



BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878

Regd Office: Plot No.A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat
394210

Mob No.9104294564

Email Id: cs@bccindia.com

Weblink: www.bccl.info

Date: 11/11/2024

To,
BSE Limited
Phiroze Jeejeebhoy towers,
Dalal Street,
Mumbai- 400 001.

Scrip ID / Code / ISIN : BCCL / 543497 / INE0KQ001017

Subject : Notice of Extra Ordinary General Meeting of the Company.

Reference No. : Regulation 30 and Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Please be informed that pursuant to Section 108 and 100 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval/consent of members of the Company is sought by way of special resolution for the business set out in the enclosed Extra Ordinary General Meeting Notice dated November 11, 2024.

In this regard, please note that the Company has completed dispatch of the said Notice of Extra Ordinary General Meeting on Monday, November 11, 2024 to all the members whose names appeared in the Register of Members/ Record of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, November 8, 2024.

The e-voting period commences on Sunday, December 01, 2024 (09.00 A.M.) and ends on Tuesday, November 03, 2024 (05.00 P.M.). The result of the Extra Ordinary General Meeting will be declared within two working days of conclusion of its Extra Ordinary General Meeting in compliance to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The notice of Extra Ordinary General Meeting is made available on the website of the Company at <https://www.bccl.info/annual-reports.php>.

For **Bhatia Colour Chem Limited**

Vishwa Ronak Patel
Company Secretary & Compliance Officer
M. No.: A67342
Place: Surat

Encl: Notice of Extra Ordinary General Meeting of the company.



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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 01/2024-2025 EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF BHATIA COLOUR CHEM LTD WILL BE HELD ON WEDNESDAY, 04TH DECEMBER, 2024 AT 1:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. A/2/12, ROAD NO. 1, UDHANA UDYOG NAGAR SANGH UDHNA SURAT-394210 TO TRANSACT THE FOLLOWING BUSINESS (ES):

SPECIAL BUSINESS:

1. TO ALTER THE ARTICLES OF ASSOCIATION 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 the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and applicable laws, the consent of the members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company by addition to the existing article no. III under the heading Share Capital and Variation of Rights of the Articles of Association of the Company, the following new Article no. 8 (A):

8 (A). "Subject to the provisions of the Act, the Board shall have the power to issue or re-issue bonds, debentures, debenture-stock, warrants or other securities of one or more classes which are liable to be redeemed or converted into equity shares or any other class on such terms and conditions and in such manner as determined by the Board in accordance with the Act."

Provided that bonds, debentures, debenture-stock, warrants or other securities so issued or to be issued by the Company with the right to allotment of or conversion into equity shares shall not be issued except with the sanction of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and 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, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority in respect of any matter(s) arising from or incidental to the said amendment."

2. TO INCREASE THE AUTHORISED SHARE CAPITAL AND TO ALTER THE CAPITAL CLAUSE OF THE 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 in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase

the Authorised Share Capital of the Company from ₹ 12,50,00,000 (Rupees Twelve Crores and Fifty Lacs Only) divided into 1,25,00,000 (One Crores and Twenty Five Lacs Only) equity shares of Rs. 10/- (Rupees Ten only) each to ₹20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) equity shares of Rs. 10/- (Rupees Ten Only) each.

“RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

“V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company.”

3. TO ISSUE FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PROMOTER/ PROMOTER GROUP AND TO IDENTIFIED NON-PROMOTER PERSONS:

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI SAST Regulations”**), the provisions of the Foreign Exchange Management Act, 1999 (**“FEMA”**) to the extent applicable, as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (**“SEBI”**) and/or any other statutory or regulatory authorities, including the BSE Limited (the **“Stock Exchange”**) on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each (**“Equity Shares”**) are listed (hereinafter collectively referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, up to 44,00,000 (Forty four Lakhs) warrants, each convertible into, or exchangeable at an option of Warrant Holder(s)/ Proposed Allottee(s), within a maximum period of 18 (eighteen) months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- each (**“Warrants”**) at a price of Rs. 134/- (Rupees One Hundred and Thirty-Four only) each or price which is determine in accordance with Chapter V of the SEBI ICDR Regulations, 2018 whichever is higher, payable in cash (**“Warrants Issue Price”**), aggregating up to Rs. 58,96,00,000/- (Rupees Fifty Eight Crores Ninety Six lakhs Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants

until expiry of 18 (Eighteen) months, to; (i) certain members of promoter and promoter group; and (ii) Public (hereinafter referred to as "**Proposed Allottees**"), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the "**Preferential Issue**").

Sr. no.	Name of the Proposed Allottee	Category of the Proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Maximum Consideration (Rupees)
1	BHARAT BRIJLAL BHATIA	PROMOTER	752000	100768000
2	RAMESHCHAND CHANDURAM BHATIA	PROMOTER	955200	127996800
3	SONAL BHARAT BHATIA	PROMOTER GROUP	123200	16508800
4	MADHU BRIJLAL BHATIA	PROMOTER GROUP	123200	16508800
5	REENA RAMESHCHAND BHATIA	PROMOTER GROUP	123200	16508800
6	DHAWAL RAMESHCHANDRA BHATIA	PROMOTER GROUP	123200	16508800
7	VINOD KUMAR KANODIA	PUBLIC INDIVIDUAL	19200	2572800
8	KESHAV SHAILESH SARRAF	PUBLIC INDIVIDUAL	19200	2572800
9	SURESH CHANDRA SHANKERLAL BAPNA	PUBLIC INDIVIDUAL	19200	2572800
10	DINESH GOKULBHAI BHIMANI	PUBLIC INDIVIDUAL	19200	2572800
11	SHAUNAK ATULBHAI JOSHI	PUBLIC INDIVIDUAL	8000	1072000
12	PARTH YOGESHKUMAR KHAMBHOLIYA	PUBLIC INDIVIDUAL	8000	1072000
13	VIRENDRA KUMAR TADI	PUBLIC INDIVIDUAL	11200	1500800
14	AKUL ARORA	PUBLIC INDIVIDUAL	11200	1500800
15	PRADEEP KUMAR KABRA	PUBLIC INDIVIDUAL	11200	1500800
16	KANCHAN DEVI BAHETI	PUBLIC INDIVIDUAL	49600	6646400
17	KASHYAP RANJITSINH JADAV	PUBLIC INDIVIDUAL	8000	1072000
18	VISHALKUMAR HARJIBHAI GHORI	PUBLIC INDIVIDUAL	14400	1929600
19	VIRESHBHAI C KASLIWAL HUF	PUBLIC INDIVIDUAL HUF	8000	1072000
20	HALCYON ENTERPRISE	PUBLIC PARTNERSHIP FIRM	8000	1072000
21	SUFIYAN GULAMRASUL DADABHAI	PUBLIC INDIVIDUAL	8000	1072000
22	MOHAMMED JAVED MOHAMMED HAYAT KHAN	PUBLIC INDIVIDUAL	8000	1072000
23	NILESH M BELADIA	PUBLIC INDIVIDUAL	6400	857600
24	NITINBHAI RAVJIBHAI PATEL	PUBLIC INDIVIDUAL	4800	643200
25	MANJU JAIN	PUBLIC INDIVIDUAL	8000	1072000
26	AAKASH ASHOK BAREJA	PUBLIC INDIVIDUAL	112000	15008000
27	RAJIV LEKHRAJ CHUGH	PUBLIC INDIVIDUAL	11200	1500800
28	NISHA DAYANAND NARANG	PUBLIC INDIVIDUAL	11200	1500800
29	RISHAB SANJAY JAIN	PUBLIC INDIVIDUAL	11200	1500800
30	VANDANA VIJAY ARORA	PUBLIC INDIVIDUAL	11200	1500800
31	AANSHIJITENDRA BAHADUR SINGH	PUBLIC INDIVIDUAL	8000	1072000
32	SATISHKUMAR HARGOPAL NANDWANI	PUBLIC INDIVIDUAL	8000	1072000

33	RAJUBHAI PREMJBHAI VANANI	PUBLIC INDIVIDUAL	11200	1500800
34	SAINI RAJVINDER ABHISHEK	PUBLIC INDIVIDUAL	8000	1072000
35	SANJAY KUMAR JAIN HUF	PUBLIC INDIVIDUAL HUF	8000	1072000
36	MANOJ U PALGOTA	PUBLIC INDIVIDUAL	19200	2572800
37	DIMPLE JAIN	PUBLIC INDIVIDUAL	9600	1286400
38	ROHIT SURANA	PUBLIC INDIVIDUAL	19200	2572800
39	HARSHAD RASIKLAL SHETH	PUBLIC INDIVIDUAL	76800	10291200
40	CHE TAN KUMAR AGGARWAL	PUBLIC INDIVIDUAL	19200	2572800
41	VAIBHAV KOTHARI	PUBLIC INDIVIDUAL	19200	2572800
42	KHUSHALI BOCHI WAL	PUBLIC INDIVIDUAL	19200	2572800
43	VIKAS JAIN	PUBLIC INDIVIDUAL	19200	2572800
44	DAGA CAPITAL	PUBLIC PARTNERSHIP FIRM	100800	13507200
45	AGARWAL SABITA	PUBLIC INDIVIDUAL	70400	9433600
46	KIRAN DEVI	PUBLIC INDIVIDUAL	25600	3430400
47	PINKY	PUBLIC INDIVIDUAL	25600	3430400
48	NORATAN KUMAR DUGAR	PUBLIC INDIVIDUAL	11200	1500800
49	PRADEEP BOTHRA	PUBLIC INDIVIDUAL	11200	1500800
50	MANJULA NAHATA	PUBLIC INDIVIDUAL	38400	5145600
51	BRIJWASI VINIMAY PVT LTD	PUBLIC BODY CORPORATE	51200	6860800
52	GAUTAM MAKHARIA	PUBLIC INDIVIDUAL	11200	1500800
53	BALDEV TEXTILE MILLS PVT LTD	PUBLIC BODY CORPORATE	11200	1500800
54	MADHURI JAIN BHANSALI	PUBLIC INDIVIDUAL	8000	1072000
55	JAYA MAROTHI	PUBLIC INDIVIDUAL	8000	1072000
56	NEHA MITTAL	PUBLIC INDIVIDUAL	11200	1500800
57	KIMI GUPTA	PUBLIC INDIVIDUAL	11200	1500800
58	GOGAD KRUTIKA DILIP	PUBLIC INDIVIDUAL	8000	1072000
59	ARVIND KUMAR BENGANI & SONS HUF	PUBLIC INDIVIDUAL HUF	12800	1715200
60	NAVRATAN MAL SANCHETI	PUBLIC INDIVIDUAL	11200	1500800
61	KARISHMA KOCHAR	PUBLIC INDIVIDUAL	11200	1500800
62	ANKIT JAIN	PUBLIC INDIVIDUAL	3200	428800
63	SHRIYANSH KUMAR PUGALIA	PUBLIC INDIVIDUAL	8000	1072000
64	SIDDHATH BOTHRA HUF	PUBLIC INDIVIDUAL HUF	4800	643200
65	LOKESH PATAWARI	PUBLIC INDIVIDUAL	3200	428800
66	VIDHI JINENDRA BOTHRA	PUBLIC INDIVIDUAL	3200	428800
67	KHUSHAAL BOTHRA	PUBLIC INDIVIDUAL	3200	428800
68	NISHITA JINENDRA BOTHRA	PUBLIC INDIVIDUAL	3200	428800
69	BHAVISHYA JAIN	PUBLIC INDIVIDUAL	3200	428800
70	SONAM BHARGAVA	PUBLIC INDIVIDUAL	3200	428800
71	RUPAL JAYESH MADHANI	PUBLIC INDIVIDUAL	19200	2572800
72	TANISHA FATESAIRA	PUBLIC INDIVIDUAL	19200	2572800
73	GEETADEVI GHANSHYAMDAS ASAWA	PUBLIC INDIVIDUAL	19200	2572800
74	VIJETA PAWAN DAGA	PUBLIC INDIVIDUAL	19200	2572800
75	JIGNESH RAMESHCHANDRA SUBA HUF	PUBLIC INDIVIDUAL HUF	19200	2572800
76	NISHIT JAIN	PUBLIC INDIVIDUAL	25600	3430400
77	ANIKET MEHTA	PUBLIC INDIVIDUAL	19200	2572800
78	SAROJBEN MANOJBHAI PATEL	PUBLIC INDIVIDUAL	19200	2572800
79	MANOJKUMAR JAGDISHBHAI PATEL	PUBLIC INDIVIDUAL	38400	5145600
80	KEYABEN YASHKUMAR PATEL	PUBLIC INDIVIDUAL	19200	2572800
81	YASHKUMAR MUKESHBHAI	PUBLIC INDIVIDUAL	20800	2787200

