

## NOTICE

NOTICE is hereby given that the **FORTY FOURTH ANNUAL GENERAL MEETING** of the Members of Betul Oil Limited will be held on Tuesday, 30<sup>th</sup> day of September 2025 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, 2025, the report of Auditors thereon and the report of Directors thereto.
2. To appoint a director in place of Mrs. Ritu Singh Rathour, who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint M/s. MAARG & ASSOCIATES, Chartered Accountants (ICAI firm registration no. 016062C) as Statutory Auditors of the Company and to fix their remuneration.

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 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder, viz. the Companies (Audit and Auditors) Rules, 2014 (as amended or re-enacted from time to time), M/s. M A A R G & ASSOCIATES, Chartered Accountants, (ICAI firm registration no. 016062C), be and are hereby re-appointed as Statutory Auditors of the Company for the period of five (5) years to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2030, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to file form ADT-1 with the Ministry of Corporate Affairs or any other concerned authority, and do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution.”

### SPECIAL BUSINESS

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 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 2025-2026 be and is hereby ratified.

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

5. 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 Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approvals, consents or permissions, as may be required, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Parshva Kumar Daga (DIN: 01958825) as Whole-time Director of the Company, liable to retire by rotation, for a period of 5 years w.e.f. June 01, 2025, on such terms and conditions and remuneration as stated in the explanatory statement annexed hereto notwithstanding his age of 74 (seventy four) years.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee constituted or to be constituted to exercise the powers including its powers conferred under this resolution) be and is hereby authorized to vary or increase the remuneration from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under Part II of Schedule V to the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof .

**RESOLVED FURTHER THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such approvals as may be necessary, the Company is authorized to pay minimum remuneration to Mr. Parshva Kumar Daga, for the financial year, in which there is inadequacy or absence of profits, during the period of five years commencing from June 01, 2025, till May 31, 2030.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all acts, deeds, matters and things as may in their absolute discretion deem necessary, proper or desirable including to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution."

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



**Abhinaya Kulkarni**  
Company Secretary & Compliance Officer  
ACS – 24923

Date: September 03, 2025  
Place: Betul

**NOTES:**

1. The details of Director's seeking re-appointment at the Annual General Meeting is 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/HERSELF 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 the attendance slip duly filled in for attending the meeting.
8. Members desiring any information regarding the Accounts are requested to write to the Company at least 7 days before the date of meeting advance 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", 6<sup>th</sup> 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 : info@betuloil.com  
W: www.betuloil.com  
CIN: U15141MP1981PLC001723



## ANNEXURE TO THE NOTICE

### Details of Director's seeking re-appointment at the 44<sup>th</sup> Annual General Meeting of the Company-

Name of the Director	Mrs. Ritu Singh Rathour	Mr. Parshva Kumar Daga
DIN	06920007	01958825
Nationality	Indian	Indian
Date of Birth	03/06/1977	16/01/1951
Date of Appointment	30/09/2014	01/09/2005
Qualifications	Matric	Bachelor's Degree in Science with a specialization in Chemistry
Expertise	Human Resource	Management of solvent extraction plant and oil refinery
Directorship held in other Companies (excluding private Companies)	Nil	Nil
Membership/ Chairmanship of other Companies	Nil	Nil
Shareholding	Nil	24,72,420 Equity Shares (5.45%) of Rs. 10/- each.

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

### ITEM NO. 4

The Board of Directors, at its Meeting held on August 29, 2025, 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 2025-26 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26.

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. 4 for approval of Members as an **Ordinary Resolution**.



**ITEM NO. 5**

The Board of Directors of the Company at its meeting held on May 13, 2025, on the recommendation of Nomination & Remuneration Committee and subject to the approval of Members, re-appointed Mr. Parshva Kumar Daga as a Whole-time Director of the Company, for a further period of 5 years with effect for June 01, 2025. The approval of the members is being sought to the terms, conditions and stipulations for the re-appointment of Mr. Parshva Kumar Daga as a Whole-time Director of the Company and the remuneration payable to him.

Terms and conditions:

Sr. No.	Head	Particulars
1.	Salary	Up to Rs. 2,50,000 per month
2.	Gratuity	As per the provisions of the Payment of Gratuity Act, 1972, as amended from time to time.
3.	Housing	Company owned/ leased accommodation subject to deduction of 10% of salary.
4.	Leave Travel Concession	Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of himself and family to any destination in India or abroad.
5.	Car	Company's Car with driver for official use.
6.	Telephone & Internet	Telephone and internet facility at the residence including cell phone.
7.	Medical reimbursement	Reimbursement of actual medical expenses in India and/or abroad and including hospitalization, nursing home and surgical charges for himself and family.
8.	Club Fees	Membership fee of clubs in India and abroad including admission and life membership fees.
9.	Leave	As per Rules of the Company.

