereunder, including any modification(s) thereto or re- enactment(s) thereof for the time being in force and subject to the provisions of the Memorandum and Articles of Association of the Company and other approvals, sanctions, consents and permissions as may be necessary to be obtained, the consent of the members of the Company be and is hereby accorded, to dispose the undertaking of the Company along with Land and Building situated at Plot No. C-11/A admeasuring 9,056 Sq. Mts., MIDC Area, Ranjangaon, Taluka Shirur, District Pune to Hop Electric Manufacturing Four Private Limited (CIN: U29109RJ2023PTC087857) ("**the Buyer**"), at such consideration as may be decided by the Board of directors, with effect from such date, in such manner and on such terms and conditions as may be deemed appropriate and decided by both the parties.

RESOLVED FURTHER THAT Mr. Shrikant Shankar Badve – Managing Director or Mrs. Supriya Shrikant Badve – Whole Time Director or Mr. Rahul Shashikant Ganu – Chief Financial Officer or Mr. Manish Kumar – Company Secretary and Compliance Officer be and are hereby authorized jointly and severally to execute any documents, deeds, appearance before the registering authority as may be necessary to be executed in relation to this transaction and to make applications to the regulatory and governmental authorities for the purpose of obtaining all approvals and sanctions as required to be obtained by the company in this regard if any and to do all such acts, deeds as may be incidental and necessary, proper, desirable and/or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in regard to this transaction as may in absolute discretion deem fit and necessary for effect to this resolution in the best interest of the company.”

4. SUB- DIVISION (STOCK SPLIT) OF EQUITY SHARES OF THE COMPANY FOR RS. 10/- (RUPEES TEN ONLY) EACH TO RS. 5/- (RUPEE FIVE ONLY) EACH

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 61 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs.10/- (Rupees Ten Only) each be sub-divided into Equity Shares having nominal value of Re. 5/- (Rupee Five Only) each fully paid-up.”

“RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of Rs. 10/- (Rupees Ten Only) each, shall stand sub-divided into Equity Shares of nominal value of Rs. 5/- (Rupees Five Only) each.”

“RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten Only) each both in the electronic form and in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date (to be decided by the Board of Directors) and the Company may without requiring the surrender of the old share certificates, directly use and dispatch the new share certificates of the Company, in lieu of such old share certificates and give proportionate credit of shares, wherever required to those shareholders in demat form.”

“RESOLVED FURTHER THAT Mr. Shrikant Shankar Badve, Managing Director, and/or Mr. Manish Kumar, Company Secretary and Compliance officer of the Company be and are hereby jointly/severally authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the equity shares as aforesaid or for any matters connected herewith or incidental hereto.”

5. ALTERATION OF MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Shareholders be and is hereby accorded to alter the Memorandum of Association.”

“RESOLVED FURTHER THAT the Existing Clause V of the Memorandum of Association of the Company, be and is hereby deleted and substituted with the following:

V. The Authorized Share capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty Two Crore Only) divided into 4,40,00,000 number of equity shares face value of Rs. 5/- each (Rupees Five Only)

“RESOLVED FURTHER THAT Mr. Shrikant Shankar Badve, Managing Director and/or Mrs. Supriya Shrikant Badve, Whole Time Director and/or Mr. Ashok Vishnu Tagare, Director and/or Mr. Manish Kumar, Company Secretary and Compliance Officer of the Company be and are hereby jointly/severally authorized to do perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to

give effect to this resolution, including but not limited to filling of necessary forms with the Registrar of the companies and to comply with all other requirements in this regards and for any matter connected herewith or incidental hereto.”

