



BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878

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

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

Date: February 17, 2025

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

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

Subject : Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot.

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), we are submitting herewith the copy of the Postal Ballot notice dated February 13, 2025 ('Postal Ballot Notice') seeking consent of members of the Company by means of Postal Ballot through remote e-voting only for the Resolutions as set out in the Notice.

In accordance with circulars issued by Ministry of Corporate Affairs (MCA) from time to time, the Notice has been sent only through electronic mode to those shareholders whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., Bigshare Services Private Limited/Depository(ies)/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date, i.e., Friday, February 14, 2025. The Notice contains the procedure to get the email address registered for those shareholders who have not yet registered their email address. The Company has engaged the services of NSDL for Remote E-voting process.

The following calendar of events in connection with the postal ballot process for seeking consent of members of the Company for the Resolutions as set out in the postal ballot Notice:

S N	Particulars	Schedule
1	Cut - off Date for identification of voting rights of the members	Friday, February 14, 2025
2	Date and time of commencement of remote e-voting	Tuesday, February 18, 2025 9.00 AM (IST)
3	Date and time of end of remote e-voting	Wednesday, March 19, 2025 5.00 PM (IST)
4	Submission of report by the Scrutinizer	On or before Friday, March 21, 2025
5	Date of declaration of results of voting	On or before Friday, March 21, 2025

Kindly take the same on your records.

For Bhatia Colour Chem Limited

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

Encl: As above



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NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.

Dear Member(s),

Notice is hereby given that pursuant to the provisions of section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “the Rules”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, 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, No. 10/2022 dated 28th December, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024, 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).

In view of the MCA Circulars, companies can take all decisions requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, in compliance of MCA Circulars, Bhatia Colour Chem Limited (herein after referred to as “the Company”) will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Registrar and Transfer Agent (herein after referred to as “RTA”) of the Company or Depository/Depository Participants. Accordingly, hard copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

The explanatory statement pursuant to Sections 102 and 110 of the Act, pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof is annexed to this Postal Ballot Notice (“Notice”) and forms part of this Notice. The Postal Ballot Notice is also available on the website of the Company at www.bccl.info

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on February 13, 2025, has appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner. The instructions for E-voting are given in notes forming part of this Notice. In the event the draft Resolution as set out in the Notice is assented by the requisite majority by means of Postal Ballot, only by way of e-voting, they shall be deemed to have been passed as Special Resolutions at a General Meeting. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for postal ballot, only by way of e-voting i.e. on Wednesday, March 19, 2025.

Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of National Securities Depository Limited for the purpose of providing remote e-voting facility to its members for the Postal Ballot. Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting. The e-voting facility will commence on Tuesday, February 18, 2025, 9:00 a.m. (IST) and will end on Wednesday, March 19, 2025, 5:00 p.m. (IST). E-Voting module will be blocked by NSDL post 5.00 p.m. on Wednesday, March 19, 2025, and e-voting shall not be allowed beyond the said date and time.

Upon completion of the scrutiny, in a fair and transparent manner, the Scrutinizer will submit their report to the Chairman of the Company or to the Company Secretary or any person authorized by Chairman. The results will be declared on or before Friday, March 21, 2025, and shall be communicated to BSE Limited ("BSE"), where the equity shares of the Company are listed and will also be displayed on the Company's website at www.bccl.info and website of NSDL at www.evoting.nsdl.com The Board of Directors of the Company recommends approval of the members for the Resolutions appended below.

SPECIAL BUSINESS:

ITEM NO. 1:

REGULARISATION OF APPOINTMENT OF MR. RAVI JITENDRA MODI (DIN: 10932249) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the Company and the Board of Directors, Mr. Ravi Jitendra Modi (DIN: 10932249) who was appointed as an Additional Director in capacity of Non-Executive Independent Director by the Board of Directors of the Company, with effect from February 13, 2025, pursuant to the provisions of section 161 of the Act, approval of the shareholders of the Company be and is

hereby accorded to appoint Mr. Ravi Jitendra Modi (DIN: 10932249) as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years starting from February 13, 2025 to February 12, 2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Act read with the Rules made thereunder Mr. Ravi Jitendra Modi, be paid a remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) per annum with the liberty to the Board of directors to amend the terms of payment from time to time and subject to such limits prescribed by the law.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the company be and is hereby authorised to file requisite forms with the regulatory authorities and do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.”

