

By online submission

Sec/23-24/128
Date: 11/03/2024

To,
The General Manager,
Department of Corporate Services
BSE Ltd.
1st Floor, New Trading Ring,
Rotunda Building, P. J Tower,
Dalal Street, Fort
Mumbai-400 001
BSE Code: 524370

To,
The General Manager,
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai-400 051.
NSE Code: BODALCHEM

Dear Sir /Ma'am,

Subject: Notice of the Extra-Ordinary General Meeting of the Members scheduled to be held on Wednesday, 03rd April 2024

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please take note that the Extra Ordinary General Meeting of the Members of the Company is scheduled to be held on **Wednesday, 03rd April 2024**, at 12.00 noon (IST) through Video Conferencing ('VC') facility / Other Audio-Visual Means ('OAVM')

The Notice of the Extra-Ordinary General Meeting is uploaded on the company's website www.bodal.com and enclosed herewith for the reference of members.

Further, the electronic copy of the Notice of the Extra-Ordinary General Meeting has been dispatched / sent to the Members through email on 11-03-2024, whose email were registered with the Company's Registrar and Share Transfer Agent/ Depositories.

Further, please note the following:

Cut-off Date / Record Date for determining voting eligibility of shareholders in Extra Ordinary General Meeting - 27th March 2024

Remote E-voting Period - Commence on Sunday, 31-03-2024, from 09.00 A.M. (IST) and end on Tuesday, 02-04-2024 at 05.00 P.M (IST).



HEAD OFFICE:

Plot No. 123-124, Phase-I,
G.I.D.C, Vatva, Ahmedabad- 382 445.,
Gujarat, India.

Tel: +91 79 2583 5437

2583 4223, 25831684

Fax: +91 2583 5245, 25836052

E-mail: bodal@bodal.com

PLANT OFFICE:

UNIT - 2

Plot No. 123-124, Phase-I, G.I.D.C.
Vatva, Ahmedabad-382445.

Tel: 9909950855 / 856 / 857 / 858





We request you to kindly take the above on record and bring to the notice of all concerned.

Thanking you,

Yours faithfully,
For, BODAL CHEMICALS LTD

Ashutosh B Bhatt
Company Secretary & Compliance Officer
Encl: As Above

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G.I.D.C, Vatva, Ahmedabad- 382 445.,
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BODAL CHEMICALS LIMITED

(CIN: L24110GJ1986PLC009003)

(Regd Off:- PLOT NO 123 AND 124 PHASE -1 GIDC VATVA AHMEDABAD-382445)

(Corp. Off:- Corporate House, Besides Maple Green Residency, Nr. Anand Niketan School, Off. S. P. Ring Road, Thaltej, Ahmedabad-380059)

Phone No. +91-79 68160100

Website: www.bodal.com

Email: secretarial@bodal.com

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of BODAL CHEMICALS LIMITED (CIN: L24110GJ1986PLC009003) will be held on **Wednesday, the 03rd day of April 2024 at 12.00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business:

RESOLUTION: 1 – ISSUE OF 1,00,00,000 SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE NON PROMOTER CATEGORY:

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 62(1)(c) read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act") and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as "SEBI (ICDR Regulations)"], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by The Securities and Exchange Board of India ("SEBI"), Government of India ("GOI") the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more its power, including the powers conferred hereunder) to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 1,00,00,000 (One Crore only) Warrants, at a price of Rs.85.60 (Rupees Eighty Five and Sixty Paise only) each payable in cash (warrant Issue price) determined in accordance with the Regulation 164 of Chapter V of the SEBI (ICDR) Regulation, 2018, each convertible into, or exchangeable for 1,00,00,000 (One Crore Only) fully paid-up equity shares of the Company to the following non-promoter individuals/ entities (hereinafter referred to as the "Proposed Allottees/Warrant holder"), entitling the warrant holder to apply for and get allotted 1 (one) equity share of face value of Rs. 2/- (Rupees Two only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, aggregating up to Rs. 85,60,00,000/- (Rupees Eighty Five Crores Sixty Lakhs Only), on such terms and conditions as the Board may think fit and without requiring any further approval or consent from the Members, by way of Preferential allotment on a Private Placement basis to Non-Promoters Individual / entities (hereinafter referred to as the "Proposed Allottees/Warrant holder") 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 to the following persons (hereinafter referred to as the "Proposed Allottees" / "Warrant Holders").

