



# BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878

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

Mob No.9104294564 Email Id: [account@bccindia.com](mailto:account@bccindia.com) Weblink: [www.bccl.info](http://www.bccl.info)

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Date: 27/02/2023

To,  
**BSE LIMITED**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

Script ID/ Code: BCCL/543497

**Subject** : Postal Ballot Notice.

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

Dear Sir/ Madam,

Pursuant to Regulation 30 and schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed Postal Ballot Notice dated 24th February, 2023 together with the explanatory statement, seeking approval of its members by way of Postal Ballot (including E-voting) in respect of Approval of Existing As Well As New Material Related Party Transactions.

This is for your information and record.

Yours Faithfully,  
**For Bhatia Colour Chem Limited**

**Bharat Brijlal Bhatia**  
**Managing Director**  
**DIN: 09095082**

Place: Surat

Encl: Postal Ballot Notice



CIN : L24290GJ2021PLC127878

## **BHATIA COLOUR CHEM LIMITED**

Plot No. A/2/12, Road No. 1, Udhna Udhyog Nagar, Udhna,  
Surat - 394 210, GUJARAT.

### **Postal ballot Notice**

**(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.)**

**Dear Member(s),**

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification and re-enactment(s) thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, Notice is hereby given that the resolution for approval of the Members is sought via Postal Ballot through e-voting only (Voting through Electronic means) for entering into material related party transaction(s) with Related Parties of the Company.

The proposed special resolution along with the Explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meeting, setting out the material facts for the proposed resolutions are appended to this Notice for your action.

Pursuant to Sections 108 and 110 of the Act read with the Companies Rules and in accordance with General Circular No. 17/2020 dated April 13, 2020 read General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022 and No. 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (herein after referred to as "MCA Circulars") and other applicable rules/regulations/guidelines/circulars/notifications (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), that the resolutions appended are proposed to be passed as Special Resolutions through Postal Ballot, only by way of remote electronic voting (e-voting). The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating to provide remote e-voting facility to the Members of the Company through NSDL E-voting services.

In compliance with the requirements of the aforesaid MCA Circulars, hard copy of this Notice along with postal ballot forms and prepaid business envelope will not be sent to the shareholders for this postal ballot and shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.bccl.info](http://www.bccl.info).

The remote e-voting facility is available at the link: <https://www.evoting.nsdl.com> from Wednesday, March 1, 2023 (10:00 A.M.) and will end on Thursday, March 30, 2023 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Only members entitled to vote (Refer to Point 7 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility through NSDL E-voting services.

The board of directors of the company has appointed Shri Ranjit Kejriwal (FCS No.6116, C.P. No.5985), Practicing Company Secretary as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e voting. The results of voting by means of remote e-voting will be announced on or before Friday, March 31, 2023 at the Registered Office of the Company and also by placing the same on the company's website - [www.bccl.info](http://www.bccl.info) and communicated on the same day to stock exchange, depository, registrar and share transfer agent and e-voting agency.