82	NEERUBEN KAMLESHBHAI PATEL	PUBLIC INDIVIDUAL	20800	2787200
83	HINAL PATEL	PUBLIC INDIVIDUAL	20800	2787200
84	VISHALBHAI R KANANI	PUBLIC INDIVIDUAL	19200	2572800
85	UTTAMKUMAR MOHANLAL JAIN	PUBLIC INDIVIDUAL	40000	5360000
86	DHRUV MINESHKUMAR PATEL	PUBLIC INDIVIDUAL	14400	1929600
87	BHAVESH RAMNIKLAL GALA	PUBLIC INDIVIDUAL	14400	1929600
88	DHARMENDRA JAIN	PUBLIC INDIVIDUAL	14400	1929600
89	DILIP KUMAR SANKLECHA	PUBLIC INDIVIDUAL	14400	1929600
90	BHARAT CHUNILAL SHAH	PUBLIC INDIVIDUAL	14400	1929600
91	DILIP BHIKAMCHAND SETHIA	PUBLIC INDIVIDUAL	14400	1929600
92	SACHIN GARG	PUBLIC INDIVIDUAL	33600	4502400
93	NIKHIL LALIT AGARWAL	PUBLIC INDIVIDUAL	19200	2572800
94	RAHUL CHOUDHARY HUF	PUBLIC INDIVIDUAL HUF	25600	3430400
95	NIDHISHA SACHIN KHETAN	PUBLIC INDIVIDUAL	11200	1500800
96	NIRANJAN AGARWAL	PUBLIC INDIVIDUAL	16000	2144000
97	VINAY SETHIA	PUBLIC INDIVIDUAL	19200	2572800
98	SEEMA KEDIA	PUBLIC INDIVIDUAL	17600	2358400
99	SHILPI GUPTA	PUBLIC INDIVIDUAL	17600	2358400
100	SWATI JALAN	PUBLIC INDIVIDUAL	17600	2358400
101	SHIV SHANKAR BIHANI	PUBLIC INDIVIDUAL	12800	1715200
102	DEEPAK VERMA	PUBLIC INDIVIDUAL	16000	2144000
103	KASHISH JHAWAR	PUBLIC INDIVIDUAL	16000	2144000
104	MONA KEDIA	PUBLIC INDIVIDUAL	11200	1500800
105	CHINTAN JHAVERI (HUF)	PUBLIC INDIVIDUAL HUF	14400	1929600
106	POONAM TULSAN	PUBLIC INDIVIDUAL HUF	8000	1072000
107	INNOCENT TRADELINK PRIVATE LIMITED	PUBLIC INDIVIDUAL BODY CORPORATE	54400	7289600
108	CHANDRIKABEN U. JAIN	PUBLIC INDIVIDUAL	16000	2144000
109	RITU LUNIA	PUBLIC INDIVIDUAL	40000	5360000
110	RICHA NAHATA	PUBLIC INDIVIDUAL	16000	2144000
111	KAMLADEVI GAUTAMCHAND LUNKAD	PUBLIC INDIVIDUAL	19200	2572800
112	JAIN KETAN KANTILAL	PUBLIC INDIVIDUAL	19200	2572800
113	VIKASKUMAR BHAVARLAL SHAH	PUBLIC INDIVIDUAL	12800	1715200
114	UPASANA C SARDA	PUBLIC INDIVIDUAL	20800	2787200
115	SANDEEP SARAF	PUBLIC INDIVIDUAL	51200	6860800
116	SALONI GHANSHYAM PANSARI	PUBLIC INDIVIDUAL	16000	2144000
117	JAY GUPTA	PUBLIC INDIVIDUAL	19200	2572800
118	SEEMA SONTHALIA	PUBLIC INDIVIDUAL	25600	3430400
119	HARISH MUNDHRA	PUBLIC INDIVIDUAL	8000	1072000
120	DEEPAK AGARWAL	PUBLIC INDIVIDUAL	8000	1072000
121	RAJ KUMAR JAIN	PUBLIC INDIVIDUAL	8000	1072000
122	PRAVEEN NIRMAL JAIN	PUBLIC INDIVIDUAL	8000	1072000
123	RATANESH KUMAR MANDOWARA	PUBLIC INDIVIDUAL	8000	1072000
124	RICHA SONTHALIA	PUBLIC INDIVIDUAL	19200	2572800
125	SANDEEP GUPTA	PUBLIC INDIVIDUAL	8000	1072000
126	PRATEEK DIWAN	PUBLIC INDIVIDUAL	16000	2144000
		Total	44,00,000	58,96,00,000

RESOLVED FURTHER THAT the relevant date for the determination for the issue price for the Preferential Issue of the Fully Convertible Warrants as per Regulation 161 of the SEBI (ICDR)

Regulations, 2018 is Monday, November 04, 2024, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of Equity Shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) Equity Share against each Warrant.
- b) the minimum amount of Rs. 14, 74, 00,000 (Rs. Fourteen Crores Seventy-Four Lakhs Only) which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 44, 22, 00,000 (Rs. Forty Four Crores Twenty Two Lakhs only) which is equivalent to 75% (seventy-five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert all the outstanding Warrant(s) and subscribe to Equity Share(s) of the Company ("**Warrant Exercise Amount**").
- c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- d) the Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company in all respects including the payment of dividend and voting rights;
- e) the Equity Shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- f) the Warrants shall not carry any voting rights until they are converted into Equity Shares and the Warrants by itself, until exercised and converted into Equity Shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("**Conversion Notice**") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("**Conversion Date**"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
- h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;

- i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions Regulation 167 and other Regulations of Chapter V of the SEBI ICDR Regulations.
- k) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the complete record of private placement be maintained in Form PAS-5.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- a) to issue and allot the Fully Convertible Warrants and such number of Equity Shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- b) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchange for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the Equity Shares to be allotted upon conversion of the Warrants;
- c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the Equity Shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- e) to issue clarifications on the offer, issue and allotment of the Equity Shares to be allotted pursuant to the conversion of the Warrants and listing of the Equity Shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchange, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other

steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including application to Stock Exchange for obtaining In-principle approval, Listing of shares approval, Trading approval and filing of requisite documents with the Registrar of Companies and RBI, appointment of legal advisors / solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and/ or any other advisors, professionals, agencies as may be required, to negotiate / modify / execute / deliver and / or sign any declarations, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard and to resolve and settle any questions and difficulties that may arise in the proposed creation, offer, issue and allotment of the Warrants and Equity Shares upon conversion and utilization of issue proceeds without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

For and on behalf of the Board of Directors
BHATIA COLOUR CHEM LIMITED

Sd/-
Vishwa Ronak Patel
Company Secretary

Registered Office: Plot No. A/2/12, Road No. 1,
Udhana Udyog Nagar Sangh Udhna, Surat,
Gujarat, India, 394210
CIN: L24290GJ2021PLC127878
Website: www.bccl.info, Email-id:
cs@bccindia.com,
Tel: 9104294564

Date: 11/11/2024
Place: Surat

NOTES:

1. A statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the special business of the Notice is annexed hereto.
2. A member entitled to attend and vote at the extra Ordinary general meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting (on or before December 02, 2024, 01:00 P.M. IST). A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. However, a member holding more than ten 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. The Proxy holders shall provide his identity at the time of attending the meeting. A proxy form for the EGM is enclosed.
3. Pursuant to Section 113 of the Companies Act, 2013, Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Karta in case of HUF/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, Polling paper or Proxy form.
5. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Saturday, Sunday and holidays) between 12.00 noon to 4.00 p.m. up to the date of the Extra Ordinary General Meeting.
6. Members seeking any information/document as referred in the notice are requested to write to the Company on or before December 03, 2024 through email at cs@bccindia.com. The same will be addressed by the Company suitably.
7. Members are requested to quote their DP-ID and Client ID No. in all their correspondences.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the Extra Ordinary General Meeting. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of Extra Ordinary General Meeting. Members seeking to inspect such documents can send an email to the Company Secretary at cs@bccindia.com.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the General Meeting. For this

purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the General Meeting will be provided by NSDL. Members who have cast their votes by remote e-voting prior to the General Meeting may participate in the General Meeting but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.

10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the General Meeting has been uploaded on the website of the Company at www.bccl.info. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the Extra Ordinary General Meeting Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. In compliance with the Circulars, the Notice of the General Meeting, instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
12. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA at info@bigshareonline.com, to receive all communication in electronic mode.
13. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Share Registrar and Transfer Agent:

Bigshare Services Private Limited
Office No S6-2, 6th floor Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai - 400093, India.
Tel No : +91 22-62638200
Fax No : +91 22-62638299
Website: www.bigshareonline.com
E-Mail: info@bigshareonline.com
14. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
16. The members who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the attached nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled, or varied

by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.

17. The route map of the venue of Extra Ordinary General Meeting is appended to this report. The prominent land mark near the venue is INS Hospital, Surat.
18. The Notice of the EGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of documents.
19. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the EGM hall.
20. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to rbksurat@gmail.com with a copy marked to cs@bccindia.com. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM and participate thereat and cast their votes through e-voting.
21. The e-voting period commences on Sunday, December 01, 2024 from 9.00 A.M. (IST) and ends at 5.00 P.M. IST on Tuesday, December 03, 2024. During this period, Members holding shares in dematerialized form, as on Wednesday, November 27, 2024; i.e., cut-off date, may cast their vote electronically.
22. Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the votes to be casted through remote e-voting and e-voting during the meeting in a fair and transparent manner. The Scrutinizer shall, immediately after and not later than 48 hours from conclusion of the meeting, make a Scrutinizer's Report of the total votes cast in favour and against the resolution and invalid votes, if any, to the Chairman of the meeting.
23. The result of the voting along with the Scrutinizer's Report, shall be displayed at the Registered Office of the Company and its website viz. www.bccl.info, immediately after declaration. The results shall also be immediately forwarded to the stock exchange where Company's equity shares are listed i.e. BSE Limited.
24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through e-voting. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.
25. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**
 - Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** : Access through NSDL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, December 01, 2024 from 9.00 A.M. (IST) and ends at 5.00 P.M. IST on Tuesday, December 03, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, November 27, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-

depository participants	Voting feature. Click on options available against company name or e-Voting service provider name and you will be redirected to e-Voting service provider website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example, if folio number is 001*** and EVEN is 132101 then user ID is 132101001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" (E-voting Event Number) in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution(s), you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@bccindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@bccindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM and have not casted 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 in the EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
 - The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

Other information:

