



NOTICE

NOTICE is hereby given that the **FORTY SECOND ANNUAL GENERAL MEETING** of the Members of Betul Oil Limited will be held on Thursday, the 28th day of September, 2023 at 10:00 A.M. at the Registered Office of the Company situated at Industrial Area, Kosmi, Betul, Madhya Pradesh 460001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023, the report of Auditors thereon and the report of Directors thereto.
2. To appoint a Director in place of Mr. Kaushik Daga (DIN: 01411362), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) per annum plus taxes as may be applicable, in addition to the out-of-pocket expenses, if any, payable to Mr. Satish Kumar Gupta, Cost Accountant (Membership No. 33541) as recommended by Audit Committee and approved by the Board of Directors of the Company to conduct the audit of the cost accounting records of the Company relating to edible oil seeds and oil products for the financial year 2023-2024 be and is hereby ratified.

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

4. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Schedule IV of the Act and Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Akhilesh Ghodki (DIN: 05302626), who was appointed as an Additional Director (Independent) of the Company with effect from March 01, 2023, to hold office of Independent Director upto this Annual General Meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation from the conclusion of this Annual General Meeting until conclusion of the 47th Annual General Meeting of the Company to be held in year 2028.

Corporate office:

61, Maker Tower “E”, 6th floor,
Cuffe parade, Mumbai 400005
T : 022- 69321111

Registered Office:

Industrial Area, Kosmi
Betul (M.P) 460001, India
T : 07141-239071/239011
F : 07141-239131
E : betul@betuloil.com
W : www.betuloil.com
CIN: U15141MP1981PLC001723

RESOLVED FURTHER THAT the Board of Directors or any committee of directors thereof be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board
For **Betul Oil Limited**

Abhinaya Kulkarni
Company Secretary & Compliance Officer
ACS – 24923



Corporate office:

61, Maker Tower "E", 6th floor,
Cuffe parade, Mumbai 400005
T : 022- 69321111

Registered Office:

Industrial Area, Kosmi
Betul (M.P) 460001, India
T : 07141-239071/239011
F : 07141-239131
E : betul@betuloil.com
W : www.betuloil.com
CIN: U15141MP1981PLC001723

Place: Betul

Date: August 30, 2023

NOTES:

1. The detail of Director seeking re-appointment at the Annual General Meeting and directors proposed to be appointed are annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.

3. Corporate Members intending to send their authorized representative(s) are required to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.

4. The Company has obtained International Security Identification Number (ISIN) INE349L01028 affiliated with National Securities Depository Limited to enable the shareholders of the Company to dematerialize their share holding. The shareholder who wishes to dematerialize their share holding are advised to avail the facility of dematerialization from the said depository.

5. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 10:30 a.m. and 6:30 p.m. upto the date of the Annual General Meeting.

6. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.

7. Members/proxies should bring their copy of the Annual Report and also the attendance slip duly filled in for attending the meeting.

8. Members desiring any information with regard to the Accounts are requested to write to the company at least 7 days before the date of meeting advance so as to enable the company to keep the information available at the meeting.

9. Members are requested to immediately notify the Company their change of address and other information's.



Corporate office:

61, Maker Tower "E", 6th floor,
Cuffe parade, Mumbai 400005
T : 022- 69321111

Registered Office:

Industrial Area, Kosmi
Betul (M.P) 460001, India
T : 07141-239071/239011
F : 07141-239131
E : betul@betuloil.com
W : www.betuloil.com
CIN: U15141MP1981PLC001723

ANNEXURE TO THE NOTICE

Detail of Directors seeking re-appointment/ appointment at the 42nd Annual General Meeting of the Company-

Name of the Director	Mr. Kaushik Daga	Mr. Akhilesh Ghodki
DIN	01411362	05302626
Nationality	Indian	Indian
Date of Birth	29/04/1982	29/01/1983
Date of Appointment	20/12/2018	01/03/2023
Qualifications	Bachelors of Commerce from Mumbai University and Masters in Commerce and Business from Barkatulla	M. Com, Post Graduate Diploma in Computer Application.



