

By online submission

Sec/24-25/63
Date: 31/08/2024

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 38th Annual General Meeting

We herewith enclose Notice of 38th Annual General Meeting (AGM) of the Company will be held on Tuesday, 24th September 2024 at 12.00 Noon IST through Video Conference (VC)/ Other Audio Visual Means (OAVM).

Further, notice convening the 38th AGM and the Annual Report for the Financial year 2023-24 have been sent only through electronic mode to all members whose E-mail Id are registered with the Company/RTA/Depository Participant(s).

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For, BODAL CHEMICALS LTD

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

BODAL CHEMICALS LIMITED

CIN : L24110GJ1986PLC009003

Regd. and Corporate Office : Bodal Chemicals Ltd. Bodal Corporate House, Besides Maple Green Residency,
Nr. Shilaj Ring Road Circle, Thaltej, Ahmedabad-380059, Gujarat, INDIA
Phone: +91 79 68160100 Email: secretarial@bodal.com Website: www.bodal.com

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of **BODAL CHEMICALS LIMITED (CIN: L24110GJ1986PLC009003)** will be held on **Tuesday, the 24th day of September 2024 at 12.00 noon through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone Financial Statement of the company for the financial year ended 31st March 2024 and the reports of the Board of Directors' and Auditors' thereon; and
 - the Audited Consolidated Financial Statement of the company for the financial year ended 31st March 2024 and the reports of Auditors' thereon.
- To appoint a Director in place of Mr. Bhavin S. Patel (Holding Din: 00030464), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

- To ratify remuneration of Cost auditors.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, [including any statutory modifications(s) or re-enactment thereof, for the time being in force], the remuneration of **Rs.1,65,000 (Rupees One lacs sixty five thousand only)** plus GST as applicable and reimbursement of actual expenses, to be paid to M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad (FRN: 000025), Cost Auditors of the Company, for the financial year 2024-2025, as per recommendation of Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.

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

- To re-appoint **Mr. Rajarshi Ghosh as a Director – HSE** of the Company:

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

"RESOLVED FURTHER THAT pursuant to sections 196, 197 and 203 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, and on recommendation of Nomination and Remuneration committee and as agreed, by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the company be and is hereby accorded to appoint Mr. Rajarshi Ghosh (DIN: 08715159), who fulfills the conditions prescribed under schedule V of the Companies Act, 2013, be and is hereby appointed as a Director – HSE of the company for a period of three years with effect from 27th May 2025.

RESOLVED FURTHER THAT pursuant to the provisions of section 196 and 197 and all other applicable sections of the Companies Act, 2013 read with schedule V of the said Act, and on recommendation of Nomination and Remuneration committee and as agreed, by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the company be and is hereby accorded to fix and pay following remuneration and perquisites with effect from 27th May, 2025 to Mr. Rajarshi Ghosh (DIN: 08715159), Director – HSE of the company:

- Basic Salary: Rs.1,06,651/- per month in the scale of 1,06,000 to 1,75,000 per month for annual increment of upto 20%. The Annual increments which will be effective 1st April each year (Starting from April 2025) will be decided by Board based on the recommendations of the Nomination and Remuneration Committee and take into the account the Company's performance as well.
- Perquisites:
In addition to Salary and commission, perquisites include

- i) House Rent Allowance: The House Rent allowance will be paid as per the rules of the Company but subject to maximum 50% of Basic Salary.
- ii) Child Education allowance will be paid as per the rules of the Company.
- iii) Washing allowance will be paid as per the rules of the Company but subject to maximum 20% of Basic Salary.
- iv) Special allowance will be will be paid as per the rules of the Company.
- v) Gas, Electricity, Water, Furnishing Medical Reimbursement Expenses incurred for him and his family, Leave Travel Concession for him and his family, Annual Club membership Fees, Personal Accident Insurance for self, Medical Insurance Premium For him, his spouse and children etc. limited to the actual or annual salary whichever is less.
- vi) Provision of car with Driver for use on Company's business and telephone including Mobile phone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car with driver for private purpose shall be billed by the Company to him.
- vii) Contribution to Provident Fund, Superannuation fund or annuity fund, Gratuity and Leave encashment as per the rule of the company and the same will not be included in the computation of ceiling on perquisites as aforesaid.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to vary, alter or modify the different components of the above stated remuneration as may be agreed to between the Board of Directors and Mr. Rajarshi Ghosh.