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

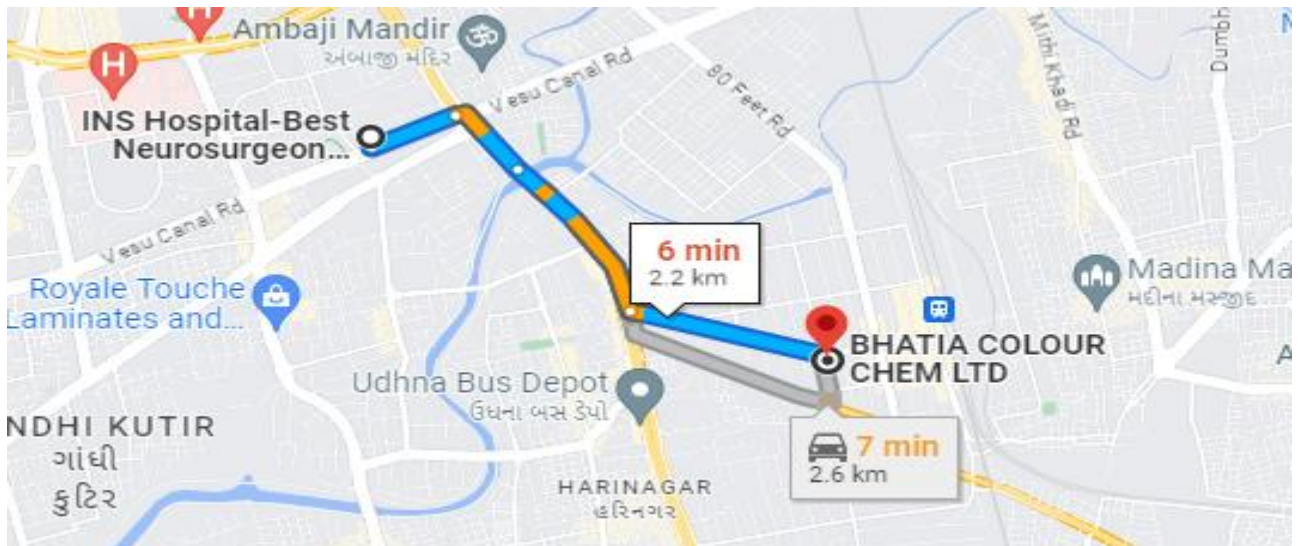
For and on behalf of the Board of Directors
BHATIA COLOUR CHEM LIMITED

Sd/-
Vishwa Ronak Patel
Company Secretary

Registered Office: Plot No. A/2/12, Road No. 1,
Udhana Udyog Nagar Sangh Udhna, Surat,
Gujarat, India, 394210
CIN: L24290GJ2021PLC127878
Website: www.bccl.info,
Email-id: cs@bccindia.com,
Tel: 9104294564

Date: 11/11/2024
Place: Surat

The Route Map of Venue of EGM of the Company.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 to 3 of the accompanying Notice dated November 11, 2024:

ITEM NO. 1

TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Company has come up with issue of Warrants on Preferential Basis. For such issue, the Articles of Association of the Company does not contain the clause related to issue of Warrants. Hence the alteration of Articles of Association of the Company is proposed by adding Sub Article no 8 (A) under Article No. III. Such alteration will serve the purpose.

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Company by way of a Special Resolution at a general meeting.

The Board of Directors' in their meeting held on November 11, 2024 has approved the amendment in the Article of Association of the Company as set out in item no. 1 of the notice, subject to the approval of members of the Company:

A copy of the proposed amended Articles of Association (AOA) is available for inspection in physical by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of the notice, up to the last date of voting i.e. Tuesday, December 03, 2024 and is also available on the website of the Company at www.bccl.info.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 of this Notice except to the extent of their shareholding if any, in the Company.

ITEM NO. 2

TO INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

To meet the requirements of growing business, the Company has come up with Preferential Offer, which necessitates increasing the authorised share capital of the Company by infusion of more Capital into the Company. The present Authorized Share Capital stands at ₹ 12,50,00,000 (Rupees Twelve Crores and Fifty Lacs Only) divided into 1,25,00,000 (One Crores and Twenty Five Lacs Only) equity shares of Rs. 10/- (Rupees Ten only) each to ₹20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) equity shares of Rs. 10/- (Rupees Ten Only) each by addition of ₹ 7,50,00,000 (Rupees Seven Crores and Fifty Lacs Only) divided into 75,00,000 (Seventy Five Lacs Only) equity shares of Rs. 10/- (Rupees Ten only) each.

Pursuant to Section 61 of the Companies Act, 2013 increase of authorised share capital requires the approval of the members by way of Ordinary resolution. Further the alteration of Authorised Share capital requires modification of capital clause of Memorandum of Association of the Company. A copy of the proposed amended Memorandum of Association is available for inspection in physical by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of the notice, up to the last date of voting i.e. Tuesday, December 03, 2024 and is also available on the website of the Company at www.bccl.info.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2 of this Notice except to the extent of their shareholding if any, in the Company.

ITEM NO. 3

TO ISSUE OF FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PROMOTER/ PROMOTER GROUP AND TO IDENTIFIED NON-PROMOTER PERSON

The Board of Directors of the Company ("**Board**") at their meeting held on November 11, 2024, approved raising of funds aggregating upto Rs. 58,96,00,000 (Rupees Fifty-Eight Crores Ninety-Six Lakhs only) by way of issuance of upto 44,00,000 (Forty-Four Lakhs) Fully Convertible Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company of face value of Rs. 10/- (Rupees Ten Only) each ("**Warrants**") at a price of Rs. 134/- (Rupees One Hundred and Thirty-Four Only) each payable in cash ("**Warrants Issue Price**"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the persons listed in the table below (referred to as the "**Proposed Allottees**"), by way of a preferential issue through private placement offer (the "**Preferential Issue**");

Sr. no.	Name of the Proposed Allottee	Category of the Proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Maximum Consideration (Rupees)
1	BHARAT BRIJLAL BHATIA	PROMOTER	752000	100768000
2	RAMESHCHAND CHANDURAM BHATIA	PROMOTER	955200	127996800
3	SONAL BHARAT BHATIA	PROMOTER GROUP	123200	16508800
4	MADHU BRIJLAL BHATIA	PROMOTER GROUP	123200	16508800
5	REENA RAMESHCHAND BHATIA	PROMOTER GROUP	123200	16508800
6	DHAWAL RAMESHCHANDRA BHATIA	PROMOTER GROUP	123200	16508800
7	VINOD KUMAR KANODIA	PUBLIC INDIVIDUAL	19200	2572800
8	KESHAV SHAILESH SARRAF	PUBLIC INDIVIDUAL	19200	2572800
9	SURESH CHANDRA SHANKERLAL BAPNA	PUBLIC INDIVIDUAL	19200	2572800
10	DINESH GOKULBHAI BHIMANI	PUBLIC INDIVIDUAL	19200	2572800
11	SHAUNAK ATULBHAI JOSHI	PUBLIC INDIVIDUAL	8000	1072000
12	PARTH YOGESHKUMAR KHAMBHOLIYA	PUBLIC INDIVIDUAL	8000	1072000
13	VIRENDRA KUMAR TADI	PUBLIC INDIVIDUAL	11200	1500800
14	AKUL ARORA	PUBLIC INDIVIDUAL	11200	1500800
15	PRADEEP KUMAR KABRA	PUBLIC INDIVIDUAL	11200	1500800
16	KANCHAN DEVI BAHETI	PUBLIC INDIVIDUAL	49600	6646400
17	KASHYAP RANJITSINH JADAV	PUBLIC INDIVIDUAL	8000	1072000
18	VISHALKUMAR HARJIBHAI GHORI	PUBLIC INDIVIDUAL	14400	1929600
19	VIRESHBHAI C KASLIWAL HUF	PUBLIC INDIVIDUAL HUF	8000	1072000
20	HALCYON ENTERPRISE	PUBLIC PARTNERSHIP FIRM	8000	1072000

21	SUFIYAN GULAMRASUL DADABHAI	PUBLIC INDIVIDUAL	8000	1072000
22	MOHAMMED JAVED MOHAMMED HAYAT KHAN	PUBLIC INDIVIDUAL	8000	1072000
23	NILESH M BELADIA	PUBLIC INDIVIDUAL	6400	857600
24	NITINBHAI RAVJIBHAI PATEL	PUBLIC INDIVIDUAL	4800	643200
25	MANJU JAIN	PUBLIC INDIVIDUAL	8000	1072000
26	AAKASH ASHOK BAREJA	PUBLIC INDIVIDUAL	112000	15008000
27	RAJIV LEKHRAJ CHUGH	PUBLIC INDIVIDUAL	11200	1500800
28	NISHA DAYANAND NARANG	PUBLIC INDIVIDUAL	11200	1500800
29	RISHAB SANJAY JAIN	PUBLIC INDIVIDUAL	11200	1500800
30	VANDANA VIJAY ARORA	PUBLIC INDIVIDUAL	11200	1500800
31	AANSHIJITENDRA BAHADUR SINGH	PUBLIC INDIVIDUAL	8000	1072000
32	SATISHKUMAR HARGOPAL NANDWANI	PUBLIC INDIVIDUAL	8000	1072000
33	RAJUBHAI PREMJBHAI VANANI	PUBLIC INDIVIDUAL	11200	1500800
34	SAINI RAJVINDER ABHISHEK	PUBLIC INDIVIDUAL	8000	1072000
35	SANJAY KUMAR JAIN HUF	PUBLIC INDIVIDUAL HUF	8000	1072000
36	MANOJ U PALGOTA	PUBLIC INDIVIDUAL	19200	2572800
37	DIMPLE JAIN	PUBLIC INDIVIDUAL	9600	1286400
38	ROHIT SURANA	PUBLIC INDIVIDUAL	19200	2572800
39	HARSHAD RASIKLAL SHETH	PUBLIC INDIVIDUAL	76800	10291200
40	CHETAN KUMAR AGGARWAL	PUBLIC INDIVIDUAL	19200	2572800
41	VAIBHAV KOTHARI	PUBLIC INDIVIDUAL	19200	2572800
42	KHUSHALI BOCHIWAL	PUBLIC INDIVIDUAL	19200	2572800
43	VIKAS JAIN	PUBLIC INDIVIDUAL	19200	2572800
44	DAGA CAPITAL	PUBLIC PARTNERSHIP FIRM	100800	13507200
45	AGARWAL SABITA	PUBLIC INDIVIDUAL	70400	9433600
46	KIRAN DEVI	PUBLIC INDIVIDUAL	25600	3430400
47	PINKY	PUBLIC INDIVIDUAL	25600	3430400
48	NORATAN KUMAR DUGAR	PUBLIC INDIVIDUAL	11200	1500800
49	PRADEEP BOTHRA	PUBLIC INDIVIDUAL	11200	1500800
50	MANJULA NAHATA	PUBLIC INDIVIDUAL	38400	5145600
51	BRIJWASI VINIMAY PVT LTD	PUBLIC BODY CORPORATE	51200	6860800
52	GAUTAM MAKHARIA	PUBLIC INDIVIDUAL	11200	1500800
53	BALDEV TEXTILE MILLS PVT LTD	PUBLIC BODY CORPORATE	11200	1500800
54	MADHURI JAIN BHANSALI	PUBLIC INDIVIDUAL	8000	1072000
55	JAYA MAROTHI	PUBLIC INDIVIDUAL	8000	1072000
56	NEHA MITTAL	PUBLIC INDIVIDUAL	11200	1500800
57	KIMI GUPTA	PUBLIC INDIVIDUAL	11200	1500800
58	GOGAD KRUTIKA DILIP	PUBLIC INDIVIDUAL	8000	1072000
59	ARVIND KUMAR BENGANI & SONS HUF	PUBLIC INDIVIDUAL HUF	12800	1715200
60	NAVRATAN MAL SANCHETI	PUBLIC INDIVIDUAL	11200	1500800
61	KARISHMA KOCHAR	PUBLIC INDIVIDUAL	11200	1500800
62	ANKIT JAIN	PUBLIC INDIVIDUAL	3200	428800
63	SHRIYANSH KUMAR PUGALIA	PUBLIC INDIVIDUAL	8000	1072000
64	SIDDHATH BOTHRA HUF	PUBLIC INDIVIDUAL HUF	4800	643200
65	LOKESH PATAWARI	PUBLIC INDIVIDUAL	3200	428800
66	VIDHI JINENDRA BOTHRA	PUBLIC INDIVIDUAL	3200	428800
67	KHUSHAAL BOTHRA	PUBLIC INDIVIDUAL	3200	428800
68	NISHITA JINENDRA BOTHRA	PUBLIC INDIVIDUAL	3200	428800
69	BHAVISHYA JAIN	PUBLIC INDIVIDUAL	3200	428800