ITEM NO. 2:

REGULARISATION OF APPOINTMENT OF MRS. ANU ASHISH AMODIA (DIN: 10930259) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the Company and the Board of Directors, Mrs. Anu Ashish Amodia (DIN: 10930259) who was appointed as an Additional Director in capacity of Non-Executive Independent Director by the Board of Directors of the Company, with effect from February 13, 2025, pursuant to the provisions of section 161 of the Act, approval of the shareholders of the Company be and is hereby accorded to appoint Mrs. Anu Ashish Amodia (DIN: 10930259) as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years starting from February 13, 2025 to February 12, 2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Act read with the Rules made thereunder Mrs. Anu Ashish Amodia, be paid a remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) per annum with the liberty to the Board of directors to amend the terms of payment from time to time and subject to such limits prescribed by the law.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the company be and is hereby authorised to file requisite forms with the regulatory authorities and do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.”

ITEM NO. 3:

REGULARISATION OF APPOINTMENT OF MRS. DHRUVI SHYAM KAPADIA (DIN: 10683926) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the Company and the Board of Directors, Mrs. Dhruvi Shyam Kapadia (DIN: 10683926) who was appointed as an Additional Director in capacity of Non-Executive Independent Director by the Board of Directors of the Company, with effect from February 13, 2025, pursuant to the provisions of section 161 of the Act, approval of the shareholders of the Company be and is hereby accorded to appoint Mrs. Dhruvi Shyam Kapadia (DIN: 10683926) as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years starting from February 13, 2025 to February 12, 2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Act read with the Rules made thereunder Mrs. Dhruvi Shyam Kapadia, be paid a remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) per annum with the liberty to the Board of directors to amend the terms of payment from time to time and subject to such limits prescribed by the law.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the company be and is hereby authorised to file requisite forms with the regulatory authorities and do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.”

ITEM NO. 4:

TO CONSIDER THE INCREASE IN REMUNERATION OF MR. BHARAT BRIJLAL BHATIA (DIN: 09095082), MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT in partial modification to the resolution passed by the Members of the Company at the 3rd Annual General Meeting held on August 27, 2024 pertaining to remuneration payable to the Managing Director and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act, pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Company be and is hereby authorised to increase remuneration of Mr. Bharat Brijlal Bhatia (DIN: 09095082), Managing Director of the Company, in excess of prescribed limits under section 197 of net profits but within the limits specified in Schedule V.

RESOLVED FURTHER THAT the remuneration payable to Mr. Bharat Brijlal Bhatia (DIN: 09095082), Managing Director, shall be as under:

Remuneration: Rs. 7,00,000/- (Rupees Seven Lakhs Only) per month inclusive of all perquisite.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded that Mr. Bharat Brijlal Bhatia (DIN: 09095082), Managing Director of the Company be paid remuneration by way of salary upto a maximum of Rs. 7,00,000/- (Rupees Seven Lakhs only) per month as minimum remuneration for the remaining period of their tenure w.e.f April 01, 2025.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of attachment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

ITEM NO. 5:

TO CONSIDER THE INCREASE IN REMUNERATION OF MR. RAMESHCHAND CHANDURAM BHATIA (DIN: 09431185), WHOLE TIME DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** in partial modification to the resolution passed by the Members of the Company at the 3rd Annual General Meeting held on August 27, 2024 pertaining to remuneration payable to the Whole Time Director and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act, pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Company be and is hereby authorised to increase remuneration of Mr. Rameshchand Chanduram Bhatia (DIN: 09431185), Whole Time Director of the Company, in excess of prescribed limits under section 197 of net profits but within the limits specified in Schedule V.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rameshchand Chanduram Bhatia (DIN: 09431185), Whole Time Director, shall be as under:

Remuneration: Rs. 7,00,000/- (Rupees Seven Lakhs Only) per month inclusive of all perquisite.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded that Mr. Rameshchand Chanduram Bhatia (Din: 09431185), Whole Time Director of the Company be paid remuneration by way of salary upto a maximum of Rs. 7,00,000/- (Rupees Seven Lakhs only) per month as minimum remuneration for the remaining period of their tenure w.e.f April 01, 2025.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may

be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of attachment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

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

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

Date: February 13, 2025

**Sd/-
Vishwa Ronak Patel
Company Secretary and Compliance Officer**

NOTES

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its 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, No. 10/2022 dated 28th December, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Regulation 44 of Listing Regulations 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 is proposed to be passed as Special Resolutions through Postal Ballot, only by way of remote electronic voting (e-voting).
2. The Explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto for your consideration.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of Listing Regulations, the Company is pleased to provide voting by electronic means (“E-Voting”) facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members. Voting rights will be reckoned on the paid up value of share registered in the names of members on Friday, February 14, 2025.
4. The Company has appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary (Membership No. 6116, CP No. 5985), to act as the Scrutinizer for conducting the postal ballot process, by way of only e-voting, in a fair and transparent manner.
5. In terms of the MCA Circulars, the Postal Ballot Notice is being sent only by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. The members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "Bhatia Colour Chem Limited - Postal Ballot- Registration of e-mail Ids" to Registrar and Transfer Agent of the Company, i.e., Bigshare Services Private Limited at info@bigshareonline.com or to the Company at cs@bccindia.com with name of registered member(s), folio number(s)/DP Id/Client Id and no. of equity shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.
6. The voting rights of member(s) for e-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote through e-voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. Dispatch of Notice shall be deemed to be completed on the day on which the Company sends out the Postal Ballot Notice by e-mail to the members of the Company.

8. A member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
9. During the remote e-voting period, Members can login at NSDL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
10. Resolutions, if approved, by the members by means of Postal Ballot /E-Voting are deemed to have been passed at a General Meeting of the members and the last date of the e- voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.
11. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Mrs. Vishwa Ronak Patel, Company Secretary at email: cs@bccindia.com or for any query / grievance with respect to e-voting, you can write and email to evoting@nsdl.com.
12. Voting through Electronic Means ("E-voting"): In compliance with provisions of Section 108 & Section 110 of the Act read with Rule 20 and Rule 22 of the Rules, Regulation 44 of SEBI Listing Regulations and any other applicable provisions, the Company is pleased to offer remote e-voting facility to its members to cast their vote by electronic means through e- voting platform of NSDL. The E-voting facility is available at <https://www.evoting.nsdl.com/>

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of NSDL to its Members to exercise their right to vote on the proposed resolutions by electronic means. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (ii) The voting period begins on Tuesday, February 18, 2025 9.00 AM (IST) and ends on Wednesday, March 19, 2025 5.00 PM (IST). 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) i.e. Friday, February 14, 2025 may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on a resolution is being casted by the member, he/she shall not be allowed to change it subsequently or cast vote again.

How do I vote electronically using NSDL e-Voting system?

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies,

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. 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 are 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

Alternatively, if you are registered for NSDL 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 101456 then user ID is 101456001***

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

process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “133076” of company for which you wish to cast your vote during the remote e-Voting period.
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 with a copy marked to evoting@nsdl.com. 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 to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Sarita Mote at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@bccindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@bccindia.com. If you are an Individual 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.com 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.