#### **SPECIAL RESOLUTION:-**

#### **TO APPROVE EXISTING AS WELL AS NEW MATERIAL RELATED PARTY TRANSACTIONS.**

#### **To Consider, And If Thought Fit, To Pass The Following Resolution As An Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, the applicable provisions of the Companies Act, 2013 along with the rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, the Company's Policy on Related Party Transactions and as per the recommendation/ approval of the Audit Committee and/or the Board of Directors of the Company and subject to such other approvals, consents, permissions, sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with the persons falling within the definition of 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company on such terms and conditions as approved by the Board of Directors/Audit Committee of the Company from time to time provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to enter into and/or continue to enter into other contract(s)/arrangement(s)/ transaction(s) with Mr. Bharat Bhatia, Managing Director in the nature of sale, purchase, availing of rental and financial services and Interest thereof; or obligations to meet its business objectives/requirements upto an amount not exceeding Rs. 40.084 crores (Rupees Forty Crores Eight Lakhs Forty Thousand only) plus interest @9% on the financial loan, on such terms and conditions as approved by the Board of Directors/Audit Committee of the Company.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to enter into and/or continue to enter into other contract(s)/arrangement(s)/ transaction(s) with Mr. Rameshchand Chanduram Bhatia, Whole-time Director in the nature of sale, purchase, availing of rental and financial services and interest thereof; or obligations to meet its business objectives/requirements upto an amount not exceeding Rs. 50.054 crores (Rupees Fifty Crores Five Lakhs Forty Thousand only) plus interest @9% on the financial loan, on such terms and conditions as approved by the Board of Directors/Audit Committee of the Company.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to enter into and/or continue to enter into other contract(s)/arrangement(s)/ transaction(s) with Mr. Ravi Ashokkumar Bhatia, Whole-time Director in the nature of sale, purchase, availing of financial services and interest thereof; or obligations to meet its business objectives/requirements upto an amount not exceeding Rs. 20 crores (Rupees Twenty Crores only), on such terms and conditions as approved by the Board of Directors/Audit Committee of the Company.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to enter into and/or continue to enter into other contract(s)/arrangement(s)/ transaction(s) with Mrs. Sonal Bharat Bhatia, wife of the Managing Director in the nature availing of rental services; or obligations to meet its

business objectives/requirements upto an amount not exceeding Rs. 8.4 Lakhs (Rupees Eight Lakhs Forty Thousand only), on such terms and conditions as approved by the Board of Directors/Audit Committee of the Company.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to enter into and/or continue to enter into other contract(s)/arrangement(s)/ transaction(s) with Mrs. Madhu Bhatia, mother of the Managing Director in the nature availing of rental services; or obligations to meet its business objectives/requirements upto an amount not exceeding Rs. 4.8 Lakhs (Rupees Four Lakhs Eighty Thousand only), on such terms and conditions as approved by the Board of Directors/Audit Committee of the Company.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to enter into and/or continue to enter into other contract(s)/arrangement(s)/ transaction(s) with M/s Shreenathji Industries partnership firm of the Director in the nature availing of rental services; or obligations to meet its business objectives/requirements upto an amount not exceeding Rs. 14.4 Lakhs (Rupees Fourteen Lakhs and Forty thousand only), on such terms and conditions as approved by the Board of Directors/Audit Committee of the Company.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to enter into and/or continue to enter into other contract(s)/arrangement(s)/ transaction(s) with M/s Vapchem partnership firm of the Director in the nature of sale, purchase; or obligations to meet its business objectives/requirements upto an amount not exceeding Rs. 40 Crores (Rupees Forty Crores only), on such terms and conditions as approved by the Board of Directors/Audit Committee of the Company.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to enter into and/or continue to enter into other contract(s)/arrangement(s)/ transaction(s) with Mrs. Reena Rameshchandra Bhatia, wife of the Whole-Time Director in the nature availing of rental services; or obligations to meet its business objectives/requirements upto an amount not exceeding Rs. 6 Lakhs (Rupees Six Lakhs only), on such terms and conditions as approved by the Board of Directors/Audit Committee of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**By order of the Board of Directors,  
Bhatia Colour Chem Limited**

**Place: Surat  
Date: February 24, 2023**

**Bharat Brijlal Bhatia  
Managing Director  
DIN: 09095082**

**Notes:**

1. Pursuant to Section 102(1) and Section 110 of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed Special resolution is appended to this notice.

2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only. The Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating remote e-voting through NSDL E-voting services.
3. The Postal Ballot Notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, February 24, 2023 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, February 24, 2023.
4. A copy of this Postal Ballot Notice is also available on the Company’s website [www.bccl.info](http://www.bccl.info), the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. In terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
  - In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: <https://www.bigshareonline.com/InvestorRegistration.aspx> and follow the registration process as guided thereafter. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for remote e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at [cs@bccindia.com](mailto:cs@bccindia.com) or to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited having its office at 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 and E-Mail: [info@bigshareonline.com](mailto:info@bigshareonline.com)) by following the due procedure.
  - Those shareholders who have already registered their e-mail address are requested to keep their email addresses validated with their depository participants / the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
6. After dispatch of the postal ballot notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Gujarati Newspaper, each having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the Company’s website at [www.bccl.info](http://www.bccl.info).
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. Friday, February 24, 2023.
8. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
9. Relevant documents referred to in this Postal Ballot Notice will be made available for inspection on NSDL’s website from the date of commencement of e-voting period i.e. Wednesday, March 1, 2023 upto the last date of e-voting i.e. Thursday, March 30, 2023.
10. The last date specified in this notice for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

11. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
12. The Scrutinizer's decision on the validity of the voting shall be final.
13. A copy of the Postal Ballot Notice is also available on the website of the Company viz. [www.bhatiamobile.com](http://www.bhatiamobile.com) and NSDL e-voting website viz. <https://www.evoting.nsdl.com> and at the corporate announcement sections of the websites of the Stock Exchange on which the equity shares of the Company are listed.
14. The Board of Directors have appointed CS Ranjit B Kejriwal, Practicing Company Secretary (FCS No.6116, C.P. No. 5985) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
15. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
16. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company.
17. Members may note that as per SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, it is mandatory to update PAN, Address, Email ID, Bank account details (KYC details) and Nomination details of shareholders, who have not updated the same with the RTA i.e. Bigshare Services Private Limited in case of physical shareholding and with Depository Participants (DPs) in case of Demat shareholding. Henceforth, Bigshare Services Private Limited will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records. Non-updation of KYC details in Folios, wherein any one of the cited details/documents (i.e. PAN, Bank Details, Nomination) are not available on or after April 01, 2023, shall be frozen by the RTA as per above SEBI Circular.

**By order of the Board of Directors,  
Bhatia Colour Chem Limited**

**Place: Surat**  
**Date: February 24, 2023**

**Bharat Brijlal Bhatia**  
**Managing Director**  
**DIN: 09095082**

## **NOTES: INSTRUCTIONS FOR VOTING**

### **I. Instructions to Members for e-voting are as under:**

The voting period starts on Wednesday 01<sup>st</sup> March, 2023 on open of working hours (i.e 10:00 hours) and ends on the close of working hours (i.e. 17:00 hours), Thursday, 30<sup>th</sup> March, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 24<sup>th</sup> February, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 24<sup>th</sup> February, 2023.

II. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 24<sup>th</sup> February, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 224 430 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 24<sup>th</sup> February, 2023 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

III. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




### **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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be re-

	<p>directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 hold 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSLwebsite <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by</li> </ol>



	<p>sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 121071 then user ID is 121071001***

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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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" 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. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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, 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/JPG 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](mailto:rbksurat@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto:cs@bccindia.com). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

**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.

**By order of the Board of Directors,  
Bhatia Colour Chem Limited**

**Place: Surat  
Date: February 24, 2023**

**Bharat Brijlal Bhatia  
Managing Director  
DIN: 09095082**

## **EXPLANATORY STATEMENT**

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

### **ITEM NO. 1**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS:**

##### **Item No. 1 :**

The Securities and Exchange Board of India (“SEBI”), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 (“Amendments”) introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). The aforesaid amendments inter-alia requires prior Shareholders’ approval with the threshold of lower of 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Bhatia Colour Chem Limited (“the Company”), being a trader & manufacturer of Chemicals, Dyes and Auxiliaries products, participates in the dealing and contracting with different entities in Bhatia group and partners in respective entities’ growth and transformation journeys.

Material Related Party Transactions that require prior shareholder approval and considering the fact that the list of related party transaction will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of product between the Company and “related parties”, the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee.

The details of transactions that require approval are given below:

<b>Sr. No</b>	<b>Description</b>	<b>Related Party 1</b>			
1.	Name of the related party	Bharat Brijlal Bhatia			
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Managing Director			
3.	Type and Particulars of the proposed transaction	Acquiring of Unsecured Loan and Payment of Interest thereof	Payment of Rent	Purchase	Sales
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	1. Loan will be acquired for not more than 10 Cr. and will be repayable on demand 2. Interest will be paid at interest rate upto 9% p.a. till the loan subsist	Lease Agreement is entered for period of 11 month subject to Deemed Auto Renewal till terminated and rent of Rs. 70,000 p.m is agreed which may be increased annually.	The Company undertakes transaction of purchases and sales in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company operates at.	
5.	Tenure of the transaction	Loan will be repayable on demand	Lease Agreement is entered for period of 11	Contracts/arrangements with a duration upto 5 years	