	University, Betul, Madhya Pradesh	
Expertise	Management of solvent extraction plant and Seed Division	Administration
Directorship held in other companies (excluding private companies)	Nil	Nil
Membership / Chairmanship of other Companies	Nil	Nil
Shareholding	26,21,400 Equity Shares (5.78%) of Rs. 10/- each.	Nil

Corporate office:

61, Maker Tower "E", 6th floor,
Cuffe parade, Mumbai 400005
T : 022- 69321111

Registered Office:

Industrial Area, Kosmi
Betul (M.P) 460001, India
T : 07141-239071/239011
F : 07141-239131
E : betul@betuloil.com
W : www.betuloil.com
CIN: U15141MP1981PLC001723

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

ITEM NO. 3

The Board of Directors, at its Meeting held on August 29, 2023, on recommendation of the Audit Committee, approved the appointment of Mr. Satish Kumar Gupta, Cost Accountants (Membership No. 33541) as the Cost Auditors of the Company to conduct the audit of the cost accounting records maintained by the Company for edible Oil for the financial year 2023-24 at remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) per annum plus out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an **Ordinary Resolution** as set out in item no. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution as set out in item no. 3 for approval of Members as an **Ordinary Resolution**.

ITEM NO. 4

Mr. Akhilesh Ghodki, was appointed as Additional Director (Independent) of the Company with effect from March 01, 2023. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Akhilesh Ghodki shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. His term shall not be liable to determination by retirement of directors by rotation.

Mr. Akhilesh Ghodki has a rich experience of various industries. The Board considers that his association with the Company would be of immense benefit to the Company, he also fulfils all the conditions specified in the Companies Act, 2013 for appointment as an Independent Director.

Further, the Company has declaration from Mr. Akhilesh Ghodki that he fulfills all the conditions of independence as specified under the Section 149(6) and that he is independent of the management. The Company has also received intimation from him in form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164(2) of the Companies Act 2013.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item no. 4 of the Notice for appointment of Mr. Akhilesh Ghodki as an Independent Director of the Company.

Copy of draft letter for appointment of Mr. Akhilesh Ghodki setting out the terms and conditions of his appointment is available for inspection at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between 10:30 a.m. to 6:30 p.m. till the date of the Meeting.

Except Mr. Akhilesh Ghodki, none of the other Directors and Key Managerial Personnel or their respective relatives in any way, interested or concerned, financial or otherwise, in the proposed resolutions.

The Board recommends for the appointment of Independent Director as set out in item no. 4 for approval of members as **Ordinary Resolution**.

By Order of the Board
For **Betul Oil Limited**

Abhinaya Kulkarni
Company Secretary & Compliance Officer
ACS – 24923

Place: Betul
Date: August 30, 2023



Corporate office:

61, Maker Tower "E", 6th floor,
Cuffe parade, Mumbai 400005
T : 022- 69321111

Registered Office:

Industrial Area, Kosmi
Betul (M.P) 460001, India
T : 07141-239071/239011
F : 07141-239131
E : betul@betuloil.com
W : www.betuloil.com
CIN: U15141MP1981PLC001723

ATTENDANCE SLIP

Shares held _____

Regd. Folio No. _____

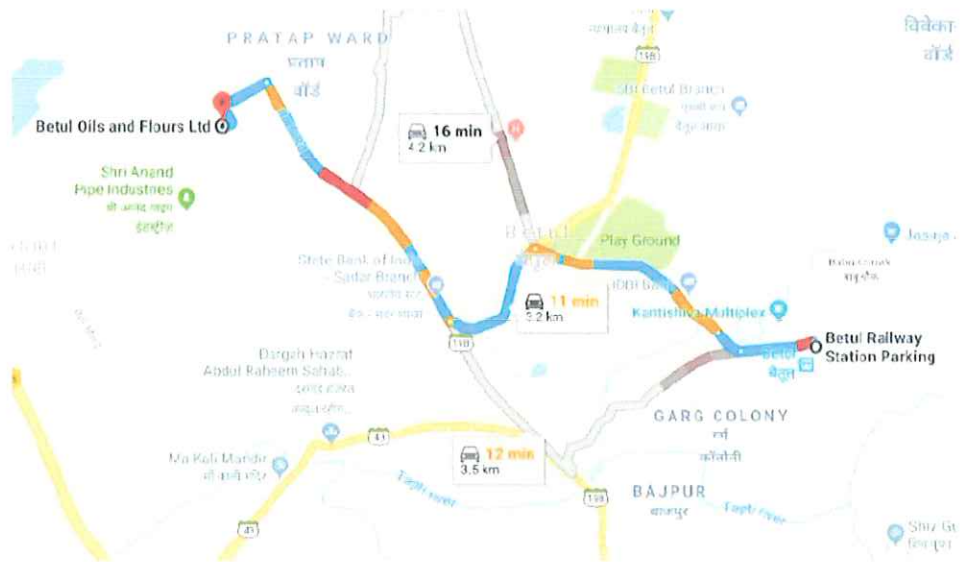
(Please write your Name in BLOCK letters)

