



# 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](mailto:cs@bccindia.com) Weblink: [www.bccl.info](http://www.bccl.info)

## NOTICE OF 3<sup>RD</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 3<sup>rd</sup> Annual General Meeting of the Members of **BHATIA COLOUR CHEM LIMITED** will be held on Tuesday, 27<sup>th</sup> August, 2024 at 02.00 P.M. at the Registered Office of the company situated at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31<sup>st</sup> March, 2024 together with the report of the Board of Directors & Auditors' thereon.

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2024 together with the report of the Board of Directors and report of the Statutory Auditor thereon, as circulated to the shareholders, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Ravi Ashokkumar Bhatia, Whole-time Director (DIN: 09431186), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

**"RESOLVED THAT** in accordance with the provision of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Ravi Ashokkumar Bhatia, Whole-time Director (DIN: 09431186), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditor for the financial year 2024-25 and in this regard, pass the following resolution as an Ordinary Resolution:

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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this Meeting, to be paid to the **M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519)** appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2024-25, be and is hereby ratified."



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** pursuant to the provisions of Sections 196, 197 & 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded to increase remuneration of Mr. Bharat Brijlal Bhatia (DIN: 09095082), Managing Director of the Company.

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

Remuneration: Rs. 4,00,000/- (Rupees Four Lakhs Only) per month inclusive of all perquisite.

**RESOLVED FURTHER THAT** the consent and ratification 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, perquisites and allowances upto a maximum of Rs. 4,00,000/- (Rupees Four lacs only) per month as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**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** 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 Board resolution passed at the Board Meeting held on 21<sup>st</sup> January, 2022 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director 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."

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** pursuant to the provisions of Sections 196, 197 & 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the



approval of the Members of the Company, be and is hereby accorded to increase remuneration of Mr. Rameshchand Chanduram Bhatia (DIN: 09431185), Whole Time Director of the Company.

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

Remuneration: Rs. 4,00,000/- (Rupees Four Lakhs Only) per month inclusive of all perquisite.

**RESOLVED FURTHER THAT** the consent and ratification 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, perquisites and allowances upto a maximum of Rs. 4,00,000/- (Rupees Four lacs only) per month as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

**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** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the Board resolution passed at the Board Meeting held on 21<sup>st</sup> January, 2022 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director 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."

6. To Consider and Approval of Related Party Transaction (s):

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

**“RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (“Act”) read with Rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the below mentioned table, the explanatory statement and as may be mutually agreed between related parties and the Company, for each of the financial years (FY), such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm’s length basis.



**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to enter into and/or continue to enter into contract(s)/arrangement(s)/ transaction(s) with Mr. Bharat Bhatia, Managing Director and M/s Vapchem, partnership firm of the Mr. Bharat Bhatia, Managing Director, the details of which are tabled hereunder, on such terms and conditions as approved by the Board of Directors/ Audit Committee of the Company.

SN	Description	Related Party 1		
1.	Name of the related party	Bharat Brijlal Bhatia		
2.	Nature of relationship	Managing Director		
3.	Type and Particulars of the proposed transaction	Acquiring of Unsecured Loan and Payment of Interest thereof	Purchase	Sales
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	1. Loan will be acquired for not more than Rs. 20 crores and will be repayable on demand 2. Interest will be paid at interest rate upto 9% p.a. till the loan subsist	The Company undertakes transaction of purchase and sales in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in.	
5.	Tenure of the transaction	Loan will be repayable on demand	Contracts/arrangements with a duration upto 10 years	
SN	Description	Related Party 2		
1.	Name of the related party	M/s Vapchem, Partnership firm		
2.	Nature of relationship	Mr. Bharat Brijlal Bhatia, Managing Director is a Partner		
3.	Type and Particulars of the proposed transaction	Acquiring of Unsecured Loan and Payment of Interest thereof	Purchase	Sales
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	1. Loan will be acquired for not more than Rs. 20 crores and will be repayable on demand 2. Interest will be paid at interest rate upto 9% p.a. till the loan subsist	The Company undertakes transaction of purchase and sales in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in.	
5.	Tenure of the transaction	Loan will be repayable on demand	Contracts/arrangements with a duration upto 10 years	