70	SONAM BHARGAVA	PUBLIC INDIVIDUAL	3200	428800
71	RUPAL JAYESH MADHANI	PUBLIC INDIVIDUAL	19200	2572800
72	TANISHA FATESAIRA	PUBLIC INDIVIDUAL	19200	2572800
73	GEETADEVI GHANSHYAMDAS ASAWA	PUBLIC INDIVIDUAL	19200	2572800
74	VIJETA PAWAN DAGA	PUBLIC INDIVIDUAL	19200	2572800
75	JIGNESH RAMESHCHANDRA SUBA HUF	PUBLIC INDIVIDUAL HUF	19200	2572800
76	NISHIT JAIN	PUBLIC INDIVIDUAL	25600	3430400
77	ANIKET MEHTA	PUBLIC INDIVIDUAL	19200	2572800
78	SAROJBEN MANOJBHAI PATEL	PUBLIC INDIVIDUAL	19200	2572800
79	MANOJKUMAR JAGDISHBHAI PATEL	PUBLIC INDIVIDUAL	38400	5145600
80	KEYABEN YASHKUMAR PATEL	PUBLIC INDIVIDUAL	19200	2572800
81	YASHKUMAR MUKESHBHAI	PUBLIC INDIVIDUAL	20800	2787200
82	NEERUBEN KAMLESHBHAI PATEL	PUBLIC INDIVIDUAL	20800	2787200
83	HINAL PATEL	PUBLIC INDIVIDUAL	20800	2787200
84	VISHALBHAI R KANANI	PUBLIC INDIVIDUAL	19200	2572800
85	UTTAMKUMAR MOHANLAL JAIN	PUBLIC INDIVIDUAL	40000	5360000
86	DHRUV MINESHKUMAR PATEL	PUBLIC INDIVIDUAL	14400	1929600
87	BHAVESH RAMNIKLAL GALA	PUBLIC INDIVIDUAL	14400	1929600
88	DHARMENDRA JAIN	PUBLIC INDIVIDUAL	14400	1929600
89	DILIP KUMAR SANKLECHA	PUBLIC INDIVIDUAL	14400	1929600
90	BHARAT CHUNILAL SHAH	PUBLIC INDIVIDUAL	14400	1929600
91	DILIP BHIKAMCHAND SETHIA	PUBLIC INDIVIDUAL	14400	1929600
92	SACHIN GARG	PUBLIC INDIVIDUAL	33600	4502400
93	NIKHIL LALIT AGARWAL	PUBLIC INDIVIDUAL	19200	2572800
94	RAHUL CHOUDHARY HUF	PUBLIC INDIVIDUAL HUF	25600	3430400
95	NIDHISHA SACHIN KHETAN	PUBLIC INDIVIDUAL	11200	1500800
96	NIRANJAN AGARWAL	PUBLIC INDIVIDUAL	16000	2144000
97	VINAY SETHIA	PUBLIC INDIVIDUAL	19200	2572800
98	SEEMA KEDIA	PUBLIC INDIVIDUAL	17600	2358400
99	SHILPI GUPTA	PUBLIC INDIVIDUAL	17600	2358400
100	SWATI JALAN	PUBLIC INDIVIDUAL	17600	2358400
101	SHIV SHANKAR BIHANI	PUBLIC INDIVIDUAL	12800	1715200
102	DEEPAK VERMA	PUBLIC INDIVIDUAL	16000	2144000
103	KASHISH JHAWAR	PUBLIC INDIVIDUAL	16000	2144000
104	MONA KEDIA	PUBLIC INDIVIDUAL	11200	1500800
105	CHINTAN JHAVERI (HUF)	PUBLIC INDIVIDUAL HUF	14400	1929600
106	POONAM TULSAN	PUBLIC INDIVIDUAL	8000	1072000
107	INNOCENT TRADELINK PRIVATE LIMITED	PUBLIC INDIVIDUAL BODY CORPORATE	54400	7289600
108	CHANDRIKABEN U. JAIN	PUBLIC INDIVIDUAL	16000	2144000
109	RITU LUNIA	PUBLIC INDIVIDUAL	40000	5360000
110	RICHA NAHATA	PUBLIC INDIVIDUAL	16000	2144000
111	KAMLADEVI GAUTAMCHAND LUNKAD	PUBLIC INDIVIDUAL	19200	2572800
112	JAIN KETAN KANTILAL	PUBLIC INDIVIDUAL	19200	2572800
113	VIKASKUMAR BHAVARLAL SHAH	PUBLIC INDIVIDUAL	12800	1715200
114	UPASANA C SARDA	PUBLIC INDIVIDUAL	20800	2787200
115	SANDEEP SARAF	PUBLIC INDIVIDUAL	51200	6860800
116	SALONI GHANSHYAM PANSARI	PUBLIC INDIVIDUAL	16000	2144000
117	JAY GUPTA	PUBLIC INDIVIDUAL	19200	2572800
118	SEEMA SONTHALIA	PUBLIC INDIVIDUAL	25600	3430400

119	HARISH MUNDHRA	PUBLIC INDIVIDUAL	8000	1072000
120	DEEPAK AGARWAL	PUBLIC INDIVIDUAL	8000	1072000
121	RAJ KUMAR JAIN	PUBLIC INDIVIDUAL	8000	1072000
122	PRAVEEN NIRMAL JAIN	PUBLIC INDIVIDUAL	8000	1072000
123	RATANESH KUMAR MANDOWARA	PUBLIC INDIVIDUAL	8000	1072000
124	RICHA SONTHALIA	PUBLIC INDIVIDUAL	19200	2572800
125	SANDEEP GUPTA	PUBLIC INDIVIDUAL	8000	1072000
126	PRATEEK DIWAN	PUBLIC INDIVIDUAL	16000	2144000
		Total	44,00,000	58,96,00,000

In this regard, the Board, pursuant to its resolution dated November 11, 2024, has noted and accepted the letters of intention issued by the Proposed Allottees, to the Company for investment of aggregate amount up to an amount of Rs. 58,96,00,000 in the Company, subject to customary closing conditions.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 58,96,00,000/- (Rupees Fifty Eight Crores Ninety six Lakhs Only) by way of issuance of upto 44,00,000 (Forty Four Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 134/- (Rupees One Hundred and Thirty Four Only) each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

Disclosures prescribed under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item No. 03 are as follows:

1. OBJECTS OF THE ISSUE

Subject to applicable laws and regulations, the Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objects:

- (i) Meeting working capital requirement of the Company and for expansion of existing business of the Company.
- (ii) General Corporate purpose or such other objects, as the Board may from time to time decides in the best interest of the Company.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors as aforementioned, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board and in compliance with applicable laws. This may result into rescheduling, revising and altering the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

- **Interim Use of Issue Proceeds**

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

2. Monitoring of utilisation of funds

Given that the issue size does not exceed Rs. 100 Crore (Indian Rupees One Hundred Crore), the Company is not required to appoint a Monitoring Agency, in terms of Regulation 162A of the SEBI ICDR Regulations.

3. Relevant Date

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is Monday, November 04, 2024. The date i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting falls on a Wednesday December 04, 2024.

4. Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on November 11, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 44,00,000 Warrants to the Proposed Allottees, each at a price of Rs. 134/- per Warrant, aggregating up to Rs. 58,96,00,000/- (Rupees Fifty-Eight Crores Ninety-six Lakhs Only) for a cash consideration, by way of a preferential issue on a private placement basis.

5. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Up to 44,00,000 Fully Convertible Warrants, at a price of Rs. 134/- per Warrant aggregating up to Rs. 58,96,00,000/- (Rupees Fifty-Eight Crores Ninety-six Lakhs Only), such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

6. Basis or justification for the price (including the premium, if any) has been arrived at

The Company is listed on BSE Limited and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations.

Accordingly, the issue of fully convertible warrants of the Company on preferential basis shall be made at a price not less than higher of the following:

- 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 111.79 per equity share;
- 10 (ten) trading day's volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 133.10 per equity share.

The Articles of Association of the Company does not provide any valuation method for determination of price of the shares.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) is Rs. 133.10/- each. In view of the above, the Board of the Company has fixed the Issue price of Rs. 134/- each which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

Further, given that the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and 163(1) (h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such recomputation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

7. Amount which the company intends to raise by way of such securities

Aggregating up to Rs. 58, 96, 00,000/- (Rupees Fifty Eight Crores Ninety six Lakhs Only) by issuance of Fully Convertible Warrants.

8. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are falling under promoter group entities and non-promoter group of the Company. The details are as follows;

Sr. no.	Name of the Proposed Allottee	Category of the Proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Maximum Consideration (Rupees)
1	BHARAT BRIJLAL BHATIA	PROMOTER	752000	100768000
2	RAMESHCHAND CHANDURAM BHATIA	PROMOTER	955200	127996800
3	SONAL BHARAT BHATIA	PROMOTER GROUP	123200	16508800
4	MADHU BRIJLAL BHATIA	PROMOTER GROUP	123200	16508800
5	REENA RAMESHCHAND BHATIA	PROMOTER GROUP	123200	16508800
6	DHAWAL RAMESHCHANDRA BHATIA	PROMOTER GROUP	123200	16508800
7	VINOD KUMAR KANODIA	PUBLIC INDIVIDUAL	19200	2572800
8	KESHAV SHAILESH SARRAF	PUBLIC INDIVIDUAL	19200	2572800
9	SURESH CHANDRA SHANKERLAL BAPNA	PUBLIC INDIVIDUAL	19200	2572800
10	DINESH GOKULBHAI BHIMANI	PUBLIC INDIVIDUAL	19200	2572800
11	SHAUNAK ATULBHAI JOSHI	PUBLIC INDIVIDUAL	8000	1072000
12	PARTH YOGESHKUMAR KHAMBHOLIYA	PUBLIC INDIVIDUAL	8000	1072000
13	VIRENDRA KUMAR TADI	PUBLIC INDIVIDUAL	11200	1500800
14	AKUL ARORA	PUBLIC INDIVIDUAL	11200	1500800
15	PRADEEP KUMAR KABRA	PUBLIC INDIVIDUAL	11200	1500800
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19	VIRESHBHAI C KASLIWAL HUF	PUBLIC INDIVIDUAL HUF	8000	1072000
20	HALCYON ENTERPRISE	PUBLIC PARTNERSHIP FIRM	8000	1072000
21	SUFIYAN GULAMRASUL DADABHAI	PUBLIC INDIVIDUAL	8000	1072000
22	MOHAMMED JAVED MOHAMMED HAYAT KHAN	PUBLIC INDIVIDUAL	8000	1072000
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93	NIKHIL LALIT AGARWAL	PUBLIC INDIVIDUAL	19200	2572800
94	RAHUL CHOUDHARY HUF	PUBLIC INDIVIDUAL HUF	25600	3430400
95	NIDHISHA SACHIN KHETAN	PUBLIC INDIVIDUAL	11200	1500800
96	NIRANJAN AGARWAL	PUBLIC INDIVIDUAL	16000	2144000
97	VINAY SETHIA	PUBLIC INDIVIDUAL	19200	2572800
98	SEEMA KEDIA	PUBLIC INDIVIDUAL	17600	2358400
99	SHILPI GUPTA	PUBLIC INDIVIDUAL	17600	2358400
100	SWATI JALAN	PUBLIC INDIVIDUAL	17600	2358400
101	SHIV SHANKAR BIHANI	PUBLIC INDIVIDUAL	12800	1715200
102	DEEPAK VERMA	PUBLIC INDIVIDUAL	16000	2144000
103	KASHISH JHAWAR	PUBLIC INDIVIDUAL	16000	2144000
104	MONA KEDIA	PUBLIC INDIVIDUAL	11200	1500800
105	CHINTAN JHAVERI (HUF)	PUBLIC INDIVIDUAL HUF	14400	1929600
106	POONAM TULSAN	PUBLIC INDIVIDUAL	8000	1072000
107	INNOCENT TRADELINK PRIVATE LIMITED	PUBLIC BODY CORPORATE	54400	7289600
108	CHANDRIKABEN U. JAIN	PUBLIC INDIVIDUAL	16000	2144000
109	RITU LUNIA	PUBLIC INDIVIDUAL	40000	5360000
110	RICHA NAHATA	PUBLIC INDIVIDUAL	16000	2144000
111	KAMLADEVI GAUTAMCHAND LUNKAD	PUBLIC INDIVIDUAL	19200	2572800
112	JAIN KETAN KANTILAL	PUBLIC INDIVIDUAL	19200	2572800
113	VIKASKUMAR BHAVARLAL SHAH	PUBLIC INDIVIDUAL	12800	1715200
114	UPASANA C SARDA	PUBLIC INDIVIDUAL	20800	2787200
115	SANDEEP SARAF	PUBLIC INDIVIDUAL	51200	6860800
116	SALONI GHANSHYAM PANSARI	PUBLIC INDIVIDUAL	16000	2144000
117	JAY GUPTA	PUBLIC INDIVIDUAL	19200	2572800
118	SEEMA SONTHALIA	PUBLIC INDIVIDUAL	25600	3430400
119	HARISH MUNDHRA	PUBLIC INDIVIDUAL	8000	1072000
120	DEEPAK AGARWAL	PUBLIC INDIVIDUAL	8000	1072000
121	RAJ KUMAR JAIN	PUBLIC INDIVIDUAL	8000	1072000
122	PRAVEEN NIRMAL JAIN	PUBLIC INDIVIDUAL	8000	1072000
123	RATANESH KUMAR MANDOWARA	PUBLIC INDIVIDUAL	8000	1072000
124	RICHA SONTHALIA	PUBLIC INDIVIDUAL	19200	2572800
125	SANDEEP GUPTA	PUBLIC INDIVIDUAL	8000	1072000