I hereby record my presence at the 42nd Annual General Meeting of the Company held on Thursday, the 28th day of September, 2023 at 10:00 A.M. at Industrial Area, Kosmi, Betul, Madhya Pradesh 460001.

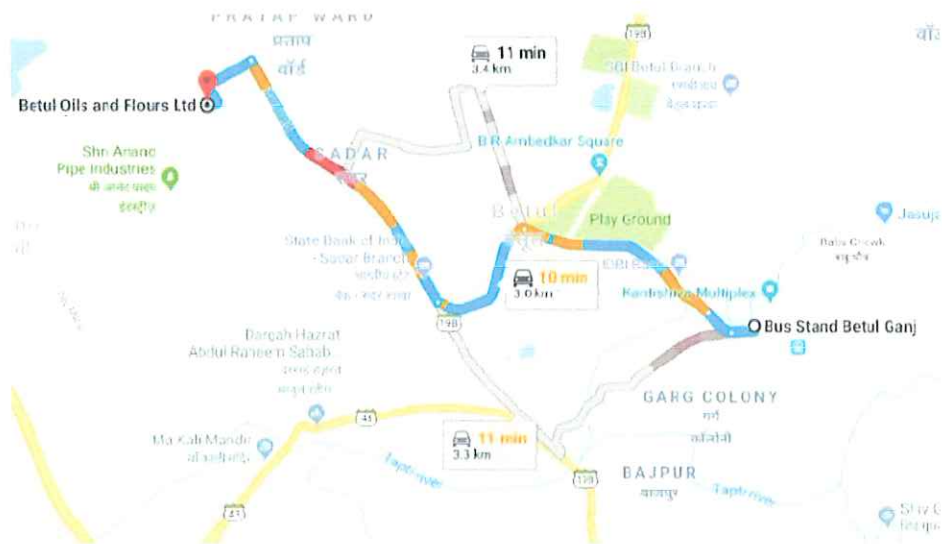
Member's/Proxy's Signature

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting.

Route Map to the Venue of 42nd Annual General Meeting from Betul Railway Station



Route Map to the Venue of 42nd Annual General Meeting from Betul Bus Stand



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]

CIN: U15141MP1981PLC001723

Name of the company: Betul Oil Limited

Registered office: Industrial Area, Kosmi, Betul, Madhya Pradesh 460001

Name of the Member (s): Registered address: E-mail Id: DP ID:	Folio No/ Client Id:
--	----------------------------

I/We, being the member(s) of Equity Shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him
2. Name:
Address:
E-mail Id:
Signature:, or failing him
3. Name:
Address:
E-mail Id:
Signature:

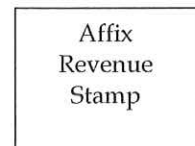
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, the 28th day of September, 2023 at 10:00 A.M. at Industrial Area, Kosmi, Betul, Madhya Pradesh 460001 and at any adjournment thereof in respect of such resolution set as are indicated below:

Resolution No: 1 - Adoption of Financial Statements; 2 - Retirement by rotation; 3- Ratification of remuneration payable to Cost Auditor; and 4- Appointment of Independent Director.

Signed this day of 2023

Signature of Shareholder

Signature of Proxy holder(s)



Note: 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.