**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as maybe required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

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

**Date:** 27/07/2024  
**Place:** Surat

**Sd/-**  
**Vishwa Ronak Patel**  
**Company Secretary**



## NOTES:

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
2. A member entitled to attend and vote at the annual general meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company’s registered office not less than 48 hours before the commencement of the meeting (on or before 27<sup>th</sup> August, 2024, 02:00 P.M. IST). A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. However, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The Proxy holders shall provide his identity at the time of attending the meeting. A proxy form for the AGM is enclosed.
3. Pursuant to Section 113 of the Companies Act, 2013, Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Karta in case of HUF/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, Polling paper or Proxy form.
5. Pursuant to the provisions of section 148 of the Companies Act, 2013 and the Rules made thereunder, M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519) Cost Accountants are appointed to conduct the audit of cost records of the Company for the financial year 2024-25 by the Board at the Meeting held at 23<sup>rd</sup> May, 2024, the remuneration set out in the Statement annexed to the Notice shall be ratified by the shareholders in the ensuing annual general meeting
6. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Saturday, Sunday and holidays) between 12.00 noon to 4.00 p.m. up to the date of the Annual General Meeting.
7. Members seeking any information/document as referred in the notice are requested to write to the Company on or before 27<sup>th</sup> August, 2024 through email at [cs@bccindia.com](mailto:cs@bccindia.com). The same will be addressed by the Company suitably.
8. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
9. Members are requested to quote their DP-ID and Client ID No. in all their correspondences.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, and the Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
11. The Register of Members and the Share Transfer Books of the Company will remain closed from



21<sup>st</sup> August, 2024 to 27<sup>th</sup> August, 2024 (both days inclusive).

12. The Shareholders are requested to direct change of address notifications and update details to their respective Depository Participant(s).

13. Equity shares of the Company are under compulsory demat trading by all Investors.

14. The Annual Report 2023-24, the Notice of the 3<sup>rd</sup> AGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

15. Members may also note that the Notice of the 3<sup>rd</sup> AGM and the Annual Report 2023-24 will be available on Company's website, <https://www.bccl.info/annual-reports.php>

16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: <https://www.bigshareonline.com/InvestorRegistration.aspx> or Company

17. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

Bigshare Services Private Limited  
Office No S6-2, 6th floor Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East) Mumbai - 400093, India.  
Tel No : +91 22-62638200  
Fax No : +91 22-62638299  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)  
E-Mail: [info@bigshareonline.com](mailto:info@bigshareonline.com)

Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding

18. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.

19. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.

20. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 20<sup>th</sup> August, 2024.

21. The route map of the venue of Annual General Meeting is appended to this report. The prominent land mark near the venue is INS Hospital, Surat.

**22. Information and other instructions relating to e-voting are as under:**

I. Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of



the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL. The facility available for voting through polling paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through polling paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

- II. If Members are opting for remote e-voting, they shall not vote by Polling paper and vice versa. However, in case Members cast their vote both by Polling paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by Polling paper will be treated as invalid.
- III. Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.
- IV. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. 20<sup>th</sup> August, 2024.
- V. A person, whose name is recorded in the register of members as on the cut-off date, i.e. 20<sup>th</sup> August, 2024 only shall be entitled to avail the facility of remote e-voting / as well as voting through the Polling Papers at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- VI. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 20<sup>th</sup> August, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Polling Papers at the AGM by following the procedure mentioned in this part.
- VII. The Remote e-voting period will commence on Saturday, 24<sup>th</sup> August, 2024 at 9.00 a.m. and will end on Monday, 26<sup>th</sup> August, 2024 at 5.00 p.m. During this period, the members of the Company holding shares as on the Cut-off date i.e. 20<sup>th</sup> August, 2024, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.
- VIII. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- IX. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 2 working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.
- X. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 27<sup>th</sup> August, 2024.
- XI. **Instructions to Members for e-voting are as under:**

The remote e-voting period starts on Saturday, 24<sup>th</sup> August, 2024 on open of working hours (i.e. 9:00 hours) and ends on, Monday, 26<sup>th</sup> August, 2024, on the close of working hours (i.e. 17:00 hours). The remote e-voting module shall be disabled by NSDL for voting thereafter. The





Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20<sup>th</sup> August, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20<sup>th</sup> August, 2024.