By Order of the Board of Directors
BELRISE INDUSTRIES LIMITED
(Erstwhile known as Badve Engineering Limited)

Sd/-

Manish Kumar Gupta
Head Legal & Company Secretary
Membership No: FCS 7990

Date: 9th November, 2023

Place: Pune

Registered Office:

Plot No. D-39, MIDC Area, Waluj,
Aurangabad MH – 431133

CIN: U73100MH1996PLC102827

Website: www.belriseindustries.com

Email: bgi@belriseindustries.com

Phone No.: +91 0240 2555186/87

NOTES:

- i. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE EGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY FOR MORE THAN FIFTY (50) MEMBERS AND HOLDING IN AN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A PERSON HOLDING MORE THAN 10 PERCENT 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- ii. Proxies, in order to be effective, must be deposited with the Company at its Registered Office not less than 48 hours before the time fixed for holding the Extra Ordinary General Meeting. A proxy shall not have a right to speak at the Extra Ordinary General meeting. The proxy may be entitled to vote through Ballot at the Extra Ordinary General Meeting of the Company. In case of joint holders, the signature of any one holder on proxy form will be sufficient, but names of all the joint holders should be stated.
- iii. Every member entitled to vote at the EGM of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the General Meeting. However, a prior notice of not less than 2 (two) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
- iv. The Ministry of Corporate Affairs (MCA) has issued a general circular no. 02/2022 dated 5th May 2022 and General Circular No. 17/2020 dated 13th April, 2020 pertaining to clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder. This EGM will be conducted as through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in compliance with the aforesaid Circulars
- v. Members are requested to note the following:
 - a) Members holding shares in physical form are requested to address all their correspondence including change of address to the Company's Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd, C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai - 400078 and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.
- vi. Members/ Proxies are requested to bring enclosed attendance slip duly filled in and hand over duly signed copy of attendance slip in accordance with their specimen signature(s) registered with the Company for admission to the meeting.
- vii. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting through email at manishkumar@belriseindustries.com.
- viii. Equity Shareholders who have not dematerialized are advised to dematerialize their shareholding, to avoid inconvenience in future and to reap benefits of dematerialization. Pursuant to section 101 and 136 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice calling EGM would be sent by electronic mode on the e-mail addresses as obtained from the Registrar and Share Transfer Agent, unless the members have

requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this green initiative by registering/updating their e-mail addresses with the depository participant (in case of share held in dematerialized form) or with Link Intime India Private Limited (in case of shares held in physical form). Even after registering for e- communication, Members are entitled to receive such communication in printed form, upon making a request for the same. For any communication, the members may also send request to the Company's investor email ID bel.investors@belriseindustries.com.

- ix. Information required under SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 with respect to the appointment of director is as under: Item No. 1 –

Sr No.	Name of Director	Mr. Girish Kumar Ahuja
1	DIN	00446339
2	Age	77 Years
3	Qualifications, Experience and Expertise in specific functional area	Chartered Accountant and Ph.D Mr. Girish Kumar Ahuja is a qualified and practicing Chartered Accountant for the past 49 years, having consultancy experience in international and domestic taxation, joint ventures etc. He is a member of the Institute of Chartered Accountants of India. He is a member of committee on direct tax matters constituted by the Government of India. He was Member of Task Force Constituted by the Government of India for Drafting the New Income Tax Law. He is also nominated by the Government of India as a part time non-official director to the Central Board of Directors of State Bank of India. He is a consultant on tax matters to various industries and non-profit making organizations
4	Terms and Conditions of Appointment along with remuneration	Non Executive Independent Director for a term of 5 years
5	Remuneration Last Drawn	NA
6	Date of joining Board	09 th November,2023
7	Shareholding in the Company	Nil
8	Relationship with other Directors, Manger and Key Managerial Personnel	NA
9	Number of Meetings of the Board attended during the year	NA
10	Board Membership of other companies	1) UNITECH LIMITED 2) DEVYANI INTERNATIONAL LIMITED 3) PATANJALI FOODS LIMITED

		4) RJ CORP LIMITED 5) DEVYANI FOOD INDUSTRIES LIMITED 6) AMBER ENTERPRISES INDIA LIMITED 7) EVER ELECTRONICS PRIVATE LIMITED 8)DHARAMPAL SATYAPAL LIMITED 9)SIDWAL REFRIGERATION INDUSTRIES PRIVATE LIMITED 10)FLAIR PUBLICATIONS PRIVATE LIMITED
11	Chairman/Member of the Committees of the other Companies.	Chairman 03 and Member of Committees 09
12	Justification for choosing the appointees for appointment as Independent Directors	Mr. Girish Kumar Ahuja is a qualified and practicing Chartered Accountant for the past 49 years, having consultancy experience in international and domestic taxation, joint ventures etc. . He is also nominated by the Government of India as a part time non-official director to the Central Board of Directors of State Bank of India