EXPLANATORY STATEMENT:

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1 to 5 of the accompanying Notice:

ITEM NO. 1:

REGULARISATION OF APPOINTMENT OF MR. RAVI JITENDRA MODI (DIN: 10932249) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions and based on the recommendation of Nomination and Remuneration Committee, the Board, at its meeting held on February 13, 2025 appointed Mr. Ravi Jitendra Modi (DIN: 10932249) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five (5) years starting from February 13, 2025 to February 12, 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;

In the opinion of the Board, Mr. Ravi Jitendra Modi fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

The Board noted that the background and experience of Mr. Ravi Jitendra Modi are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

1. He is Chartered Accountant and Fellow Member of Institute of Chartered Accountant of India and has over 9 years of experience in accounts, audit, finance, taxation and corporate affairs.
2. He has led transformative projects, improved financial performance, and established robust frameworks for long-term success. He has a great ability to align financial objectives with overall business goals, he is a trusted leader in both crisis management and day-to-day operations, while consistently fostering innovation and maintaining integrity within the organizations they serve.
3. Particulars of Mr. Ravi Jitendra Modi for regularization of his appointment are attached herewith as annexure to notice.

Accordingly, the Board recommends the Resolution set out at Item No. 1 of this Notice for your approval. None of the Directors or Key Managerial Personnel of the Company or their relatives except

Mr. Ravi Jitendra Modi, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

ITEM NO. 2:

REGULARISATION OF APPOINTMENT OF MRS. ANU ASHISH AMODIA (DIN: 10930259) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions and based on the recommendation of Nomination and Remuneration Committee, the Board, at its meeting held on February 13, 2025 appointed Mrs. Anu Ashish Amodia (DIN: 10930259) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five (5) years starting from February 13, 2025 to February 12, 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company;

In the opinion of the Board, Mrs. Anu Ashish Amodia fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management.

The Board noted that the background and experience of Mrs. Anu Ashish Amodia are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

1. She is Company Secretary and member of Institute of Company Secretaries of India and holds degree in Bachelors of Commerce, Masters of Commerce and a Post Graduate Diploma in Business Administration (Finance).
2. She is an accomplished legal professional with over 10 years of experience in accounts, finance, taxation, Company laws, Compliances and corporate affairs. She has exceptional decision-making skills, that allows her to analyses complex situations and deliver effective, actionable solutions.
3. Particulars of Mrs. Anu Ashish Amodia for regularization of her appointment are attached herewith as annexure to notice.

Accordingly, the Board recommends the Resolution set out at Item No. 2 of this Notice for your approval. None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Anu Ashish Amodia, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

ITEM NO. 3:

REGULARISATION OF APPOINTMENT OF MRS. DHRUVI SHYAM KAPADIA (DIN: 10683926) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions and based on the recommendation of Nomination and Remuneration Committee, the Board, at its meeting held on February 13, 2025 appointed Mrs. Dhruvi Shyam Kapadia (DIN: 10683926) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years starting from February 13, 2025 to February 12 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company;

In the opinion of the Board, Mrs. Dhruvi Shyam Kapadia fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management.

The Board noted that the background and experience of Mrs. Dhruvi Shyam Kapadia are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

1. She is Company Secretary and member of Institute of Company Secretaries of India and holds a Bachelor’s degree in Law and Commerce.
2. She has 8 years of experience in the field of corporate governance and compliance within the Indian corporate sector and significant experience in legal advisory within the corporate sector. She has worked with diverse industries and is an expert in driving organizational growth, optimizing operations, and ensuring financial sustainability.
With her extensive corporate governance experience, legal expertise and compliance background, she is well-suited for the role of an Independent Director, ensuring transparency, accountability, and ethical governance in organization.
3. Particulars of Mrs. Dhruvi Shyam Kapadia for regularization of her appointment are attached herewith as annexure to notice.