Sr. No.	Names of the Proposed Allottees of Share Warrants	Category (Promoter and Non-Promoter)	No. of Warrants proposed to be issued
1	DIVYA MEHUL BHANSHALI	Non-Promoter	1,16,825
2	DIMPLE ANIL BHANSHALI	Non-Promoter	1,16,825
3	DEVANG CHANDRAKANTBHAI SHAH	Non-Promoter	2,33,650
4	HARSHAD RASIKLAL SHETH	Non-Promoter	1,16,825
5	NARENDRA MANSUKHLAL MEHTA- HUF	Non-Promoter	3,50,470
6	AMI TUSHAR MEHTA	Non-Promoter	5,84,115
7	KETAN MOHANLAL KAKRECHA	Non-Promoter	23,36,450

8	LEADING LEASING FINANCE & INVESTMENT COMPANY LIMITED	Non-Promoter	17,52,340
9	PARAG CHANDULAL MEHTA	Non-Promoter	5,84,115
10	SAUMIK KETANKUMAR DOSHI	Non-Promoter	5,84,115
11	VORA PRAFULCHANDRA C	Non-Promoter	5,84,115
12	PAULOMI KETANKUMAR DOSHI	Non-Promoter	5,84,115
13	PARSHVA TEXCHEM INDIA PRIVATE LIMITED	Non-Promoter	5,25,750
14	SANDIP KAMLESHBHAI SHAH	Non-Promoter	1,75,250
15	DHAVAL KAMLESHBHAI SHAH	Non-Promoter	1,75,250
16	BINABEN SANDIPBHAI SHAH	Non-Promoter	1,75,250
17	ARHAMNETIC TRADERS LLP	Non-Promoter	5,25,750
18	SILVERCLOUD INVESTMENTS PRIVATE LIMITED	Non-Promoter	4,78,790

RESOLVED FURTHER THAT as per the ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Warrants shall be Monday, 04th March, 2024, being the date 30 (Thirty) days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Wednesday, 03rd April 2024

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period 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. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 2/- (Rupees Two Only) each to the Warrant holders;
- b. An amount equivalent to at least 25% (Twenty Five Percentage) of the consideration shall be paid by the proposed allottees on or before the date of subscription and allotment of warrants and the balance consideration i.e. 75% (Seventy Five Percentage) of the Warrant Issue Price shall be payable by each warrant holder on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.
- d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.
- f. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;
- g. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time.
- h. 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 of Chapter V of the SEBI ICDR Regulations.
- i. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
- j. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central

Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);

- k. The warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- l. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- m. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issuance of invitation to subscribe to the warrants in Form No. PAS-5 and a private placement offer cum application letter in the Form PAS-4 to the proposed allottees in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board or any committee of Board be and is hereby authorised to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said Warrants and that equity shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects, including entitlement for dividend, with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board or any committee of Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board or any committee of Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or equity shares as aforesaid.

RESOLVED FURTHER THAT the Board or any committee of Board is hereby authorised to take necessary steps for listing and trading of the equity shares allotted upon conversion of Warrants on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee of Board or any Director or Key managerial Personnel of the company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilisation of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the shareholders of the Company, including but not limited to the following:

- (i) to issue and allot the 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;
- (ii) 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 Exchanges 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;

- (iii) 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;
- (iv) 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;
- (v) 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 Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) 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 basis);
- (vii) 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 authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution.”