- x. In compliance with the aforesaid MCA and SEBI Circulars, the Shorter Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling EGM along with the explanatory statement is also be uploaded on the website of the Company at www.belriseindustries.com.com and on the website of the Stock Exchange i.e. BSE Limited.
- xi. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants (“DP”) in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
- xii. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
- xiii. Relevant documents referred to in the accompanying Notice and Explanatory Statement can be made available to the Members upon request by email to the Company Secretary.
- xiv. The relative Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 in concerning special business under Item No. 1 and 6 of the notice is annexed hereto.

By Order of the Board of Directors
BELRISE INDUSTRIES LIMITED
(Erstwhile known as Badve Engineering Limited)

Sd/-

Manish Kumar Gupta
Head Legal & Company Secretary
Membership No: FCS 7990

Date: 09th November, 2023

Place: Pune

Registered Office:

Plot No. D-39, MIDC Area, Waluj,
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CIN: U73100MH1996PLC102827

Website: www.belriseindustries.com

Email: bgi@belriseindustries.com

Phone No.: +91 0240 2555186/87

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1

Mr. Kishan Vir Sharma, Non-Executive Independent Director of the Company had passed away on 24th September, 2023 whereas as per second proviso to rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 any intermittent vacancy of an independent director shall be filled-up by the Board at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy, whichever is later hence the Company is require to appoint new independent director in his place.

The Management has identified Mr. Girish Kumar Ahuja, a Chartered Accountant having DIN : 00446339 having a professional experience of more than 49 years to fill the role and it is proposed to appoint him as the Non-Executive Independent of the Company effective from 09th November,2023.

Mr. Girish Kumar Ahuja, is 77 years old and according to Section 196 of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 for appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

In terms of Section 178 of the Companies Act, 2013 (“Act”) and the Nomination and Remuneration Policy of the Company, any proposal with respect to appointment of Director be recommended by the Committee to the Board and same shall be recommend by the nomination and remuneration committee in its meeting held on 09th November, 2023 and approved by the Board in meeting held on same day.

The additional information on Directors’ recommended for appointment/re-appointment as required under Secretarial Standard-2 as prescribed by the Institute of Company Secretaries of India is provide in notes of notice at item i.

None of the Directors (except Mr. Girish Kumar Ahuja being appointee), Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution for your approval.

ITEM NO. 2 and 3

The Company intends to dispose the undertaking(s) of the Company situated at Plot No. C-11 admeasuring 8,000 Sq. Mts and Plot No. C-11/A admeasuring 9,556 Sq. Mts., both located at MIDC Area, Ranjangaon, Taluka Shirur, District Pune to Hop Electric Manufacturing Three Private Limited and Hop Electric Manufacturing Four Private Limited ("**the Buyer**") respectively as a part of strategic decision in order to have liquidity vis-à-vis more synergy as these Buyers can provide cost effective supplies.

Further, for a substantial portion of the business from C-11 and C-11/A, the Company is a tier-2 supplier to OEMs, which is not as lucrative, in terms of margin, as acting as a tier-1 automotive supplier, as such your directors are of the opinion that disposal of the undertaking is in the best interest of the Company.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration any such sale should be approved by the shareholders of the Company in General meeting.

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 resolution.

The Board of Directors recommends the Special Resolution for your approval.

ITEM NO. 4

The NCDs of your Company are listed on the BSE Limited. Your Company in order to improve the liquidity of the Company's shares with higher floating stock in absolute numbers and to make it more affordable for the small retail investors having interest, able to invest in the Company's equity shares, the management of the Company is recommended to sub-divide (split) the nominal value of each Equity Share having a present face value Rs. 10/- (Rupees Ten Only) each into Equity Shares of Rs. 5/- (Rupee Five Only) each.