			months subject to Deemed Auto Renewal till terminated by parties.		
6.	Value of the proposed transaction	Unsecured Loan upto an amount of Rs. 10 crores.	Rent amounting to Rs. 8.4 Lakhs p.a. which may be increased mutually	Purchases upto a value of Rs. 15 cr p.a.	Sales upto a value of Rs. 15 cr p.a.
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Upto 72 % of the turnover of the company per annum.	Upto 0.6% percent of the turnover of the company per annum.	Upto 107% percent of the turnover of the company per annum.	
8.	Benefits of the proposed transaction	The Company will benefit in form of easy availability of fund and resources at a shorter period of time			
9.	Details of the valuation report or external party report(if any) enclosed with the Notice	NOT APPLICABLE			
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Bharat Brijlal Bhatia, Rameshchand Chanduram Bhatia and Ravi Ashokkumar Bhatia			
11.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	NOT APPLICABLE			
12.	Any other information that may be relevant	NIL			

Sr. No	Description	Related Party 2			
1.	Name of the related party	Rameshchand Chanduram Bhatia			
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Whole-Time Director			
3.	Type and Particulars of the proposed transaction	Acquiring of Unsecured Loan and Payment of Interest thereof	Payment of Rent	Purchase	Sales
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	1. Loan will be acquired for not more than 20 Cr. and will be repayable on demand  2. Interest will be paid at interest rate upto 9% p.a. till the loan subsist	Lease Agreement is entered for period of 11 month subject to Deemed Auto Renewal till terminated and rent of Rs. 45,000 p.m is agreed which may be increased annually.	The Company undertakes transaction of purchases and sales in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company operates at.	
5.	Tenure of the transaction	Loan will be repayable on	Lease Agreement is	Contracts/arrangements	

		demand	entered for period of 11 months subject to Deemed Auto Renewal till terminated by parties.	with a duration upto 5 years	
6.	Value of the proposed transaction	Unsecured Loan upto an amount of Rs. 20 crores	Rent amounting to Rs. 5.4 Lakhs p.a. which may be increased mutually	Purchases upto a value of Rs. 15 cr p.a.	Sales upto a value of Rs. 15 cr p.a.
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Upto 142% of the turnover of the company per annum.	Upto 0.4% percent of the turnover of the company per annum.	Upto 107% percent of the turnover of the company per annum.	
8.	Benefits of the proposed transaction	The Company will benefit in form of easy availability of fund and resources at a shorter period of time			
9.	Details of the valuation report or external party report(if any) enclosed with the Notice	NOT APPLICABLE			
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Bharat Brijlal Bhatia, Rameshchand Chanduram Bhatia and Ravi Ashokkumar Bhatia			
11.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	NOT APPLICABLE			
12.	Any other information that may be relevant	NIL			

Sr. No	Description	Related Party 3		Related Party 4
1.	Name of the related party	Ravi Ashokkumar Bhatia		Sonal Bharat Bhatia
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Whole-Time Director		Wife of Director
3.	Type and Particulars of the proposed transaction	Acquiring of Unsecured Loan and Payment of Interest thereof	Purchase	Sales Payment of Rent
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	1. Loan will be acquired for not more than 10 Cr. and will be repayable on demand  2. Interest will be paid at interest rate upto 9% p.a. till the loan subsist	The Company undertakes transaction of purchases and sales in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company operates at.	Lease Agreement is entered for period of 11 month subject to Deemed Auto Renewal till terminated and rent of Rs. 70,000 p.m is agreed which may be increased annually.