126	PRATEEK DIWAN	PUBLIC INDIVIDUAL	16000	2144000
		Total	44,00,000	58,96,00,000

9. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price

The Company has not made any preferential allotment during the current financial year FY 2024-25.

10. Maximum number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs. 58, 96, 00,000/- (Rupees Fifty Eight Crores Ninety six Lakhs Only) by way of issuance of upto 44, 00,000 (Forty Four Lakhs) Fully Convertible Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company of face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 134/- each payable in cash.

Minimum amount of Rs. 14, 74, 00,000/- (Rupees Fourteen Crores Seventy Four Lakhs Only) which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 44, 22, 00,000/- (Rupees Forty Four Crores Twenty Two Lakhs only) which is equivalent to 75% (Seventy-Five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s) to subscribe to Equity Share(s).

11. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer

Six of the proposed allottees are the person belonging to the Promoter and Promoter Group of the Company namely Bharat Brijlal Bhatia, Rameshchand Chanduram Bhatia, Sonal Bharat Bhatia, Madhu Brijlal Bhatia, Reena Rameshchand Bhatia and Dhawal Rameshchandra Bhatia. The Company has received an investment commitment letter from our Promoter/Promoter Group, Bharat Brijlal Bhatia, Rameshchand Chanduram Bhatia, Sonal Bharat Bhatia, Madhu Brijlal Bhatia, Reena Rameshchand Bhatia and Dhawal Rameshchandra Bhatia indicating their intention to invest an aggregate amount up to an amount of Rs. 29, 48, 00,000 (Rupees Twenty Nine Crores Forty Eight Lakhs Only) in the Company through this Preferential Issue, subject to customary closing conditions.

Apart from our Promoter/Promoter Group Bharat Brijlal Bhatia, Rameshchand Chanduram Bhatia, Sonal Bharat Bhatia, Madhu Brijlal Bhatia, Reena Rameshchand Bhatia and Dhawal Rameshchandra Bhatia, none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to participate or subscribe to the offer.

12. Shareholding pattern of the Company before and after the Preferential Issue

The Shareholding Pattern of the issuer before and after the preferential issue is attached as **Annexure-A**.

13. Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Fully Convertible Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

The warrants may be exercised by the Warrant Holder(s)/ Proposed Allottee(s), in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the

shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

14. Principal terms of assets charged as securities

Not applicable.

15. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

- **Tenure:**

The Warrants shall be convertible into Equity Shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

- **Conversion and other related matters:**

(i) The Warrant holder shall have the right to convert all the outstanding Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("**Conversion Notice**") to the Company requesting the conversion of the outstanding Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("**Conversion Date**").

(ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

(iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the outstanding Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot Equity Shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants

(iv) The Company shall file the certificate from its statutory auditor with the Stock Exchange, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

(v) The Company shall issue and allot the Equity Shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchange for listing the Equity Shares allotted to the Warrant holder pursuant to conversion of the Warrants. All Equity Shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Conversion Date.

(vi) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.

(vii) The procedure for conversion of Warrants into Equity Shares set out above shall be applicable for conversion of each Warrant into Equity Shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph (i) above.

- **Lock-in**

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, accordance with Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in as per Regulation 167 of SEBI ICDR Regulations.

- **Rights**

The Warrants shall not carry any voting rights until they are converted into Equity Shares.

16. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees

Sr. no.	Name of Proposed allottees	Ultimate Beneficial Owner	Pre-Preferential Issue*		No. of Equity Shares proposed to be allotted	Post- Preferential Issue **	
			No. of shares held	% of share holding		No. of shares held	% of share holding
1	BHARAT BRIJLAL BHATIA	NOT APPLICABLE*	1528750	12.50	752000	2280750	13.71
2	RAMESHCHAND CHANDURAM BHATIA	NOT APPLICABLE*	1320000	10.79	955200	2275200	13.68
3	SONAL BHARAT BHATIA	NOT APPLICABLE*	600000	4.90	123200	723200	4.35
4	MADHU BRIJLAL BHATIA	NOT APPLICABLE*	600000	4.90	123200	723200	4.35
5	REENA RAMESHCHAND BHATIA	NOT APPLICABLE*	600000	4.90	123200	723200	4.35
6	DHAWAL RAMESHCHANDRA BHATIA	NOT APPLICABLE*	600000	4.90	123200	723200	4.35
7	VINOD KUMAR KANODIA	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
8	KESHAV SHAILESH SARRAF	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
9	SURESH CHANDRA SHANKERLAL BAPNA	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
10	DINESH GOKULBHAI BHIMANI	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
11	SHAUNAK ATULBHAI JOSHI	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
12	PARTH YOGESHKUMAR KHAMBHOLIYA	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
13	VIRENDRA KUMAR TADI	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07

14	AKUL ARORA	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
15	PRADEEP KUMAR KABRA	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
16	KANCHAN DEVI BAHETI	NOT APPLICABLE*	NIL	NIL	49600	49600	0.30
17	KASHYAP RANJITSINH JADAV	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
18	VISHALKUMAR HARJIBHAI GHORI	NOT APPLICABLE*	NIL	NIL	14400	14400	0.09
19	VIRESHBHAI C KASLIWAL HUF	VIRESH CHIRANJI KASLIWAL**	NIL	NIL	8000	8000	0.05
20	HALCYON ENTERPRISE	KUNLA LAPSIWALA JOINTLY HELD WITH HALCYON ENTERPRISE	NIL	NIL	8000	8000	0.05
21	SUFIYAN GULAMRASUL DADABHAI	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
22	MOHAMMED JAVED MOHAMMED HAYAT KHAN	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
23	NILESH M BELADIA	NOT APPLICABLE*	NIL	NIL	6400	6400	0.04
24	NITINBHAI RAVJIBHAI PATEL	NOT APPLICABLE*	NIL	NIL	4800	4800	0.03
25	MANJU JAIN	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
26	AAKASH ASHOK BAREJA	NOT APPLICABLE*	NIL	NIL	112000	112000	0.67
27	RAJIV LEKHRAJ CHUGH	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
28	NISHA DAYANAND NARANG	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
29	RISHAB SANJAY JAIN	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
30	VANDANA VIJAY ARORA	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
31	AANSHIJITENDR A BAHADUR SINGH	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05

32	SATISHKUMAR HARGOPAL NANDWANI	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
33	RAJUBHAI PREMJIBHAI VANANI	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
34	SAINI RAJVINDER ABHISHEK	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
35	SANJAY KUMAR JAIN HUF	SANJAY DAYAPRAKAS H JAIN**	NIL	NIL	8000	8000	0.05
36	MANOJ U PALGOTA	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
37	DIMPLE JAIN	NOT APPLICABLE*	NIL	NIL	9600	9600	0.06
38	ROHIT SURANA	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
39	HARSHAD RASIKLAL SHETH	NOT APPLICABLE*	NIL	NIL	76800	76800	0.46
40	CHETAN KUMAR AGGARWAL	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
41	VAIBHAV KOTHARI	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
42	KHUSHALI BOCHIWAL	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
43	VIKAS JAIN	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
44	DAGA CAPITAL	LALITKUMAR MANIKCHAN D DAGA JOINTLY HELD WITH DAGA CAPITAL**	NIL	NIL	100800	100800	0.61
45	AGARWAL SABITA	NOT APPLICABLE*	NIL	NIL	70400	70400	0.42
46	KIRAN DEVI	NOT APPLICABLE*	NIL	NIL	25600	25600	0.15
47	PINKY	NOT APPLICABLE*	NIL	NIL	25600	25600	0.15
48	NORATAN KUMAR DUGAR	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
49	PRADEEP BOTHRA	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
50	MANJULA NAHATA	NOT APPLICABLE*	NIL	NIL	38400	38400	0.23

51	BRIJWASI VINIMAY PVT LTD	PUNEET MADHOGARI A	NIL	NIL	51200	51200	0.31
52	GAUTAM MAKHARIA	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
53	BALDEV TEXTILE MILLS PVT LTD	LAXMIKANT RAMSWARO OP PUROHIT	NIL	NIL	11200	11200	0.07
54	MADHURI JAIN BHANSALI	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
55	JAYA MAROTHI	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
56	NEHA MITTAL	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
57	KIMI GUPTA	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
58	GOGAD KRUTIKA DILIP	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
59	ARVIND KUMAR BENGANI & SONS HUF	ARVIND KUMAR BENGANI	NIL	NIL	12800	12800	0.08
60	NAVRATAN MAL SANCHETI	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
61	KARISHMA KOCHAR	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
62	ANKIT JAIN	NOT APPLICABLE*	NIL	NIL	3200	3200	0.02
63	SHRIYANSH KUMAR PUGALIA	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
64	SIDDHATH BOTHRA HUF	SIDDHATH FUSHRAJ BOTHRA**	NIL	NIL	4800	4800	0.03
65	LOKESH PATAWARI	NOT APPLICABLE*	NIL	NIL	3200	3200	0.02
66	VIDHI JINENDRA BOTHRA	NOT APPLICABLE*	NIL	NIL	3200	3200	0.02
67	KHUSHAAL BOTHRA	NOT APPLICABLE*	NIL	NIL	3200	3200	0.02
68	NISHITA JINENDRA BOTHRA	NOT APPLICABLE*	NIL	NIL	3200	3200	0.02
69	BHAVISHYA JAIN	NOT APPLICABLE*	NIL	NIL	3200	3200	0.02
70	SONAM BHARGAVA	NOT APPLICABLE*	NIL	NIL	3200	3200	0.02