Accordingly, the Board recommends the Resolution set out at Item No. 3 of this Notice for your approval. None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Dhruvi Shyam Kapadia, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

ITEM NO. 4:

TO CONSIDER THE INCREASE IN REMUNERATION OF MR. BHARAT BRIJLAL BHATIA (DIN: 09095082), MANAGING DIRECTOR OF THE COMPANY:

As per the provisions of Section 197 and other applicable provisions, if any, of the Act, read with Schedule V thereof and the Rules made thereunder, the remuneration payable to its Directors, including managing director and whole-time director and its manager in respect of any financial year shall not exceed 11% of the net profits of the Company computed in the manner laid down under Section 198 of the Act. Provided that the company in general meeting may, authorise the payment of remuneration exceeding 11% of the net profits of the company, subject to the provisions of Schedule V.

Members would recall that the Board of Directors had appointed Mr. Bharat Brijlal Bhatia as Managing Director of the Company for a period of five years from January 21, 2022 till January 20, 2027.

As the company is expanding its business, the responsibility and complexity of managerial role increases. Mr. Bharat Brijlal Bhatia is playing an instrumental role in the growth of the organization with his experience in the Chemical manufacturing sector. Under his leadership, the BCCL Group has spread its manufacturing footprints from single plant to several manufacturing facilities and transformed the Company into diversified unique B2B and B2C solution provider.

Taking into consideration the time and efforts put up by the Managing Director, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, has approved the proposal to increase the remuneration to Rs. 7,00,000/- (Rupees Seven Lakhs only) per month, subject to the approval of shareholders, as set out in the resolution being item no. 4 of the accompanying notice.

The Company, in compliance with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

- a) The payment of remuneration is approved by a resolution passed by the Board at a meeting held on 13th February, 2025 and also by the Nomination and Remuneration Committee of Directors at a meeting held on 13th February, 2025.
- b) Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company shall remain unchanged. Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Bharat Brijlal Bhatia himself, is in any way concerned or interested, in the said resolution.

ITEM NO. 05

TO CONSIDER THE INCREASE IN REMUNERATION OF MR. RAMESHCHAND CHANDURAM BHATIA (DIN: 09431185), WHOLE TIME DIRECTOR OF THE COMPANY:

As per the provisions of Section 197 and other applicable provisions, if any, of the Act, read with Schedule V thereof and the Rules made thereunder, the remuneration payable to its Directors, including managing director and whole-time director and its manager in respect of any financial year shall not exceed 11% of the net profits of the Company computed in the manner laid down under Section 198 of the Act. Provided that the company in general meeting may, authorise the payment of remuneration exceeding 11% of the net profits of the company, subject to the provisions of Schedule V.

Members would recall that the Board of Directors had appointed Mr. Rameshchand Chanduram Bhatia as Whole Time Director of the Company for a period of five years from January 21, 2022 till January 20, 2027.

BCCL not only became quality product organization in India but also diversified into various product categories, under the leadership of Mr. Rameshchand Chanduram Bhatia. He has provided keen and commendable contribution to overall growth of the Company. His leadership skills and meticulous attention to execution, enabled the Company towards operational excellence, technological advancements, new product line up, and continuous innovation.

Taking into consideration the increased business operations of the Company coupled with higher responsibilities cast on Mr. Rameshchand Chanduram Bhatia, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, has approved the

proposal to increase the remuneration to Rs. 7,00,000/- (Rupees Seven Lakhs only) per month, subject to the approval of shareholders, as set out in the resolution being item no. 5 of the accompanying notice.

The Company, in compliance with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

- a) The payment of remuneration is approved by a resolution passed by the Board at a meeting held on 13th February, 2025 and also by the Nomination and Remuneration Committee of Directors at a meeting held on 13th February, 2025.
- b) Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company shall remain unchanged. Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Rameshchand Chanduram Bhatia himself, is in any way concerned or interested, in the said resolution.