**By Order of the Board of Directors
For, Bodal Chemicals Limited
Sd/-
Sureshbhai Jayantibhai Patel
Managing Director
(DIN: 00007400)**

**Date: 06.03.2024
Place: Ahmedabad**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the Extra Ordinary General Meeting (the EGM/the meeting) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.bodal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of

CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

6. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution / Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorization shall be sent to the Scrutinizer by email through their registered email address to scrutinizer@tapanshah.in with copies marked to the Company at secretarial@bodal.com.
8. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, the log in details for e-voting are being sent to the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and have not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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 CDSL 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 **31st March 2024 at 9.00 A.M. and ends on 2nd April 2024 at 5.00 P.M.**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **27th March 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>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 or joining virtual meeting & voting during the meeting. 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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 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 with NSDL Depository</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. After Successful login, 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-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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. CDSL and NSDL

Login type	Helpdesk details
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
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 toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **BODAL CHEMICALS LIMITED** on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; scrutinizer@tapanshah.in and secretarial@bodal.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Resolution No. 1 :**

The Board of Directors in their meeting held on Wednesday 06th March, 2024 subject to necessary approval(s), has approved the proposal for raising funds and for that to issue and allot 1,00,00,000 (One Crore only) equity warrants convertible into equivalent number of Equity Shares of a face value of Rs.2/- (Rupees Two Only) each of the Company, at Rs. 85.60 (Eighty Five and Sixty Paise Only) including premium of Rs. 83.60 (Rupees Eighty Three and Sixty Paise Only) each per warrant, which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations ('Warrant Issue Price') aggregating to an amount not exceeding Rs. 85,60,00,000/- (Rupees Eighty Five Crores Sixty Lakhs Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of warrants until expiry of 18 months to Non-Promoter Individuals/entities by way of preferential issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (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 "SEBI 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.

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

1. The objects of the preferential issue:

Objects of the Preferential Issue:

- To meet the working capital requirements,
- Repayment of Term Loan/ Payment of Loan Installments
- General corporate purpose and
- Current/future maintenance Capex

The Company shall have exclusive authority over the direct application of the aforementioned Net Proceeds for the aforesaid Objects.

There is no requirement to appoint any Monitoring Agency as required under Regulation 162A of the SEBI ICDR Regulations, as the issue is under INR 100 crores. The Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate instances, if any, of unutilized Net Proceeds in the balance sheet of the Company for the relevant Financial Years.

2. Particulars of the offer including the maximum number of specified securities to be issued.

Preferential issue of 1,00,00,000 (One Crore Only) Fully Convertible Warrants of face value of Rs.2/- each at an issue price not exceeding **Rs.85.60** (Rupees Eighty Five and Sixty Paise Only) including premium of Rs. 83.60 (Rupees Eighty Three and Sixty Paise Only) each per Warrant ('Warrant Issue Price') aggregating to an amount not exceeding Rs. 85,60,00,000/- (Rupees Eighty Five Crores Sixty Lakhs Only) in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

3. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Warrants shall be Monday, 04th March, 2024, being the date 30 days prior to the date of the Extra Ordinary General Meeting of the Company scheduled to be held, i.e., Wednesday, 03rd April, 2024.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of Company are listed and frequently traded on Bombay Stock Exchange Ltd (“BSE”) and National Stock Exchange of India Limited (“NSE”). Further, the Articles of Association of the Company don’t contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 85.60 (Rupees Eighty Five and Sixty Paisa only) per warrant, being higher of the following:

- a. the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. Rs. 83.18; or
- b. the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date i.e. Rs. 85.59.

Further a certificate has been obtained from Mr. Tapan Shah, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Further, this preferential issue will not result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert, hence there is no requirement of valuation report from registered valuer.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

5. Amount which the Company intends to raise by way of such securities.

The company intends to raise an amount not exceeding Rs. 85,60,00,000/- (Rupees Eighty Five Crores Sixty Lakhs Only).

6. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

None of the Directors, Key Managerial Personnel or Promoters intend to subscribe to the preferential issue of warrants.

7. 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 Non-Promoter group entities of the Company.

8. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The warrants may be exercised by the proposed allottees, 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.

9. Name of the proposed allottee, class and percentage of post Preferential Issue capital that may be held by them:

The details have been provided in **Annexure 1** forming part of this Notice.

10. The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the proposed preferential issues under the EGM Notice dated 06th March 2024 is provided in **Annexure II** forming part of this Notice.

11. 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 allottee:

Identity of the allottees and the percentage of post preferential issue capital that may be held by them:

Name of the proposed allottee	Category	Present pre-issue shareholding		*Post issue shareholding		Ultimate beneficial owners (UBO)
		Pre-issue holding	% of total equity capital	Post issue holding	% of total equity capital	
Divya Mehul Bhanshali	Individual (public)	0	0.00	1,16,825	0.09	NA
Dimple Anil Bhanshali	Individual (public)	0	0.00	1,16,825	0.09	NA
Devang Chandrakantbhai Shah	Individual (public)	0	0.00	2,33,650	0.17	NA
Harshad Rasiklal Sheth	Individual (public)	0	0.00	1,16,825	0.09	NA
Narendra Mansukhlal Mehta- HUF	HUF (public)	0	0.00	3,50,470	0.26	Narendra Mansukhlal Mehta (KARTA)
Ami Tushar Mehta	Individual (public)	0	0.00	5,84,115	0.43	NA
Ketan Mohanlal Kakrecha	Individual (public)	0	0.00	23,36,450	1.72	NA
Leading Leasing Finance & Investment Company Limited	Corporate- NBFC (public)	0	0.00	17,52,340	1.29	NA
Parag Chandulal Mehta	Individual (public)	0	0.00	5,84,115	0.43	NA
Saumik Ketankumar Doshi	Individual (public)	0	0.00	5,84,115	0.43	NA
Vora Prafulchandra C	Individual (public)	0	0.00	5,84,115	0.43	NA
Paulomi Ketankumar Doshi	Individual (public)	0	0.00	5,84,115	0.43	NA
Parshva Texchem India Private Limited	Corporate (public)	0	0.00	5,25,750	0.39	NA
Sandip Kamleshbhai Shah	Individual (public)	0	0.00	1,75,250	0.13	NA
Dhaval Kamleshbhai Shah	Individual (public)	0	0.00	1,75,250	0.13	NA
Binaben Sandipbhai Shah	Individual (public)	0	0.00	1,75,250	0.13	NA
Arhamnetic Traders LLP	Corporate LLP (public)	0	0.00	5,25,750	0.39	1. Mr. Dipakkumar Chimanlal Shah - 50% Profit sharing Ratio 2. Ruchit Dipakbhai Shah-50% Profit sharing Ratio

Silver Investments Limited	cloud Private	Corporate (public)	0	0.00	4,78,790	0.35	Abhishek Ashok Mehta – holding 99% share capital in Company
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*The shareholding pattern figures are derived under the assumption that all proposed warrants will be subscribed in accordance with the shareholders' resolution No. 1, and that all warrants will subsequently be exercised or converted into equity shares.

12. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and including the conversion thereof into Equity Shares of the Company.

13. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not allotted any securities on a preferential basis.