- XII. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 20<sup>th</sup> August, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 224 430 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> August, 2024 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

### Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

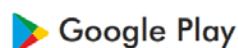
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 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>

2. 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.
3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user 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 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://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 link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 129545 then user ID is 129545001***

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

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio



number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rbksurat@gmail.com](mailto:rbksurat@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Sarita Mote at [evoting@nsdl.com](mailto: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](mailto:cs@bccindia.com) .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@bccindia.com](mailto:cs@bccindia.com) . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/ members may send a request to [evoting@nsdl.com](mailto: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.

**Please note the following:**

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

**Other information:**

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

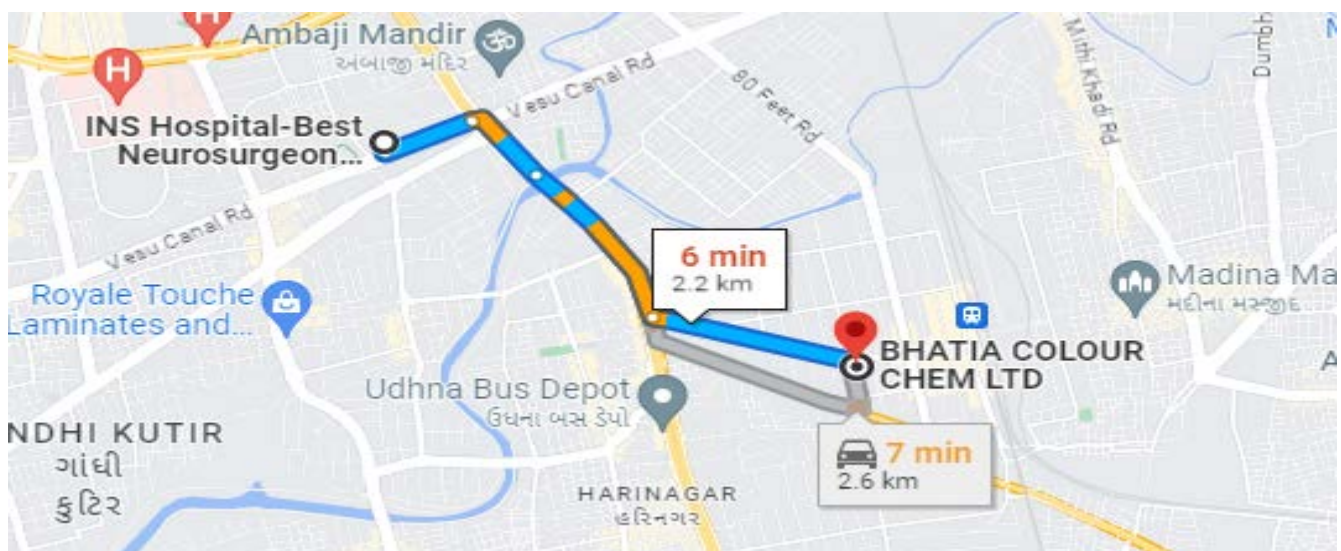
For and on behalf of the Board of Directors  
**BHATIA COLOUR CHEM LIMITED**

Date: 27/07/2024  
Place: Surat

Sd/-  
Vishwa Ronak Patel  
Company Secretary



## The Route Map of Venue of AGM of the Company.



## ANNEXURE TO NOTICE

### DETAILS OF DIRECTOR/KMP SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

(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.2

**Mr. Ravi Ashokkumar Bhatia**, is proposed to be re-appointed as Whole-time Director, who is liable to retire 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:

<b>Name of Director</b>	<b>Mr. Ravi Ashokkumar Bhatia</b>
DIN	09431186
Date of Birth	21/01/1979 (45 years)
Qualification	Under-graduate
Expertise in specific functional areas	Product Development and Marketing in chemical and dyestuffs field
Experience	More than 23 years in Chemical Industry
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item No 2 of the notice convening this meeting, Mr. Ravi Ashokkumar Bhatia is liable to retire by rotation at the meeting and eligible for re-appointment
Remuneration Last drawn	2,00,000 P.M
Remuneration Proposed	2,00,000 P.M
Date of First Appointment	10/12/2021
Relationship with Directors/ Key Managerial Personnel	-
List of Companies in which directorship is held as on 31/03/2024	As attached below
Chairman / Member of the Committee of other Company	Nil
No. of Meetings of the Board Attended during the year	08

List of Companies in which Mr. Ravi Ashokkumar Bhatia holds directorship as on 31<sup>st</sup> March, 2024:

Sr.No	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose
1.	Bhatia Colour Chem Limited	Whole time Director	3,60,000	10-12-2021/ 21-01-2022

For and on behalf of the Board of Directors

Sd/-

**Vishwa Ronak Patel**  
Company Secretary

Date: 27/07/2024

Pace: Surat





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS****Item No. 03****To ratify the remuneration of Cost Auditor for the financial year 2024-25 and in this regard**

As per the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014.

The Board, based on the recommendation of the Audit Committee, has approved the appointment of M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519) as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year 2024-25, at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus applicable taxes. In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year 2024-25.

The Board commends ratification of remuneration of Cost Auditors, as set out in Resolution no. 3 of the Notice for approval by the Members as an Ordinary Resolution.

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

**Item No. 04****To consider the increase in remuneration of Mr. Bharat Brijlal Bhatia (DIN: 09095082), Managing director of the company:**

The Company had appointed Mr. Bharat Brijlal Bhatia as Managing Director of the Company for a period of five years from 21st January, 2022 till 20th January, 2027.

He holds more than 2 decade experience in the same line of business. He is an expert in product development, R&D and marketing and is passionate in this field. Currently, he is looking for product development and marketing of our Company.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Bharat Brijlal 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. 4,00,000/- per month, subject to the approval of shareholders, as set out in the resolution being item no. 4 of the accompanying notice.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Bharat Brijlal Bhatia as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 4 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.



Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying 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:

- (i) The payment of remuneration is approved by a resolution passed by the Board at a meeting held on 27<sup>th</sup> July, 2024 and also by the Nomination and Remuneration Committee of Directors at a meeting held on 27<sup>th</sup> July, 2024.
- (ii) 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:**

The Company had appointed Mr. Rameshchand Chanduram Bhatia as Whole Time Director of the Company for a period of five years from 21st January, 2022 till 20th January, 2027.

He has experience of more than 46 years in Chemical Industry. He has good knowledge in Research and Development in chemical and dyestuffs field, he examines the viability of new products very minutely.

Mr. Rameshchand Chanduram Bhatia has provided dedicated services and has contributed significantly in the growth of company. The Board, on recommendation of the Nomination and Remuneration Committee of the Company, taking into consideration industry standards and to commensurate with the services rendered by Mr. Rameshchand Chanduram Bhatia, has decided to increase the remuneration of the director to Rs. 4,00,000/- per month, subject to the approval of shareholders, as set out in the resolution being item no. 5 of the accompanying notice.