Accordingly, the statement as required under Section II, Part II of the Schedule V to the Act with reference to Special Resolution at Item No. 4 & 5 is as follows:

SN (I)	General Information	Particular																			
1.	Nature of Industry	Company is engaged in the trading and manufacturing of Textile Chemical and auxiliary products																			
2.	Date of Commencement of Commercial Production	Commercial operations commenced from December 18, 2021																			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																			
4.	Financial Performance based on given indicators	As per Standalone Audited Financials <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;">Particulars</th> <th style="width: 40%;">Financial Year 2023-24 (Rs. in lacs)</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td>1,223.375</td> </tr> <tr> <td>Reserves excluding Re valuation Reserves</td> <td>5,038.054</td> </tr> <tr> <td>Total Income</td> <td>11,448.324</td> </tr> <tr> <td>Total Expenses</td> <td>10,975.284</td> </tr> <tr> <td>Profit before Tax</td> <td>473.040</td> </tr> <tr> <td>Exceptional Item</td> <td>-</td> </tr> <tr> <td>Tax Expenses</td> <td>125.771</td> </tr> <tr> <td>Profit after Tax</td> <td>345.123</td> </tr> </tbody> </table>		Particulars	Financial Year 2023-24 (Rs. in lacs)	Paid up Capital	1,223.375	Reserves excluding Re valuation Reserves	5,038.054	Total Income	11,448.324	Total Expenses	10,975.284	Profit before Tax	473.040	Exceptional Item	-	Tax Expenses	125.771	Profit after Tax	345.123
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Profit before Tax	473.040																				
Exceptional Item	-																				
Tax Expenses	125.771																				
Profit after Tax	345.123																				
5.	Foreign investments or collaborators, if any	The Company has not entered into any foreign collaborations and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs, are investors in the Company on account of past issuance of securities /purchase of shares of the Company from the secondary market.																			
(II)	Information about the Directors	Mr. Bharat Brijlal Bhatia	Mr. Rameshchand Chanduram Bhatia																		
1.	Background details	As Per Explanatory State ment item no 4	As Per Explanatory State ment item no 5																		
2.	Past remuneration	Rs. 4,00,000/- p.m.	Rs. 4,00,000/- p.m.																		

3.	Recognition or awards	NIL	NIL
4.	Job profile and his suitability	As Per Explanatory Statement item no. 4	As Per Explanatory Statement item no. 5
5.	Remuneration proposed	Rs. 7,00,000/- p.m.	Rs. 7,00,000/- p.m.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profiles and the positions, the remuneration is fully justifiable and comparable to that prevailing in the industry.	
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mr. Bharat Bhatia is Nephew of Mr. Rameshchand Bhatia Mr. Rameshchand Bhatia is Uncle of Mr. Bharat Bhatia	
8.	Other Information 1. Reasons of loss or inadequate profits 2. Steps taken or proposed to be taken for improvement 3. Expected increase in productivity and profits in measurable terms	<p>As the company is engaged in the manufacturing sector, the capital expenses are high. The Company takes various steps on a regular basis such as cost control and improving efficiency. The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained growth in the future.</p> <p>As the Company is growth oriented, it is majorly incurring capital expenditures for its capacity expansion to cope with the ever increasing customer demands.</p> <p>In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.</p>	

ANNEXURE TO NOTICE:**DETAILS OF DIRECTOR SEEKING APPOINTMENT:**

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Companies Secretaries of India)

ITEM NO: 01**REGULARISATION OF APPOINTMENT OF MR. RAVI JITENDRA MODI (DIN: 10932249) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

Mr. Ravi Jitendra Modi is proposed to be appointed as an Independent Director, not liable to be retired by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name	Mr. Ravi Jitendra Modi
DIN	10932249
Date of Birth/ Age	May 18, 1986/ 39 years
Qualification	FCA, B.Com
Experience	9 years' experience
Nature of Experience in specific functional Area	He has proficient knowledge and expertise in the field of accounts, audit, finance, taxation and corporate affairs.
Terms and conditions of appointment	Appointment as Independent Director of the company for a period of 5 consecutive years starting from February 13, 2025 to February 12, 2030 who shall not be liable to retire by rotation (refer Item no. 1 of this Notice read with the explanatory statement thereto)
Remuneration Last drawn	NIL
Remuneration proposed	60000/- per annum
Original date of Appointment	February 13, 2025
Disclosure of relationships between directors inter-se	Not related to any of the Directors or Key Managerial Personnel of the Company
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years] *	NIL
Chairmanship/ Membership of Committees in other Companies *	NIL
Number of Equity Shares held in the Company, including shareholding as a beneficial owner	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As given in item no.1 of the Explanatory Statement.