14. Undertaking as to Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

15. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

16. The current and proposed status of the allottee of share warrant post the preferential issue namely, promoter or non-promoter investors:

Sr. No.	Name of the Proposed Allottee of warrants	Current Status of the Proposed Allottee of share warrants	Proposed Status of the Proposed Allottee of share warrants post the preferential issue
1	DIVYA MEHUL BHANSHALI	Non-Promoter	Non-Promoter
2	DIMPLE ANIL BHANSHALI	Non-Promoter	Non-Promoter
3	DEVANG CHANDRAKANTBHAI SHAH	Non-Promoter	Non-Promoter
4	HARSHAD RASIKLAL SHETH	Non-Promoter	Non-Promoter
5	NARENDRA MANSUKHLAL MEHTA- HUF	Non-Promoter	Non-Promoter
6	AMI TUSHAR MEHTA	Non-Promoter	Non-Promoter
7	KETAN MOHANLAL KAKRECHA	Non-Promoter	Non-Promoter
8	LEADING LEASING FINANCE & INVESTMENT COMPANY LIMITED	Non-Promoter	Non-Promoter
9	PARAG CHANDULAL MEHTA	Non-Promoter	Non-Promoter
10	SAUMIK KETANKUMAR DOSHI	Non-Promoter	Non-Promoter
11	VORA PRAFULCHANDRA C	Non-Promoter	Non-Promoter
12	PAULOMI KETANKUMAR DOSHI	Non-Promoter	Non-Promoter
13	PARSHVA TEXCHEM INDIA PRIVATE LIMITED	Non-Promoter	Non-Promoter
14	SANDIP KAMLESHBHAI SHAH	Non-Promoter	Non-Promoter
15	DHAVAL KAMLESHBHAI SHAH	Non-Promoter	Non-Promoter
16	BINABEN SANDIPBHAI SHAH	Non-Promoter	Non-Promoter
17	ARHAMNETIC TRADERS LLP	Non-Promoter	Non-Promoter

18	SILVERCLOUD INVESTMENTS PRIVATE LIMITED	Non-Promoter	Non-Promoter
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17. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

18. Lock-in-period:

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the Chapter V of SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the proposed allottees, if any, shall be subject to lock-in as specified under the Chapter V of SEBI (ICDR) Regulations.

19. Practicing Company Secretary's Certificate:

The certificate from Mr. Tapan Shah, Practicing Company Secretary, having his office at 816-818, Anand Mangal - III, Opp. Core House, Nr. Parimal Garden, Ellisbridge, Ahmedabad- 380006, Gujarat, India, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at www.bodal.com.

20. Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

21. Other disclosures

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower 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;
- c. The proposed allottee of share warrants has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them in past 1 year.
- e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- f. The issue of Equity Shares after the shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- g. The Equity Shares being issued after the conversion of share warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Resolution No. 01 of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Resolution No. 01 in the accompanying notice for approval by the Members.

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

By Order of the Board of Directors
For, Bodal Chemicals Limited
Sd/-
Sureshbhai Jayantibhai Patel
Managing Director
(DIN: 00007400)

Date: 06.03.2024
Place: Ahmedabad

Annexure 'I'
(P: Promoter and NP: Non-Promoter)