71	RUPAL JAYESH MADHANI	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
72	TANISHA FATESAIRA	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
73	GEETADEVI GHANSHYAMD AS ASAWA	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
74	VIJETA PAWAN DAGA	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
75	JIGNESH RAMESHCHAN DRA SUBA HUF	JIGNESH RAMESHCHAN DRA SUBA**	NIL	NIL	19200	19200	0.12
76	NISHIT JAIN	NOT APPLICABLE*	NIL	NIL	25600	25600	0.15
77	ANIKET MEHTA	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
78	SAROJBEN MANOJBHAI PATEL	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
79	MANOJKUMAR JAGDISHBHAI PATEL	NOT APPLICABLE*	NIL	NIL	38400	38400	0.23
80	KEYABEN YASHKUMAR PATEL	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
81	YASHKUMAR MUKESHBHAI	NOT APPLICABLE*	NIL	NIL	20800	20800	0.13
82	NEERUBEN KAMLESHBHAI PATEL	NOT APPLICABLE*	NIL	NIL	20800	20800	0.13
83	HINAL PATEL	NOT APPLICABLE*	NIL	NIL	20800	20800	0.13
84	VISHALBHAI R KANANI	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
85	UTTAMKUMAR MOHANLAL JAIN	NOT APPLICABLE*	NIL	NIL	40000	40000	0.24
86	DHRUV MINESHKUMAR PATEL	NOT APPLICABLE*	NIL	NIL	14400	14400	0.09
87	BHAVESH RAMNIKLAL GALA	NOT APPLICABLE*	NIL	NIL	14400	14400	0.09
88	DHARMENDRA JAIN	NOT APPLICABLE*	NIL	NIL	14400	14400	0.09
89	DILIP KUMAR SANKLECHA	NOT APPLICABLE*	NIL	NIL	14400	14400	0.09

90	BHARAT CHUNILAL SHAH	NOT APPLICABLE*	NIL	NIL	14400	14400	0.09
91	DILIP BHIKAMCHAND SETHIA	NOT APPLICABLE*	NIL	NIL	14400	14400	0.09
92	SACHIN GARG	NOT APPLICABLE*	NIL	NIL	33600	33600	0.20
93	NIKHIL LALIT AGARWAL	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
94	RAHUL CHOUDHARY HUF	RAHUL CHOUDHARY **	NIL	NIL	25600	25600	0.15
95	NIDHISHA SACHIN KHETAN	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
96	NIRANJAN AGARWAL	NOT APPLICABLE*	NIL	NIL	16000	16000	0.10
97	VINAY SETHIA	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
98	SEEMA KEDIA	NOT APPLICABLE*	NIL	NIL	17600	17600	0.11
99	SHILPI GUPTA	NOT APPLICABLE*	NIL	NIL	17600	17600	0.11
100	SWATI JALAN	NOT APPLICABLE*	NIL	NIL	17600	17600	0.11
101	SHIV SHANKAR BIHANI	NOT APPLICABLE*	NIL	NIL	12800	12800	0.08
102	DEEPAK VERMA	NOT APPLICABLE*	NIL	NIL	16000	16000	0.10
103	KASHISH JHAWAR	NOT APPLICABLE*	NIL	NIL	16000	16000	0.10
104	MONA KEDIA	NOT APPLICABLE*	NIL	NIL	11200	11200	0.07
105	CHINTAN JHAVERI (HUF)	CHINTAN N JHAVERI**	NIL	NIL	14400	14400	0.09
106	POONAM TULSAN	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
107	INNOCENT TRADELINK PRIVATE LIMITED	There is no SBO in the Company.	NIL	NIL	54400	54400	0.33
108	CHANDRIKABEN U. JAIN	NOT APPLICABLE*	NIL	NIL	16000	16000	0.10
109	RITU LUNIA	NOT APPLICABLE*	NIL	NIL	40000	40000	0.24
110	RICHA NAHATA	NOT APPLICABLE*	NIL	NIL	16000	16000	0.10

111	KAMLADEVI GAUTAMCHAN D LUNKAD	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
112	JAIN KETAN KANTILAL	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
113	VIKASKUMAR BHAVARLAL SHAH	NOT APPLICABLE*	NIL	NIL	12800	12800	0.08
114	UPASANA C SARDA	NOT APPLICABLE*	NIL	NIL	20800	20800	0.13
115	SANDEEP SARAF	NOT APPLICABLE*	NIL	NIL	51200	51200	0.31
116	SALONI GHANSHYAM PANSARI	NOT APPLICABLE*	NIL	NIL	16000	16000	0.10
117	JAY GUPTA	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
118	SEEMA SONTHALIA	NOT APPLICABLE*	NIL	NIL	25600	25600	0.15
119	HARISH MUNDHRA	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
120	DEEPAK AGARWAL	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
121	RAJ KUMAR JAIN	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
122	PRAVEEN NIRMAL JAIN	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
123	RATANESH KUMAR MANDOWARA	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
124	RICHA SONTHALIA	NOT APPLICABLE*	NIL	NIL	19200	19200	0.12
125	SANDEEP GUPTA	NOT APPLICABLE*	NIL	NIL	8000	8000	0.05
126	PRATEEK DIWAN	NOT APPLICABLE*	NIL	NIL	16000	16000	0.10

17. The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Name of the Proposed Allottee	Category of the Proposed Allottee	Pre-Issue % Holding	Number of Equity Shares proposed to be allotted or to be allotted post conversion of Warrants into Equity	Post Issue % Holding*
BHARAT BRIJLAL BHATIA	PROMOTER	12.50	752000	13.71
RAMESHCHAND CHANDURAM BHATIA	PROMOTER	10.79	955200	13.68
SONAL BHARAT BHATIA	PROMOTER GROUP	4.90	123200	4.35
MADHU BRIJLAL BHATIA	PROMOTER GROUP	4.90	123200	4.35
REENA RAMESHCHAND BHATIA	PROMOTER GROUP	4.90	123200	4.35
DHAWAL RAMESHCHANDRA BHATIA	PROMOTER GROUP	4.90	123200	4.35
VINOD KUMAR KANODIA	PUBLIC INDIVIDUAL	NIL	19200	0.12
KESHAV SHAILESH SARRAF	PUBLIC INDIVIDUAL	NIL	19200	0.12
SURESH CHANDRA SHANKERLAL BAPNA	PUBLIC INDIVIDUAL	NIL	19200	0.12
DINESH GOKULBHA BHIMANI	PUBLIC INDIVIDUAL	NIL	19200	0.12
SHAUNAK ATULBHA JOSHI	PUBLIC INDIVIDUAL	NIL	8000	0.05
PARTH YOGESHKUMAR KHAMBHOLIYA	PUBLIC INDIVIDUAL	NIL	8000	0.05
VIRENDRA KUMAR TADI	PUBLIC INDIVIDUAL	NIL	11200	0.07
AKUL ARORA	PUBLIC INDIVIDUAL	NIL	11200	0.07
PRADEEP KUMAR KABRA	PUBLIC INDIVIDUAL	NIL	11200	0.07
KANCHAN DEVI BAHETI	PUBLIC INDIVIDUAL	NIL	49600	0.30
KASHYAP RANJITSINH JADAV	PUBLIC INDIVIDUAL	NIL	8000	0.05
VISHALKUMAR HARJIBHA GHORI	PUBLIC INDIVIDUAL	NIL	14400	0.09
VIRESHBHA C KASLIWAL HUF	PUBLIC INDIVIDUAL HUF	NIL	8000	0.05
HALCYON ENTERPRISE	PUBLIC PARTNERSHIP FIRM	NIL	8000	0.05
SUFYAN GULAMRASUL DADABHA	PUBLIC INDIVIDUAL	NIL	8000	0.05
MOHAMMED JAVED MOHAMMED HAYAT KHAN	PUBLIC INDIVIDUAL	NIL	8000	0.05
NILESH M BELADIA	PUBLIC INDIVIDUAL	NIL	6400	0.04

NITINBHAI RAVJIBHAI PATEL	PUBLIC INDIVIDUAL	NIL	4800	0.03
MANJU JAIN	PUBLIC INDIVIDUAL	NIL	8000	0.05
AAKASH ASHOK BAREJA	PUBLIC INDIVIDUAL	NIL	112000	0.67
RAJIV LEKHRAJ CHUGH	PUBLIC INDIVIDUAL	NIL	11200	0.07
NISHA DAYANAND NARANG	PUBLIC INDIVIDUAL	NIL	11200	0.07
RISHAB SANJAY JAIN	PUBLIC INDIVIDUAL	NIL	11200	0.07
VANDANA VIJAY ARORA	PUBLIC INDIVIDUAL	NIL	11200	0.07
AANSHIJITENDRA BAHADUR SINGH	PUBLIC INDIVIDUAL	NIL	8000	0.05
SATISHKUMAR HARGOPAL NANDWANI	PUBLIC INDIVIDUAL	NIL	8000	0.05
RAJUBHAI PREMJBHAI VANANI	PUBLIC INDIVIDUAL	NIL	11200	0.07
SAINI RAJVINDER ABHISHEK	PUBLIC INDIVIDUAL	NIL	8000	0.05
SANJAY KUMAR JAIN HUF	PUBLIC INDIVIDUAL HUF	NIL	8000	0.05
MANOJ U PALGOTA	PUBLIC INDIVIDUAL	NIL	19200	0.12
DIMPLE JAIN	PUBLIC INDIVIDUAL	NIL	9600	0.06
ROHIT SURANA	PUBLIC INDIVIDUAL	NIL	19200	0.12
HARSHAD RASIKLAL SHETH	PUBLIC INDIVIDUAL	NIL	76800	0.46
CHETAN KUMAR AGGARWAL	PUBLIC INDIVIDUAL	NIL	19200	0.12
VAIBHAV KOTHARI	PUBLIC INDIVIDUAL	NIL	19200	0.12
KHUSHALI BOCHIWAL	PUBLIC INDIVIDUAL	NIL	19200	0.12
VIKAS JAIN	PUBLIC INDIVIDUAL	NIL	19200	0.12
DAGA CAPITAL	PUBLIC PARTNERSHIP FIRM	NIL	100800	0.61
AGARWAL SABITA	PUBLIC INDIVIDUAL	NIL	70400	0.42
KIRAN DEVI	PUBLIC INDIVIDUAL	NIL	25600	0.15
PINKY	PUBLIC INDIVIDUAL	NIL	25600	0.15
NORATAN KUMAR DUGAR	PUBLIC INDIVIDUAL	NIL	11200	0.07
PRADEEP BOTHRA	PUBLIC INDIVIDUAL	NIL	11200	0.07
MANJULA NAHATA	PUBLIC INDIVIDUAL	NIL	38400	0.23
BRIJWASI VINIMAY PVT LTD	PUBLIC BODY CORPORATE	NIL	51200	0.31
GAUTAM MAKHARIA	PUBLIC INDIVIDUAL	NIL	11200	0.07
BALDEV TEXTILE MILLS PVT LTD	PUBLIC BODY CORPORATE	NIL	11200	0.07
MADHURI JAIN BHANSALI	PUBLIC INDIVIDUAL	NIL	8000	0.05
JAYA MAROTHI	PUBLIC INDIVIDUAL	NIL	8000	0.05
NEHA MITTAL	PUBLIC INDIVIDUAL	NIL	11200	0.07
KIMI GUPTA	PUBLIC INDIVIDUAL	NIL	11200	0.07
GOGAD KRUTIKA DILIP	PUBLIC INDIVIDUAL	NIL	8000	0.05
ARVIND KUMAR BENGANI & SONS HUF	PUBLIC INDIVIDUAL HUF	NIL	12800	0.08
NAVRATAN MAL SANCHETI	PUBLIC INDIVIDUAL	NIL	11200	0.07
KARISHMA KOCHAR	PUBLIC INDIVIDUAL	NIL	11200	0.07
ANKIT JAIN	PUBLIC INDIVIDUAL	NIL	3200	0.02
SHRIYANSH KUMAR PUGALIA	PUBLIC INDIVIDUAL	NIL	8000	0.05
SIDDHATH BOTHRA HUF	PUBLIC INDIVIDUAL HUF	NIL	4800	0.03
LOKESH PATAWARI	PUBLIC INDIVIDUAL	NIL	3200	0.02