RESOLVED FURTHER THAT notwithstanding anything mentioned above, where in any financial year during the currency of Director – HSE, the company has no profit or its profit are inadequate, the remuneration will have to be limited to amounts specified in section II and Section III of Part II of schedule V of the Companies Act, 2013."

By Order of Board of Directors
For, BODAL CHEMICALS LIMITED

Place: Ahmedabad
Date: 14-08-2024

Ashutosh B. Bhatt
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its General Circular 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No.10/2022 dated December 28, 2022 and General Circular No.09/2023 dated 25.09.2023 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing facility/ Other Audio Visual Means ("VC/OAVM") without the physical presence of the Members at a common venue. In terms of the said circulars, the 38th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 18 and available at the Company's website www.bodal.in
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 1800225533.
3. In terms of the provisions of Section 152 of the Act, Mr. Bhavin S. Patel (Din: 00030464), Director, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.

Mr. Bhavin S. Patel (Din: 00030464) is interested in the Ordinary Resolutions set out in Item No. 2, of the Notice with regard to his reappointment. The other relatives of Mr. Bhavin S. Patel may be deemed to be interested in the resolutions set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.
4. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.

5. Pursuant to the Circular No. 14/2020 dated 8 April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend

the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars the Notice of AGM along with Annual Report 2023 - 2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2023 - 2024 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 and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
8. The Register of Members and Share Transfer Book of the Company shall remain closed from **Saturday, 21st September 2024 to Tuesday, 24th September 2024** (both days inclusive) for the purpose of Annual General Meeting and payment of Dividend.
9. **Dividend:** No dividend has been recommended by Board of Directors at this AGM.
10. The voting rights of the members shall be in proportion to their shares of the paid-up equity capital in the company as on cut off date i.e. **Tuesday, 17th September 2024**.
11. **Unclaimed/Unpaid Dividend:** Pursuant to Section 124 of the Companies Act, 2013, the unpaid dividends that are due to transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Sr. No.	Financial Year	Date of Declaration	Due for Transfer on
1.	2016-17 (Final)	23-09-2017	28-10-2024
2.	2017-18 (Final)	17-09-2018	22-10-2025
3.	2018-19 (Final)	20-09-2019	25-10-2026
4.	2019-20(Interim)	12-02-2020	19-03-2027
5.	2020-21 (Final)	24-09-2021	29-10-2028
6.	2021-22 (Final)	26-09-2022	31-10-2029
7.	2022-23 (Final)	28-09-2023	04-10-2030

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/ its Registrar, for obtaining payments thereof as earliest and at least 30 days before they are due for transfer to the said fund.

Any member, who has not claimed final dividend in respect of the financial year 2016-17 onwards, is requested to approach the Company/ the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible.

12. **Compulsory transfer of Equity Shares to IEPF Account:** Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules. Members may note that the dividend and shares transferred to the IEPF can be claimed back by the concerned shareholders from the IEPF Authority after complying with the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. A Member has not claimed dividend for seven consecutive years, please write to the Company/ Registrar for such claim to avoid transfer of such shares to IEPF.
13. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
14. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the Registrar & Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
15. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders, who are desirous of availing this facility, may kindly write to Company's Registrar & Transfer Agent for nomination form by quoting their folio number.
16. **Submission of PAN:** The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/ transposition, and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent, Link Intime India Private Limited.
17. **Bank Account Details:** Regulation 12 and Schedule I of SEBI Listing Regulation requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank

account of Members and no dividend warrants or demand drafts will be issued without bank particulars.

18. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
19. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
20. The AGM/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.
21. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **Saturday, 21st September 2024** and ends on **Monday, 23rd September, 2024**. 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 **Tuesday, 17th September 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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. 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. 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. 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 with NSDL Depository	<ol style="list-style-type: none"> 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. 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 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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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) <ul style="list-style-type: none"> • 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	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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 <Company Name> 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; info@tapanshah.in and secretarial@bodal.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
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 secretarial@bodal.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **4 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@bodal.com. 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.