As per the provisions of Section 61 of the Companies Act 2013, approval of the Shareholders is require for sub-division of shares. Hence, this resolution is proposed which is recommended for approval by the shareholders.

A copy of the existing Memorandum and Articles of Association as well as the specimen of the amended Memorandum and Articles of Association of the Company is available for inspection by members at the Registered Office of the Company on any working day during working hours between 11a.m. to 1 p.m.

As per the provisions of Section 13 of the Companies Act, 2013, approval of the Shareholders is required for amending the Memorandum of Association of the Company. Accordingly, this resolution is being put before the shareholders for their permission on the same.

None of the Directors, their relatives, KMPs of the Company are in any way interested in the Resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

The Board of Directors recommends the Special Resolution for your approval.

ITEM NO. 5

The management of the Company is recommended to sub-divide (split) the nominal value of each Equity Share having a present face value Rs. 10/- (Rupees Ten Only) each into Equity Shares of Rs. 5/- (Rupees Five Only) each, In this connection, it is necessary to alter capital clause of the Memorandum of Associations in terms of the provisions of the Companies Act, 2013.

Board of Directors of the Company has approved the subdivision (split) in their meeting held on 09th November, 2023 subject to the approval of shareholders in their ensuing extra ordinary general meeting.

According to Section 13 and Section 61 of the Companies Act, 2013, any alteration in memorandum pursuant to section 61 shall require approval of shareholders in general meeting. Accordingly, this resolution is being put before the shareholders for their permission on the same.

A copy of the existing Memorandum and Articles of Association as well as the specimen of the amended Memorandum and Articles of Association of the Company is available for inspection by members at the Registered Office of the Company on any working day during working hours between 11a.m. to 1 p.m.

None of the Directors, their relatives, KMPs of the Company are in any way interested in the Resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

Your Directors recommend the Ordinary Resolution for your approval.

ATTENDANCE SLIP

Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I, hereby record my presence at the the Extra- Ordinary General Meeting (“EGM ”) of the Members of Belrise Industries Limited (Erstwhile known as Badve Engineering Limited) (the “Company”) scheduled to be held on Monday, the 20th day of November 2023 at 11.00 A.M. at Office No. 501 and 502, Fifth Floor, Cello Platina, Fergusson College Road, Shivaji Nagar Pune, Maharashtra – 411005

DPID * :	Folio No. :
Client Id * :	No. of Shares :

* *Applicable for investors holding shares in electronic form.*

.....
 Full name of the shareholder
 (in block capitals)
Signature

.....
 Full name of Proxy
 (In block capitals)
Signature

NOTE:

1. Shareholder/Proxy holder desiring to attend the meeting should bring his copy.
2. Electronic copy of Notice along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):	E-mail id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S. No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra- Ordinary General Meeting (“EGM ”) of the Members of Belrise Industries Limited (Erstwhile known as Badve Engineering Limited) (the “Company”) is scheduled to be held on Monday, the 20th day of November, 2023 at 11.00 A.M. at Office No. 501 and 502, Fifth Floor, Cello Platina, Fergusson College Road, Shivaji Nagar Pune, Maharashtra – 411005 thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
01	To consider and approve appointment of Mr. Girish Kumar Ahuja as Non-Executive Independent Director of the Company – Special Resolution		
02	To Dispose of Undertaking of the Company to HOP Electric Manufacturing Three Private Limited – Special Resolution		
03	To Dispose of Undertaking of the Company to HOP Electric Manufacturing Four Private Limited –		

	Special Resolution		
04	Sub- Division (Stock Split) Of Equity Shares Of The Company For Rs. 10/- (Rupees Ten Only) Each To Rs. 5/- (Rupee Five Only) Each - Special Resolution		
05	Alteration of Memorandum of Association- Ordinary Resolution		

Signature of Shareholder

Signed this day of November, 2023

Please affix Rs. 1/- Revenue stamp here

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Signature of First Proxy Holder Signature of Second Proxy Holder Signature of Third Proxy Holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 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 a proxy for any other person or shareholder.
- (4) This is only optional. Please put a (√) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

MAP OF THE VENUE