VIDHI JINENDRA BOTHRA	PUBLIC INDIVIDUAL	NIL	3200	0.02
KHUSHAAL BOTHRA	PUBLIC INDIVIDUAL	NIL	3200	0.02
NISHITA JINENDRA BOTHRA	PUBLIC INDIVIDUAL	NIL	3200	0.02
BHAVISHYA JAIN	PUBLIC INDIVIDUAL	NIL	3200	0.02
SONAM BHARGAVA	PUBLIC INDIVIDUAL	NIL	3200	0.02
RUPAL JAYESH MADHANI	PUBLIC INDIVIDUAL	NIL	19200	0.12
TANISHA FATESAIRA	PUBLIC INDIVIDUAL	NIL	19200	0.12
GEETADEVI GHANSHYAMDAS ASAWA	PUBLIC INDIVIDUAL	NIL	19200	0.12
VIJETA PAWAN DAGA	PUBLIC INDIVIDUAL	NIL	19200	0.12
JIGNESH RAMESHCHANDRA SUBA HUF	PUBLIC INDIVIDUAL HUF	NIL	19200	0.12
NISHIT JAIN	PUBLIC INDIVIDUAL	NIL	25600	0.15
ANIKET MEHTA	PUBLIC INDIVIDUAL	NIL	19200	0.12
SAROJBEN MANOJBHAI PATEL	PUBLIC INDIVIDUAL	NIL	19200	0.12
MANOJKUMAR JAGDISHBHAI PATEL	PUBLIC INDIVIDUAL	NIL	38400	0.23
KEYABEN YASHKUMAR PATEL	PUBLIC INDIVIDUAL	NIL	19200	0.12
YASHKUMAR MUKESHBHAI	PUBLIC INDIVIDUAL	NIL	20800	0.13
NEERUBEN KAMLESHBHAI PATEL	PUBLIC INDIVIDUAL	NIL	20800	0.13
HINAL PATEL	PUBLIC INDIVIDUAL	NIL	20800	0.13
VISHALBHAI R KANANI	PUBLIC INDIVIDUAL	NIL	19200	0.12
UTTAMKUMAR MOHANLAL JAIN	PUBLIC INDIVIDUAL	NIL	40000	0.24
DHRUV MINESHKUMAR PATEL	PUBLIC INDIVIDUAL	NIL	14400	0.09
BHAVESH RAMNIKLAL GALA	PUBLIC INDIVIDUAL	NIL	14400	0.09
DHARMENDRA JAIN	PUBLIC INDIVIDUAL	NIL	14400	0.09
DILIP KUMAR SANKLECHA	PUBLIC INDIVIDUAL	NIL	14400	0.09
BHARAT CHUNILAL SHAH	PUBLIC INDIVIDUAL	NIL	14400	0.09
DILIP BHIKAMCHAND SETHIA	PUBLIC INDIVIDUAL	NIL	14400	0.09
SACHIN GARG	PUBLIC INDIVIDUAL	NIL	33600	0.20
NIKHIL LALIT AGARWAL	PUBLIC INDIVIDUAL	NIL	19200	0.12
RAHUL CHOUDHARY HUF	PUBLIC INDIVIDUAL HUF	NIL	25600	0.15
NIDHISHA SACHIN KHETAN	PUBLIC INDIVIDUAL	NIL	11200	0.07
NIRANJAN AGARWAL	PUBLIC INDIVIDUAL	NIL	16000	0.10
VINAY SETHIA	PUBLIC INDIVIDUAL	NIL	19200	0.12
SEEMA KEDIA	PUBLIC INDIVIDUAL	NIL	17600	0.11
SHILPI GUPTA	PUBLIC INDIVIDUAL	NIL	17600	0.11
SWATI JALAN	PUBLIC INDIVIDUAL	NIL	17600	0.11
SHIV SHANKAR BIHANI	PUBLIC INDIVIDUAL	NIL	12800	0.08
DEEPAK VERMA	PUBLIC INDIVIDUAL	NIL	16000	0.10
KASHISH JHAWAR	PUBLIC INDIVIDUAL	NIL	16000	0.10
MONA KEDIA	PUBLIC INDIVIDUAL	NIL	11200	0.07
CHINTAN JHAVERI (HUF)	PUBLIC INDIVIDUAL HUF	NIL	14400	0.09
POONAM TULSAN	PUBLIC INDIVIDUAL	NIL	8000	0.05
INNOCENT TRADELINK PRIVATE LIMITED	PUBLIC BODY CORPORATE	NIL	54400	0.33
CHANDRIKABEN U. JAIN	PUBLIC INDIVIDUAL	NIL	16000	0.10

RITU LUNIA	PUBLIC INDIVIDUAL	NIL	40000	0.24
RICHA NAHATA	PUBLIC INDIVIDUAL	NIL	16000	0.10
KAMLADEVI GAUTAMCHAND LUNKAD	PUBLIC INDIVIDUAL	NIL	19200	0.12
JAIN KETAN KANTILAL	PUBLIC INDIVIDUAL	NIL	19200	0.12
VIKASKUMAR BHAVARLAL SHAH	PUBLIC INDIVIDUAL	NIL	12800	0.08
UPASANA C SARDA	PUBLIC INDIVIDUAL	NIL	20800	0.13
SANDEEP SARAF	PUBLIC INDIVIDUAL	NIL	51200	0.31
SALONI GHANSHYAM PANSARI	PUBLIC INDIVIDUAL	NIL	16000	0.10
JAY GUPTA	PUBLIC INDIVIDUAL	NIL	19200	0.12
SEEMA SONTHALIA	PUBLIC INDIVIDUAL	NIL	25600	0.15
HARISH MUNDHRA	PUBLIC INDIVIDUAL	NIL	8000	0.05
DEEPAK AGARWAL	PUBLIC INDIVIDUAL	NIL	8000	0.05
RAJ KUMAR JAIN	PUBLIC INDIVIDUAL	NIL	8000	0.05
PRAVEEN NIRMAL JAIN	PUBLIC INDIVIDUAL	NIL	8000	0.05
RATANESH KUMAR MANDOWARA	PUBLIC INDIVIDUAL	NIL	8000	0.05
RICHA SONTHALIA	PUBLIC INDIVIDUAL	NIL	19200	0.12
SANDEEP GUPTA	PUBLIC INDIVIDUAL	NIL	8000	0.05
PRATEEK DIWAN	PUBLIC INDIVIDUAL	NIL	16000	0.10

* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into Equity Shares of the Company.

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

18. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

Up to Rs. 29, 48, 00,000 (Rupees Twenty Nine Crores Forty Eight Lakhs Only)

19. Undertaking:

The Company hereby undertakes that:

- None of the Company, its Directors or Promoters have been declared as wilful defaulter or fugitive economic offender as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

20. Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter

Name of the Allottees	Current Category	Proposed Category
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BHARAT BRIJLAL BHATIA	Promoter	Promoter
RAMESHCHAND CHANDURAM BHATIA	Promoter	Promoter
SONAL BHARAT BHATIA	Promoter Group	Promoter Group
MADHU BRIJLAL BHATIA	Promoter Group	Promoter Group
REENA RAMESHCHAND BHATIA	Promoter Group	Promoter Group
DHAWAL RAMESHCHANDRA BHATIA	Promoter Group	Promoter Group
VINOD KUMAR KANODIA	Non Promoter-Public	Non Promoter-Public
KESHAV SHAILESH SARRAF	Non Promoter-Public	Non Promoter-Public
SURESH CHANDRA SHANKERLAL BAPNA	Non Promoter-Public	Non Promoter-Public
DINESH GOKULBHAI BHIMANI	Non Promoter-Public	Non Promoter-Public
SHAUNAK ATULBHAI JOSHI	Non Promoter-Public	Non Promoter-Public
PARTH YOGESHKUMAR KHAMBHOLIYA	Non Promoter-Public	Non Promoter-Public
VIRENDRA KUMAR TADI	Non Promoter-Public	Non Promoter-Public
AKUL ARORA	Non Promoter-Public	Non Promoter-Public
PRADEEP KUMAR KABRA	Non Promoter-Public	Non Promoter-Public
KANCHAN DEVI BAHETI	Non Promoter-Public	Non Promoter-Public
KASHYAP RANJITSINH JADAV	Non Promoter-Public	Non Promoter-Public
VISHALKUMAR HARJIBHAI GHORI	Non Promoter-Public	Non Promoter-Public
VIRESHBHAI C KASLIWAL HUF	Non Promoter-Public	Non Promoter-Public
HALCYON ENTERPRISE	Non Promoter-Public	Non Promoter-Public
SUFIYAN GULAMRASUL DADABHAI	Non Promoter-Public	Non Promoter-Public
MOHAMMED JAVED MOHAMMED HAYAT KHAN	Non Promoter-Public	Non Promoter-Public
NILESH M BELADIA	Non Promoter-Public	Non Promoter-Public
NITINBHAI RAVJIBHAI PATEL	Non Promoter-Public	Non Promoter-Public
MANJU JAIN	Non Promoter-Public	Non Promoter-Public
AAKASH ASHOK BAREJA	Non Promoter-Public	Non Promoter-Public
RAJIV LEKHRAJ CHUGH	Non Promoter-Public	Non Promoter-Public
NISHA DAYANAND NARANG	Non Promoter-Public	Non Promoter-Public
RISHAB SANJAY JAIN	Non Promoter-Public	Non Promoter-Public
VANDANA VIJAY ARORA	Non Promoter-Public	Non Promoter-Public
AANSHIJITENDRA BAHADUR SINGH	Non Promoter-Public	Non Promoter-Public
SATISHKUMAR HARGOPAL NANDWANI	Non Promoter-Public	Non Promoter-Public
RAJUBHAI PREMJBHAI VANANI	Non Promoter-Public	Non Promoter-Public
SAINI RAJVINDER ABHISHEK	Non Promoter-Public	Non Promoter-Public
SANJAY KUMAR JAIN HUF	Non Promoter-Public	Non Promoter-Public
MANOJ U PALGOTA	Non Promoter-Public	Non Promoter-Public
DIMPLE JAIN	Non Promoter-Public	Non Promoter-Public
ROHIT SURANA	Non Promoter-Public	Non Promoter-Public
HARSHAD RASIKLAL SHETH	Non Promoter-Public	Non Promoter-Public
CHETAN KUMAR AGGARWAL	Non Promoter-Public	Non Promoter-Public
VAIBHAV KOTHARI	Non Promoter-Public	Non Promoter-Public
KHUSHALI BOCHIWAL	Non Promoter-Public	Non Promoter-Public
VIKAS JAIN	Non Promoter-Public	Non Promoter-Public