**Minimum Remuneration:** Where in any financial year, during the currency of the tenure of Mr. Rameshchand Chanduram Bhatia as Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 5 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying 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:



- (iii) The payment of remuneration is approved by a resolution passed by the Board at a meeting held on 27<sup>th</sup> July, 2024 and also by the Nomination and Remuneration Committee of Directors at a meeting held on 27<sup>th</sup> July, 2024.
- (iv) 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 Whole-time 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 18 <sup>th</sup> December, 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"> <thead> <tr> <th>Particulars</th> <th>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 Revaluation 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 Revaluation 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
Particulars	Financial Year 2023-24 (Rs. in lacs)																			
Paid up Capital	1,223.375																			
Reserves excluding Revaluation 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																			
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 Statement item no 4	As Per Explanatory Statement item no 5
2.	Past remuneration	Rs. 2,00,000/- p.m.	Rs. 2,00,000/- 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. 4,00,000/- p.m.	Rs. 4,00,000/- p.m.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profile and the position, 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	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.	

#### Item No. 06

##### To Consider and Approval of Related Party Transaction (s):

The Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Bhatia Colour Chem Limited ("the Company"), being a trader & manufacturer of chemicals, dyes and auxiliary products, participates in the dealing and contracting with different entities in Bhatia group and partners in respective entities' growth and transformation journeys. Hence, the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.



The details of transactions that require approval are given below:

Sr. No	Description	Related Party 1		
1.	Name of the related party	Bharat Brijlal Bhatia		
2.	Nature of relationship	Managing Director		
3.	Type and Particulars of the proposed transaction	Acquiring of Unsecured Loan and Payment of Interest thereof	Purchase	Sales
4.	Nature, Duration/tenure, material terms, monetary value and particulars of contract/arrangement	1. Loan will be acquired for not more than Rs. 20 crores and will be repayable on demand 2. Interest will be paid at interest rate upto 9% p.a. till the loan subsist	The Company undertakes transaction of purchase and sales in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in.	
5.	Tenure of the transaction	Loan will be repayable on demand	Contracts/arrangements with a duration upto 10 years	
6.	Value of the proposed transaction	Unsecured Loan upto an amount of Rs. 20 crores.	Purchase and sales upto a value of Rs. 100 crores p.a for a period of 10 years.	
7.	Percentage of annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Upto 17.5% of the turnover of the company per annum.	Upto 87.5% percent of the turnover of the company per annum.	
8.	Benefits of the proposed transaction	The Company will benefit in form of easy availability of funds and resources at a shorter period of time	The business model of the company requires the company to enter into purchase and sales transaction with sole-proprietorship concern of Mr. Bharat Brijlal Bhatia	
9.	Details of the valuation report or	NOT APPLICABLE		



	external party report (if any) enclosed with the Notice	
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Bharat Brijlal Bhatia
11.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	NOT APPLICABLE
12.	Any other information that may be relevant	NIL

Sr. No	Description	Related Party 2		
1.	Name of the related party	M/s Vapchem		
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Mr. Bharat Brijlal Bhatia, Managing Director is a Partner		
3.	Type and Particulars of the proposed transaction	Acquiring of Unsecured Loan and Payment of Interest thereof	Purchase	Sales
4.	Nature, Duration/tenure, material terms, monetary value and particulars of contract/arrangement	<p>1. Loan will be acquired for not more than Rs. 20 crores and will be repayable on demand</p> <p>2. Interest will be paid at interest rate upto 9% p.a. till the loan subsist</p>	The Company undertakes transaction of purchase and sales in the normal course of business of amount not exceeding Rs. 100 crores on terms and conditions that are generally prevalent in the industry segments that the company operates in.	
5.	Tenure of the transaction	Loan will be repayable on demand	Contracts/arrangements with a duration upto 10 years	



6.	Value of the proposed transaction	Unsecured Loan upto an amount of Rs. 20 crores.	Purchase and sales upto a value of Rs. 100 crores p.a for a period of 10 years.
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Upto 17.5% of the turnover of the company per annum.	Upto 87.5% percent of the turnover of the company per annum.
8.	Benefits of the proposed transaction	The Company will benefit in form of easy availability of funds and resources at a shorter period of time	The business model of the company requires the company to enter into purchase and sales transaction with partnership firm of Mr. Bharat Brijlal Bhatia
9.	Details of the valuation report or external party report (if any) enclosed with the Notice	NOT APPLICABLE	
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Bharat Brijlal Bhatia	
11.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	NOT APPLICABLE	
12.	Any other information that may be relevant	NIL	