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.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr.

Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

By Order of Board of Directors
For, BODAL CHEMICALS LIMITED

Ashutosh B. Bhatt
Company Secretary

Place: Ahmedabad
Date: 14-08-2024

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No. 03 :

The Board of Directors, on recommendations of the Audit Committee, at their meeting held on 24th day of May, 2024, has approved the re-appointment and remuneration of the M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad (FRN: 000025), as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st day of March, 2025 on a remuneration of Rs.1,65,000 (Rupees One lakh sixty five thousand only) In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.03 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2025.

None of the Directors, Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 03 of the Notice except to their shareholding.

The above proposal is in the interest of the Company and the Board of the Company thus recommends this resolution for approval of the Members of the Company as an Ordinary Resolution.

Item No. 04:

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Rajarshi Ghosh as an Additional Director in the category of the Director- HSE of the Company with effect from 27th day of May 2020. Subsequently, Members of the company had appointed him as a Director – HSE

of the Company for a period of 5 years starting from 27th day of May 2020. The Board of Directors, on the recommendation of the Remuneration Committee, at their meeting held on 14th August 2024 has approved re-appointment of Mr. Rajarshi Ghosh as a Director – HSE of the company for a further period of three years from 27th May 2025 to 26th May 2028.

His appointment as a Director – HSE is permissible in accordance with the provisions of Schedule V to the Companies Act, 2013, if his appointment is approved by the members in General Meeting.

The Company has received from Mr. Rajarshi Ghosh:

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and

In terms of provisions of the Companies Act 2013, Mr. Rajarshi Ghosh is proposed to be appointed as a Director – HSE and is liable to retire by rotation. Your Board of Directors proposing Mr. Rajarshi Ghosh as a candidate for the office of Director of the Company. Mr. Rajarshi Ghosh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given his consent to act as a Director.

Mr. Rajarshi Ghosh is a PG Diploma in Marketing Management with a certified degree in Fire Safety Engineering with an International Certificate in Safety with more than 25 years of progressive

experience in cross functional management and senior leadership roles. He is Well versed in EHSS (Environment, Health, Safety & Sustainability) Management, principles of Risk Management planning and implementation and management system (ISO : 9001, ISO: 14001 & ISO 45001) auditing skills. He is also Strategic business change agent who has achieved broad based success to attain desired outcomes enhancing operational and process efficiencies aligning EHSS with the business objectives. Currently spearheading and heading the strategic Group EHS & S function of Bodal Chemicals Ltd. with a broader oversight role with cross functional management accountability.

The basic salary and other perquisites payable to Mr. Rajarshi Ghosh as a Director – HSE with effect from 27th May, 2025, subject to the revision by the Nomination and Remuneration Committee from time to time,

1. Mr. Rajarshi Ghosh : Rs.1,06,651/- per month. (resolution as set out in the notice of AGM) and other perquisites and such terms and conditions and remuneration as set out in resolution no. 04 of the accompanying notice.

Brief resume of Mr. Rajarshi Ghosh, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015 ("Listing Agreement"), are provided in the Corporate Governance Report forming part of the Annual Report.

Mr. Rajarshi Ghosh hold NIL shares in the Company and also not holding any shares through any other person. He is not related to any other promoters / promoters group, Directors or KMPs of the Company.

Except Mr. Rajarshi Ghosh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and

their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 04.

Your Directors recommend the resolution no. 04 to be passed as a Special Resolution.

The above proposals are in the interest of the Company and the Board of the Company thus recommends these resolutions for approval of the Members of the Company as a Special Resolutions.

The approval of members is required for said appointments and payment of remuneration. Your Directors, therefore, recommend special resolutions for approval of the members.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT.

I. General Information:

(1) Nature of industry

The Company is well-known in the field of manufacturing Dyestuffs, Dyes Intermediates and other Chemicals falling under the broad category of Chemicals. Dyestuff is further used in Textile, Leather and Paper Industry. The Company has total 7 running units having manufacturing facilities located in Gujarat, Punjab and Uttar Pradesh.

(2) Date or expected date of commencement of commercial production

The Company was incorporated on 24th September 1986 as a private limited company and the Company had commenced its business.