DAGA CAPITAL	Non Promoter-Public	Non Promoter-Public
AGARWAL SABITA	Non Promoter-Public	Non Promoter-Public
KIRAN DEVI	Non Promoter-Public	Non Promoter-Public
PINKY	Non Promoter-Public	Non Promoter-Public
NORATAN KUMAR DUGAR	Non Promoter-Public	Non Promoter-Public
PRADEEP BOTHRA	Non Promoter-Public	Non Promoter-Public
MANJULA NAHATA	Non Promoter-Public	Non Promoter-Public
BRIJWASI VINIMAY PVT LTD	Non Promoter-Public	Non Promoter-Public
GAUTAM MAKHARIA	Non Promoter-Public	Non Promoter-Public
BALDEV TEXTILE MILLS PVT LTD	Non Promoter-Public	Non Promoter-Public
MADHURI JAIN BHANSALI	Non Promoter-Public	Non Promoter-Public
JAYA MAROTHI	Non Promoter-Public	Non Promoter-Public
NEHA MITTAL	Non Promoter-Public	Non Promoter-Public
KIMI GUPTA	Non Promoter-Public	Non Promoter-Public
GOGAD KRUTIKA DILIP	Non Promoter-Public	Non Promoter-Public
ARVIND KUMAR BENGANI & SONS HUF	Non Promoter-Public	Non Promoter-Public
NAVRATAN MAL SANCHETI	Non Promoter-Public	Non Promoter-Public
KARISHMA KOCHAR	Non Promoter-Public	Non Promoter-Public
ANKIT JAIN	Non Promoter-Public	Non Promoter-Public
SHRIYANSH KUMAR PUGALIA	Non Promoter-Public	Non Promoter-Public
SIDDHATH BOTHRA HUF	Non Promoter-Public	Non Promoter-Public
LOKESH PATAWARI	Non Promoter-Public	Non Promoter-Public
VIDHI JINENDRA BOTHRA	Non Promoter-Public	Non Promoter-Public
KHUSHAAL BOTHRA	Non Promoter-Public	Non Promoter-Public
NISHITA JINENDRA BOTHRA	Non Promoter-Public	Non Promoter-Public
BHAVISHYA JAIN	Non Promoter-Public	Non Promoter-Public
SONAM BHARGAVA	Non Promoter-Public	Non Promoter-Public
RUPAL JAYESH MADHANI	Non Promoter-Public	Non Promoter-Public
TANISHA FATESAIRA	Non Promoter-Public	Non Promoter-Public
GEETADEVI GHANSHYAMDAS ASAWA	Non Promoter-Public	Non Promoter-Public
VIJETA PAWAN DAGA	Non Promoter-Public	Non Promoter-Public
JIGNESH RAMESHCHANDRA SUBA HUF	Non Promoter-Public	Non Promoter-Public
NISHIT JAIN	Non Promoter-Public	Non Promoter-Public
ANIKET MEHTA	Non Promoter-Public	Non Promoter-Public
SAROJBEN MANOJBHAI PATEL	Non Promoter-Public	Non Promoter-Public
MANOJKUMAR JAGDISHBHAI PATEL	Non Promoter-Public	Non Promoter-Public
KEYABEN YASHKUMAR PATEL	Non Promoter-Public	Non Promoter-Public
YASHKUMAR MUKESHBHAI	Non Promoter-Public	Non Promoter-Public
NEERUBEN KAMLESHBHAI PATEL	Non Promoter-Public	Non Promoter-Public
HINAL PATEL	Non Promoter-Public	Non Promoter-Public
VISHALBHAI R KANANI	Non Promoter-Public	Non Promoter-Public
UTTAMKUMAR MOHANLAL JAIN	Non Promoter-Public	Non Promoter-Public
DHRUV MINESHKUMAR PATEL	Non Promoter-Public	Non Promoter-Public
BHAVESH RAMNIKLAL GALA	Non Promoter-Public	Non Promoter-Public
DHARMENDRA JAIN	Non Promoter-Public	Non Promoter-Public
DILIP KUMAR SANKLECHA	Non Promoter-Public	Non Promoter-Public
BHARAT CHUNILAL SHAH	Non Promoter-Public	Non Promoter-Public

DILIP BHIKAMCHAND SETHIA	Non Promoter-Public	Non Promoter-Public
SACHIN GARG	Non Promoter-Public	Non Promoter-Public
NIKHIL LALIT AGARWAL	Non Promoter-Public	Non Promoter-Public
RAHUL CHOUDHARY HUF	Non Promoter-Public	Non Promoter-Public
NIDHISHA SACHIN KHETAN	Non Promoter-Public	Non Promoter-Public
NIRANJAN AGARWAL	Non Promoter-Public	Non Promoter-Public
VINAY SETHIA	Non Promoter-Public	Non Promoter-Public
SEEMA KEDIA	Non Promoter-Public	Non Promoter-Public
SHILPI GUPTA	Non Promoter-Public	Non Promoter-Public
SWATI JALAN	Non Promoter-Public	Non Promoter-Public
SHIV SHANKAR BIHANI	Non Promoter-Public	Non Promoter-Public
DEEPAK VERMA	Non Promoter-Public	Non Promoter-Public
KASHISH JHAWAR	Non Promoter-Public	Non Promoter-Public
MONA KEDIA	Non Promoter-Public	Non Promoter-Public
CHINTAN JHAVERI (HUF)	Non Promoter-Public	Non Promoter-Public
POONAM TULSAN	Non Promoter-Public	Non Promoter-Public
INNOCENT TRADELINK PRIVATE LIMITED	Non Promoter-Public	Non Promoter-Public
CHANDRIKABEN U. JAIN	Non Promoter-Public	Non Promoter-Public
RITU LUNIA	Non Promoter-Public	Non Promoter-Public
RICHA NAHATA	Non Promoter-Public	Non Promoter-Public
KAMLADEVI GAUTAMCHAND LUNKAD	Non Promoter-Public	Non Promoter-Public
JAIN KETAN KANTILAL	Non Promoter-Public	Non Promoter-Public
VIKASKUMAR BHAVARLAL SHAH	Non Promoter-Public	Non Promoter-Public
UPASANA C SARDA	Non Promoter-Public	Non Promoter-Public
SANDEEP SARAF	Non Promoter-Public	Non Promoter-Public
SALONI GHANSHYAM PANSARI	Non Promoter-Public	Non Promoter-Public
JAY GUPTA	Non Promoter-Public	Non Promoter-Public
SEEMA SONTHALIA	Non Promoter-Public	Non Promoter-Public
HARISH MUNDHRA	Non Promoter-Public	Non Promoter-Public
DEEPAK AGARWAL	Non Promoter-Public	Non Promoter-Public
RAJ KUMAR JAIN	Non Promoter-Public	Non Promoter-Public
PRAVEEN NIRMAL JAIN	Non Promoter-Public	Non Promoter-Public
RATANESH KUMAR MANDOWARA	Non Promoter-Public	Non Promoter-Public
RICHA SONTHALIA	Non Promoter-Public	Non Promoter-Public
SANDEEP GUPTA	Non Promoter-Public	Non Promoter-Public
PRATEEK DIWAN	Non Promoter-Public	Non Promoter-Public

21. Valuation and Justification for the allotment proposed to be made for consideration other than cash

The Company is issuing Warrants to Warrant Holder(s)/ Proposed Allottee(s) in Cash, Therefore, requirement of issue of valuation report of the registered valuer for consideration other than cash is not applicable.

22. Lock-in period

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

23. Practicing Company Secretary's Certificate

The certificate from Ranjit Binod Kejriwal, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link www.bccl.info.

24. Other disclosures

- During the period from April 01, 2024 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares.
- The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 3 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

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

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3 of this Notice except to the extent of their shareholding if any, in the Company.

For and on behalf of the Board of Directors
BHATIA COLOUR CHEM LIMITED

Date: 11/11/2024
Place: Surat

Sd/-
Vishwa Ronak Patel
Company Secretary

B3 Others													
a) Key Managerial Person	-	-	-	-	-	-	-	-	-	-	-	-	-
b) Individuals	5429200	44.37	-	-	5429200	44.37	1881600	7310800	43.95	-	-	7310800	43.95
c) Body Corporate	468800	3.83	-	-	468800	3.83	116800	585600	3.52	-	-	585600	3.52
c)Others (Including NRI, Clearing Members, HUF, LLP)	727000	5.94	-	-	727000	5.94	201600	928600	5.58	-	-	928600	5.58
Total Public Shareholding B=B1+B2+ B3	6625000	54.14	-	-	6625000	54.14	2200000	8825000	53.05	-	-	8825000	53.05
C) Non-Promoter - Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	12233750	100.00	-	-	12233750	100.00	4400000	16633750	100.00	-	-	16633750	100.00

Notes:

(1) The pre-issue shareholding pattern is prepared based on the latest quarterly shareholding pattern i.e. September 30, 2024.

(2) Assuming the post issue holding of all the other shareholders will remain the same, as it was on the date, on which the Pre-issue shareholding pattern was prepared. Post-preferential allotment shareholding pattern is derived after considering the preferential Allotment of Equity Shares upon conversion of Warrants.

Place: Surat

By order of the Board of
Bhatia Colour Chem Limited

Date: 11-11-2024

SD/-

Vishwa Ronak Patel

Company Secretary & Compliance Officer



BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878

Regd office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh
Udhna Surat 394210

Mob No.9104294564 Email Id: cs@bccindia.com Weblink: www.bccl.info

ATTENDANCE SLIP

Name of the member (s):	
Registered Address	

Folio No		*DP ID	
No. Of Shares		*Client ID	

* Applicable to holders holding Shares in demat / electronic form

I hereby record my attendance at the 1st Extra Ordinary General Meeting of the Company held on Wednesday, the 04th day of December, 2024 at 1.00 P.M. at Registered Office of the company at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210.

Shareholders Signature

Notes:

1. Please fill attendance slip and hand it over at the entrance of the Meeting Hall.
2. Member's signature should be in accordance with the specimen signature in the Register of Members of the Company.
3. Members are requested to bring their copy of the Notice and this Attendance Slip at the Extra Ordinary General Meeting of the Company.



BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878

Regd Office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh
Udhna Surat 394210

Mob No. 9104294564 Email Id: cs@bccindia.com Weblink: www.bccl.info

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: L24290GJ2021PLC127878

Name: BHATIA COLOUR CHEM LIMITED

Registered office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

*DP ID:

* Applicable for holders holding shares in demat/electronic mode

I/We, being the member (s) of 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**

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Extra Ordinary General Meeting of the company, to be held on the Wednesday, the 4th day of December, 2024 at 01.00 p.m. at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210 and at any adjournment thereof in respect of such resolutions as are indicated below:

SN.	SPECIAL BUSINESS
1.	To Alter the Articles Of Association of The Company.
2.	To Increase the authorised Share Capital and Alter the Capital Clause of the Memorandum Of Association.
3.	To Issue Fully Convertible Warrants on Preferential Basis to Promoter/ Promoter Group and to Identified Non-Promoter Persons.

Signed this day of 2024

Signature of shareholder

Signature of Proxy holder(s)

Affix a
Re. 1
Revenue
Stamp

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. A holder may vote either for or against each resolution.



BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878

Regd Office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh
Udhna Surat 394210

Mob No. 9104294564 Email Id: cs@bccindia.com Weblink: www.bccl.info

Form No. MGT- 12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

CIN: L24290GJ2021PLC127878

Name: BHATIA COLOUR CHEM LIMITED

Registered Office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210

- Name of the First Named :
Shareholder (In block letters)
Postal Address
- Registered folio No./ :
DP ID No./Client ID No.*
(*Applicable to investors holding
Shares in dematerialized form)

Class of Shares

- I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of Extra Ordinary General Meeting of Company scheduled to be held on Wednesday, the 4th day of December, 2024 at 01.00 p.m. at the Registered Office of the Company at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210, which is proposed to be placed for consideration of members at the aforesaid AGM of the Company, by sending my/our assent (FOR) and/or dissent (AGAINST) to the said Resolution(s) by placing the tick () mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of Shares	I/ we assent to the resolution (FOR)	I/ we assent to the resolution (AGAINST)	(ABSTAIN)
1.	To Alter the Articles Of Association of The Company.	Special				
2.	To Increase the authorised Share Capital and Alter the Capital Clause of the Memorandum Of Association.	Ordinary				
3.	To Issue Fully Convertible Warrants on Preferential Basis to Promoter/ Promoter Group and to Identified Non-Promoter Persons.	Special				

Place: Surat

Date:

(Member)

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
EVEN : 132101

E-Voting shall start on Sunday, December 01, 2024 (09.00 a.m.) and will be open till Tuesday, December 03, 2024 till the close of working hours (i.e. 05.00 p.m.)

Note: Please read the instruction printed overleaf carefully before exercising your vote.