* Committees includes Audit Committee and Stakeholders Relationship Committee

ITEM NO. 2:**REGULARISATION OF APPOINTMENT OF MRS. ANU ASHISH AMODIA (DIN: 10930259) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

Mrs. Anu Ashish Amodia is proposed to be appointed as an Independent Director, not liable to be retired by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name	Anu Ashish Amodia
DIN	10930259
Date of Birth/ Age	March 03, 1983/ 41 years
Qualification	C.S, IICA Certified Independent Director, B.Com, M.com PGDBA (Finance)
Experience	More than 10 years' experience
Nature of Experience in specific functional Area	Experience is in the field of accounts, finance, taxation, Company laws, Compliances and corporate affairs
Terms and conditions of appointment	Appointment as Independent Director of the company for a period of 5 consecutive years starting from February 13, 2025 to February 12, 2030 who shall not be liable to retire by rotation (refer Item no. 2 of this Notice read with the explanatory statement thereto)
Remuneration Last drawn	NIL
Remuneration proposed	60000/- per annum
Original date of Appointment	February 13, 2025
Disclosure of relationships between directors inter-se	Not related to any of the Directors or Key Managerial Personnel of the Company
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years] *	NIL
Chairmanship/ Membership of Committees in other Companies *	NIL
Number of Equity Shares held in the Company, including shareholding as a beneficial owner	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As given in item no.2 of the Explanatory Statement.

* Committees includes Audit Committee and Stakeholders Relationship Committee

ITEM NO. 3:**REGULARISATION OF APPOINTMENT OF MRS. DHRUVI SHYAM KAPADIA (DIN: 10683926) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

Mrs. Dhruvi Shyam Kapadia is proposed to be appointed as an Independent Director, not liable to be retired by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name	Dhruvi Shyam Kapadia
DIN	10683926
Date of Birth/ Age	July 03, 1993/ 31 years
Qualification	CS, LLB, B.Com
Experience	8 years' experience
Nature of Experience in specific functional Area	Significant experience in corporate governance, compliance, and legal advisory within the corporate sector.
Terms and conditions of appointment	Appointment as Independent Director of the company for a period of 5 consecutive years starting from February 13, 2025 to February 12, 2030 who shall not be liable to retire by rotation (refer Item no. 2 of this Notice read with the explanatory statement thereto)
Remuneration Last drawn	NIL
Remuneration proposed	60000/- per annum
Original date of Appointment	February 13, 2025
Disclosure of relationships between directors inter-se	Not related to any of the Directors or Key Managerial Personnel of the Company
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years] *	1. PRARAMBH BUILDCON AHMEDABAD LIMITED 2. MITTAL SECTIONS LIMITED
Chairmanship/ Membership of Committees in other Companies *	1. PRARAMBH BUILDCON AHMEDABAD LIMITED 1. Stakeholder Relationship committee - Chairperson 3. Audit committee – Member 2. MITTAL SECTIONS LIMITED 2. Audit committee - Member
Number of Equity Shares held in the Company, including shareholding as a beneficial owner	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As given in item no.3 of the Explanatory Statement.

* Committees includes Audit Committee and Stakeholders Relationship Committee

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

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

Date: February 13, 2025

**Sd/-
Vishwa Ronak Patel
Company Secretary and Compliance Officer**

ELECTRONIC VOTING PARTICULAR

EVEN
133076

E-Voting shall start on Tuesday, February 18, 2025, (9.00 a.m.) and shall end on Wednesday, March 19, 2025 till the close of working hours (i.e. 5.00 p.m.).