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

Date: 27/07/2024  
Place: Surat

Sd/-  
**Vishwa Ronak Patel**  
Company Secretary





# 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](mailto:cs@bccindia.com) Weblink: [www.bccl.info](http://www.bccl.info)

## ATTENDANCE SLIP

Name of the member (s):	
Registered Address	

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

\* Applicable to holders holding Shares in demat / electronic form

I hereby record my attendance at the 3<sup>rd</sup> Annual General Meeting of the Company held on Tuesday, the 27<sup>th</sup> day of August, 2024 at Registered Office of the company at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210

\_\_\_\_\_  
Shareholders Signature

### Notes:

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







# BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878

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

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

## Form No. MGT-11

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L24290GJ2021PLC127878

Name: BHATIA COLOUR CHEM LIMITED

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

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

\*DP ID:

\* Applicable for holders holding shares in demat/electronic mode

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name:.....Address:.....  
E-mail Id:.....Signature.....**or failing him**
2. Name:.....Address:.....  
E-mail Id:.....Signature.....**or failing him**

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 03<sup>rd</sup> Annual General Meeting of the company, to be held on the Tuesday, the 27<sup>th</sup> day of August, 2024 at 02.00 p.m. at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210 and at any adjournment thereof in respect of such resolutions as are indicated below:

SN.	ORDINARY BUSINESS
1.	To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2024 together with the report of the Board of Directors & Auditors' thereon.
2.	To appoint a Director in place of Mr. Ravi Ashokkumar Bhatia, Executive Whole Time Director (DIN: 09431186), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment
SPECIAL BUSINESS	
3.	To ratify the remuneration of Cost Auditor for the financial year 2024-25
4.	To consider the increase in remuneration of Mr. Bharat Brijlal Bhatia (DIN: 09095082), Managing director of the company
5.	To consider the increase in remuneration of Mr. Rameshchand Chanduram Bhatia (DIN: 09431185), Whole Time director of the company
6.	To Consider and Approval of Related Party Transaction (s)

Signed this ..... day of ..... 2024

Signature of shareholder

Signature of Proxy holder(s)

Affix a  
Re. 1  
Revenue  
Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A holder may vote either for or against each resolution.





# BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878

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

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

## Form No. MGT- 12

### Polling Paper

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

CIN: L24290GJ2021PLC127878

Name: BHATIA COLOUR CHEM LIMITED

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

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

Class of Shares

- I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of Annual General Meeting of Company scheduled to be held on Tuesday, the 27th day of August, 2024 at 02.00 p.m. at the Registered Office of the Company at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210, which is proposed to be placed for consideration of members at the aforesaid AGM of the Company, by sending my/our assent (FOR) and/or dissent (AGAINST) to the said Resolution(s) by placing the tick ( ) mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of Shares	I/we assent to the resolution (FOR)	I/we assent to the resolution (AGAINST)	(ABSTAIN)
1.	To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2024 together with the report of the Board of Directors & Auditors' thereon.	Ordinary				
2.	To appoint a Director in place of Mr. Ravi Ashokkumar Bhatia, Executive Whole Time Director (DIN: 09431186), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment	Ordinary				
3.	To ratify the remuneration of Cost Auditor for the financial year 2024-25	Special				
4.	To consider the increase in remuneration of Mr. Bharat Brijlal Bhatia (DIN: 09095082), Managing director of the company	Special				
5.	To consider the increase in remuneration of Mr. Rameshchand Chanduram Bhatia (DIN: 09431185), Whole Time director of the company	Special				
6.	To Consider and Approval of Related Party Transaction (s)	Special				

Place: Surat

Date:

(Member)

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)

EVEN :129545

E-Voting shall start on Saturday, 24<sup>th</sup> August, 2024 (09.00 a.m) and will be open till Monday, 26<sup>th</sup> August, 2024 till the close of working hours (i.e. 05.00 p.m.)

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