5.	Tenure of the transaction	Loan will be repayable on demand	Contracts/arrangements with a duration upto 5 years		Lease Agreement is entered for period of 11 months subject to Deemed Auto Renewal till terminated by parties.
6.	Value of the proposed transaction	Unsecured Loan upto an amount of Rs. 10 crores	Purchases upto a value of Rs. 5 cr p.a.	Sales upto a value of Rs. 5 cr p.a.	Rent amounting to Rs. 8.4 Lakhs p.a. which may be increased mutually
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Upto 72% of the turnover of the company per annum.	Upto 36% percent of the turnover of the company per annum.		Upto 0.6% percent of the turnover of the company per annum.
8.	Benefits of the proposed transaction	The Company will benefit in form of easy availability of fund and resources at a shorter period of time			
9.	Details of the valuation report or external party report(if any) enclosed with the Notice	NOT APPLICABLE			
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Bharat Brijlal Bhatia, Rameshchand Chanduram Bhatia and Ravi Ashokkumar Bhatia			
11.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	NOT APPLICABLE			
12.	Any other information that may be relevant	NIL			

Sr. No	Description	Related Party 5	Related Party 6	Related Party 7	
1.	Name of the related party	Madhu Brijlal Bhatia	M/s Shreenathji Industries	M/s Vapchem	
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Mother of Director	Director is a Partner	Director is a Partner	
3.	Type and Particulars of the proposed transaction	Payment of Rent	Payment of Rent	Purchase	Sales
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	Lease Agreement is entered for period of 11 month subject to Deemed Auto Renewal till terminated and rent of Rs. 40,000 p.m is agreed	Lease Agreement is entered for period of 11 month subject to Deemed Auto Renewal till terminated and rent of Rs. 1,20,000 p.m is agreed	The Company undertakes transaction of purchases and sales in the normal course of business with terms and conditions that are generally prevalent in	



		which may be increased annually.	which may be increased annually.	the industry segments that the company operates at.	
5.	Tenure of the transaction	Lease Agreement is entered for period of 11 months subject to Deemed Auto Renewal till terminated by parties.	Lease Agreement is entered for period of 11 months subject to Deemed Auto Renewal till terminated by parties.	Contracts/arrangements with a duration upto 5 years	
6.	Value of the proposed transaction	Rent amounting to Rs. 4.8 Lakhs p.a. which may be increased mutually	Rent amounting to Rs. 14.4 Lakhs p.a. which may be increased mutually	Purchases upto a value of Rs. 20 cr p.a.	Sales upto a value of Rs. 20 cr p.a.
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Upto 0.3% percent of the turnover of the company per annum.	Upto 1.1% percent of the turnover of the company per annum.	Upto 143% percent of the turnover of the company per annum.	
8.	Benefits of the proposed transaction	The Company will benefit in form of easy availability of fund and resources at a shorter period of time			
9.	Details of the valuation report or external party report(if any) enclosed with the Notice	NOT APPLICABLE			
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Bharat Brijlal Bhatia, Rameshchand Chanduram Bhatia and Ravi Ashokkumar Bhatia			
11.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	NOT APPLICABLE			
12.	Any other information that may be relevant	NIL			

Sr. No	Description	Related Party 8
1.	Name of the related party	Reena Rameshchandra Bhatia
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Wife of Director
3.	Type and Particulars of the proposed transaction	Payment of Rent
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	Lease Agreement is entered for period of 11 month subject to Deemed Auto Renewal till terminated and rent of Rs. 50,000 p.m is agreed which may be increased annually.
5.	Tenure of the transaction	Lease Agreement is entered for period of 11 months subject to Deemed Auto Renewal till terminated by parties.

6.	Value of the proposed transaction	Rent amounting to Rs. 6 Lakhs p.a. which may be increased mutually
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Upto 0.45% percent of the turnover of the company per annum.
8.	Benefits of the proposed transaction	The Company will benefit in form of easy availability of fund and resources at a shorter period of time
9.	Details of the valuation report or external party report(if any) enclosed with the Notice	NOT APPLICABLE
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Bharat Brijlal Bhatia, RameshchandChanduram Bhatia and Ravi Ashokkumar Bhatia
11.	Additional disclosures to be made in case loans, inter- corporate deposits, advances or investments made or given	NOT APPLICABLE
12.	Any other information that may be relevant	NIL

**By order of the Board of Directors,  
Bhatia Colour Chem Limited**

**Place: Surat  
Date: February 24, 2023**

**Bharat Brijlal Bhatia  
Managing Director  
DIN: 09095082**