Sr. No.	Name of the Proposed Allottee of Share Warrants	PAN of Allottees	Class (Promoter /Non-Promoter)	Pre-Issue Shareholding		Issue of Warrants (Present Issue) (No.)	*Post Issue Shareholding after Conversion of Warrants	
				No. of Shares	% of Share holding		No. of Shares	% of Share holding
1	DIVYA MEHUL BHANSHALI	AWEPB0258P	Non-Promoter	-	-	1,16,825	1,16,825	0.09
2	DIMPLE ANIL BHANSHALI	AJGPB6839H	Non-Promoter	-	-	1,16,825	1,16,825	0.09
3	DEVANG CHANDRAKANTBHAI SHAH	ATTPS1264N	Non-Promoter	-	-	2,33,650	2,33,650	0.17
4	HARSHAD RASIKLAL SHETH	BSXPS7845D	Non-Promoter	-	-	1,16,825	1,16,825	0.09
5	NARENDRA MANSUKHLAL MEHTA- HUF	AAKHN0655A	Non-Promoter	-	-	3,50,470	3,50,470	0.26
6	AMI TUSHAR MEHTA	BOYPS7442R	Non-Promoter	-	-	5,84,115	5,84,115	0.43
7	KETAN MOHANLAL KAKRECHA	AHUPK5317R	Non-Promoter	-	-	23,36,450	23,36,450	1.72
8	LEADING LEASING FINANCE & INVESTMENT COMPANY LIMITED	AAACL1565A	Non-Promoter	-	-	17,52,340	17,52,340	1.29
9	PARAG CHANDULAL MEHTA	AAJPM7471L	Non-Promoter	-	-	5,84,115	5,84,115	0.43
10	SAUMIK KETANKUMAR DOSHI	AHZPD3725F	Non-Promoter	-	-	5,84,115	5,84,115	0.43
11	VORA PRAFULCHANDRA C	AAPPV2238Q	Non-Promoter	-	-	5,84,115	5,84,115	0.43
12	PAULOMI KETANKUMAR DOSHI	AAAPD9451G	Non-Promoter	-	-	5,84,115	5,84,115	0.43
13	PARSHVA TEXCHEM INDIA PRIVATE LIMITED	AADCP0756A	Non-Promoter	-	-	5,25,750	5,25,750	0.39
14	SANDIP KAMLESHBHAI SHAH	ACTPS7197K	Non-Promoter	-	-	1,75,250	1,75,250	0.13
15	DHAVAL KAMLESHBHAI SHAH	AFAPS2208F	Non-Promoter	-	-	1,75,250	1,75,250	0.13
16	BINABEN SANDIPBHAI SHAH	ADFPS0654L	Non-Promoter	-	-	1,75,250	1,75,250	0.13
17	ARHAMNETIC TRADERS LLP	ACCFA2389N	Non-Promoter	-	-	5,25,750	5,25,750	0.39
18	SILVERCLOUD INVESTMENTS PRIVATE LIMITED	ABGCS1810E	Non-Promoter	-	-	4,78,790	4,78,790	0.35

*The shareholding pattern figures are derived under the assumption that all proposed warrants will be subscribed in accordance with the shareholders' resolution No. 1, and that all warrants will subsequently be exercised or converted into equity shares.

ANNEXURE II:
(Shareholding pattern of the Company before and after the Preferential Issue)

Sr No	Category	Pre-Issue Shareholding (as on 01 March, 2024)		Shareholding Post Preferential Issue and Conversion of warrants and preferential issue of equity shares	
		No. of Shares held	% to total Share capital	No. of Shares held *	% to total share capital * (assuming full conversion of Warrants)
A	PROMOTER GROUP				
	Promoters and Promoter Group				
1	Indian				
	Individual	60585042	48.16	60585042	44.62
	Bodies Corporate	--	--	-	-
2	Foreign promoters				
	NRI	11610620	9.23	11610620	8.55
	Sub Total A	72195662	57.39	72195662	53.17
B.	NON-PROMOTER HOLDING				
1	Institutional Investors				
	Foreign Portfolio Investors Category I	475193	0.38	475193	0.35
	Financial Institutions / Banks	11000	0.01	11000	0.01
	NBFCs registered with RBI	1000	0.00	1753340	1.29
	State Government	7525	0.01	7525	0.01
2	Non-Institutional Investors				
	Individuals	45423347	36.11	51790247	38.14
	IEPF	791161	0.63	791161	0.58
	Body Corporate	2852993	2.27	4383283	3.23
	NRI	1163215	0.92	1163215	0.86
	Others	2868469	2.28	3218939	2.37
	Sub-Total – B	53593903	42.61	63593903	46.83
	GRAND TOTAL (A+B)	125789565	100.00	135789565	100.00

**The shareholding pattern figures are derived under the assumption that all proposed warrants will be subscribed in accordance with the shareholders' resolution No. 1, and that all warrants will subsequently be exercised or converted into equity shares. However, if any equity shares or warrants remain unsubscribed or unexercised, the figures will be adjusted accordingly*