(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

(₹ In Million)

	FY 2023-24		FY 2022-23		FY 2021-22	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	13,864.36	13,946.21	15,551.22	15,742.80	20,108.30	20,552.51
Profit Before Tax	118.41	47.27	425.51	508.36	1,654.54	1,420.45
Profit For the period	77.32	64.69	311.43	380.33	1,242.64	986.63

It may be noticed from the above table that the standalone and consolidated performance of the company has been satisfactory; However, the performance of the company for the financial year was affected due to the war in Russia and Ukraine which is leading global towards the recession.

(5) Foreign investments or collaborators, if any.

The Company has made foreign investment, to incorporate / takeover chemical trading company as a wholly owned subsidiary company of Bodal Chemicals Ltd. Located at China, Bangladesh, Turkey and Indonesia.

II. Information about the appointee:

(1) Background details

The details of Mr. Rajarshi Ghosh are given in the Brief Resume above.

(2) Past remuneration (last two years):

(₹ in Lakh)

	Mr. Rajarshi Ghosh	
	2023-24	2022-23
Salary	24.91	23.09
HRA	0.32	0.32

(3) Job profile and his suitability

Mr. Rajarshi Ghosh is a PG Diploma in Marketing Management with a certified degree in Fire Safety Engineering with an International Certificate in Safety with more than 25 years of progressive experience in cross functional management and senior leadership roles. He is Well versed in EHSS (Environment, Health, Safety & Sustainability) Management, principles of Risk Management planning and implementation and management system (ISO : 9001, ISO: 14001 & ISO 45001) auditing skills. He is also Strategic business change agent who has achieved broad based success to attain desired outcomes enhancing operational and process efficiencies aligning EHSS with the business objectives. Currently spearheading and heading the strategic Group EHS & S function of Bodal Chemicals Ltd. with a broader oversight role with cross functional management accountability.

(4) Remuneration proposed

Details of Remuneration proposed are as given in the statement pursuant to section 102 of Companies Act, 2013.

(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of the Chairman & Managing Director and other Executive Director and the responsibilities shouldered by them and the industry benchmarks, the remuneration

drawn by them is much below the line, compared to remuneration packages paid to similar senior level person in other Companies.

Details of Annual remuneration package in different companies of similar line of business for similar post/ person:

Sr. No.	Name of the Company	Position	Annual Remuneration package (₹ in lacs)
1.	Tata Chemicals Ltd	Managing Director	826.53
2.	Tata Chemicals Ltd	Executive Director	769.82
3.	Meghmani Organics Ltd.	Executive Director	25.47
4.	Atul Ltd.	Chairman and Managing Director	1346.74
5.	Atul Ltd.	Whole Time Director	164.22
6.	Atul Ltd.	Whole Time Director	217.39

(6) Pecuniary relationship(s) directly or indirectly with the Company, Co-relationship with the managerial personnel, if any:

Mr Rajarshi Ghosh is Directors of the company. Further, the remuneration paid to him, he does not have any pecuniary relationship with the Company other than what has been mentioned under related party transactions in annual report of financial year 2023-24.

Mr. Rajarshi Ghosh is not holding any equity shares in the Company.

III. Other information:

(1) Reasons of loss or inadequate profits

There is No loss for the Company for preceding three years. Performance of the Company was slow down to the global reasons like war between Russia and Ukraine which had lead the Europe and other part of world to the recession. The demand of products other then basic necessity has reduced to the significant level. Company has experienced some recovery since Q4 FY 2024 and expect it to sustain.

(2) Steps taken or proposed to be taken for improvement

The Company is taking steps for the process improvements, imparting training to the workforce on the continued basis, developing and improved customer services to mitigate the growing cost

pressure. The Company has put its customers above everything and has striven to offer maximum values to its customers through price advantage, quality of goods, delivery of goods in time. In this way company has confidence and ability to outperform in the Chemical industry.

(3) Expected increase in productivity and profits in measurable terms.

Not Applicable

iv. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the resolutions and explanatory statement as stated above.

By Order of Board of Directors
For, BODAL CHEMICALS LIMITED

Place: Ahmedabad
Date: 14-08-2024

Ashutosh B. Bhatt
Company Secretary