The Company has also received a notice, under section 160 of the Companies Act, 2013, in writing from a member proposing the candidatures of Mr. Parshva Kumar Daga for the office of Whole-time Director.

Mr. Parshva Kumar Daga has attained the age of 74 years in January 2025. Hence in accordance with proviso to Section 196(3)(a), the Company seeks consent of the members by way of special resolution for continuation of his holding the office of Whole-time Director even after attaining the age of 70 years during the currency of his proposed tenure.

The Board is of the opinion that the appointment of Mr. Parshva Kumar Daga would be in the interest of the Company due to his extensive experience regardless of his age. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Parshva Kumar Daga, for the approval by the shareholders of the Company.

Hence, your Directors recommend the above resolution for approval of shareholders as a Special Resolution.

Particulars of his qualifications, brief resume and other details are provided in the Annexure attached to this Notice.





Corporate office:  
61, Maker Tower "E", 6<sup>th</sup> 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: info@betuloil.com  
W: www.betuloil.com  
CIN: U15141MP1981PLC001723

Mr. Parshva Kumar Daga is interested in the said resolution. Mr. Kaushik Daga is deemed to be interested in the said resolution as he is related to Mr. Parshva Kumar Daga. The other relatives of Mr. Parshva Kumar Daga may be deemed to be interested in the said resolution at Item No. 5 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution set out at item no. 5.

This may also be treated as a written memorandum setting out the terms of reappointment of Mr. Parshva Kumar Daga, pursuant to section 190 of the Companies Act, 2013.

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

**Abhinaya Kulkarni**  
**Company Secretary & Compliance Officer**  
ACS – 24923

**Date: September 03, 2025**  
**Place: Betul**

**ATTENDANCE SLIP**

Shares held \_\_\_\_\_

Regd. Folio No. \_\_\_\_\_

\_\_\_\_\_  
(Please write your Name in BLOCK letters)

I hereby record my presence at the 44<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 30<sup>th</sup> day of September 2025 at 10:00 A.M. at Industrial Area, Kosmi, Betul, Madhya Pradesh 460001.

\_\_\_\_\_  
Member's/Proxy's Signature

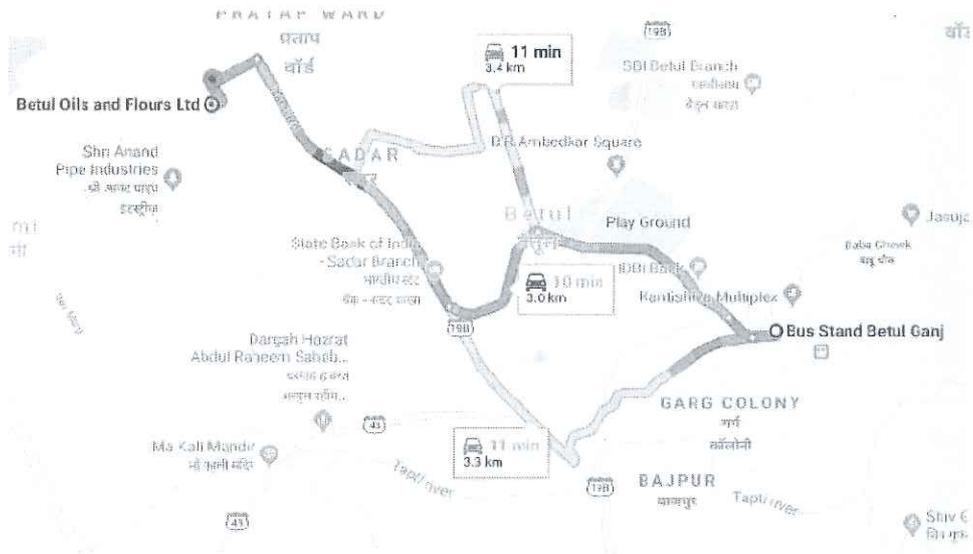
Note: Please fill up this attendance slip and hand it over at the entrance of the meeting.

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**Route Map to the Venue of 44<sup>th</sup> Annual General Meeting from Betul Railway Station**



**Route Map to the Venue of 44<sup>th</sup> 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: .....
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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 Tuesday, 30th day of September 2025 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- Reappointment of Statutory Auditor 4- Ratification of remuneration payable to Cost Auditor and 5- Reappointment of Whole-time Director

Signed this ..... day of ..... 2025

Signature of Shareholder .....

Signature of Proxy holder(s) .....



**Note: This form of proxy 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.**