



BHATIA COLOUR CHEM LIMITED

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

To,
The Directors of
Bhatia Colour Chem Limited.

Notice of the Board Meeting 01/2022-23

Dear Sir,

The Board Meeting of Bhatia Colour Chem Limited is scheduled to be held on **Saturday, 28th May, 2022** at 02.00 p.m. at its registered Office situated at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210. The Agenda of the business to be transacted at the meeting is enclosed herewith.

Directors who may not remain present in the meeting are requested to send their leave of absence before the date of meeting.

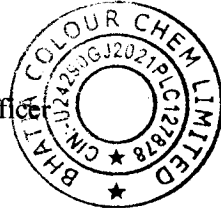
Directors who may wish their presence through video conferencing, are requested to inform one-day prior of the meeting to make the suitable arrangement accordingly.

You are requested to make it convenient to attend the meeting.

For Bhatia Colour Chem Limited

Hired

Hiral Jainesh Shah
Company Secretary & Compliance Officer



Date: 21/05/2022
Place: Surat

Copy to:-

<u>Sr. No.</u>	<u>Name of the Director</u>	<u>Designation</u>
1.	Bharat Brijlal Bhatia	Managing Director
2.	Rameshchand Chanduram Bhatia	Whole-Time Director
3.	Ravi Ashokkumar Bhatia	Whole-Time Director
4.	Nevil Prameshkumar Soni	Director
5.	Insiya Qaidjohar Nalawala	Director
6.	Rutu Milindbhai Sanghvi	Director
7.	Sunny Harishkumar Vyaswala	C.F.O
8.	DSI & Co.	Chartered Accountants

Agenda for the Board Meeting

Board Meeting will be schedule on 28 th May, 2022 at 02.00 p.m.	
1)	Election of Chairman
2)	Quorum for the meeting
3)	Grant Leave of Absence
4)	To confirm minutes of the previous Board meeting and Committee Meetings held on 31st March, 2022:
5)	To Consider and approve Audited Financial Results for the Half Year and Year ended on 31st March, 2022
6)	To consider and approve disclosure of Interests given by Directors u/s 184 of the Companies Act, 2013
7)	To Authorize to sign and submit forms with the Registrar of Companies
8)	To consider and approve declaration from Directors in Form DIR 8 relating to disqualifications as stated in section 164 of the Companies Act, 2013
9)	To consider Declaration of Independency
10)	To Take A Note On Related Party Transactions Entered During The Financial Year 2021-22
11)	To Take note of the related party transaction proposed for Financial Year 2022-23
12)	To grant omnibus approval for related party transactions to be made during the Financial Year 2022-23
13)	To Review statutory compliance certificate
14)	To Take Note of code of conduct for Board of Directors and Senior Management personnel
15)	To Evaluate Performance of Independent Director and Board as whole
16)	To review Statement of investors Complaint for the 4th Quarter of F.Y. 2021-22
17)	To Review Quarterly Compliances
18)	To review Reconciliation of Share Capital Audit Report for the quarter ended as on 31.03.2022
19)	Vote of thanks

Agenda Item No. 1

Election of Chairman:

Mr. Bharat Brijlal Bhatia, may be elected as a chairman of the meeting or in case of his absence in the meeting; other members can elect another chairman among from the present directors in the meeting.

Agenda Item No. 2

Quorum for the meeting:

Chairman of the Company shall ascertain the Quorum of the meeting and request the Board to Proceed with the agenda for the meeting.

Agenda Item No. 3

To Grant the Leave of Absence:

Chairman of the Company may grant the Leave of Absence on the application received by the absent director before the meeting

Agenda Item No. 4

To confirm minutes of the previous Board meeting and Committee Meetings held on 31st March, 2022:

The Minutes of the Previous Board Meeting, Audit Committee Meeting and Nomination and Remuneration Committee Meetings held on 31st March, 2022 are attached herewith for your reference.

Agenda Item No. 5

To Consider and approve the Audited Financial Results for half Year ended and Year ended on 31st March, 2022.

The Chairman places before the Board a Statement of Audited Financial Results for the half Year and Year ended as on 31st March, 2022 together with the Audit Report to be submitted to the Stock Exchange and stated that members of the Audit Committee have reviewed in detail the said results and have recommended the same to the directors for their approval. After discussion, the Board shall pass the following resolution:

“RESOLVED THAT the Balance sheet for the Half Year and Year ended on March 31st, 2022, the Profit and Loss Account and Cash Flow Statement for the Half Year and year ended March 31, 2022 together with the Audit Report, schedules and notes thereon be and are hereby considered and adopted.

RESOLVED FURTHER THAT any one Director of the company and PCS Ranjit Binod Kejriwal be and are hereby authorized to fill and file relevant forms with ROC and do all such acts, deeds, matters, and things as may be deem necessary for the purpose of giving effect to the aforesaid resolution.”

Agenda Item No. 6

To consider and approve disclosure of Interests given by Directors u/s 184 of the Companies Act, 2013:

The Chairman places before the Board the notice of disclosure of interest received from directors, the same will be considered by the Board and they may pass below resolution unanimously:

“RESOLVED THAT pursuant to the provisions of Section 184(1) of the Companies Act, 2013 read with rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 the notices of disclosure of interest in Form MBP-1 received from directors of the Company as placed before the meeting be and are hereby noted and taken on record by the Board.”

Agenda Item No. 7

To Authorize to sign and submit forms with the Registrar of Companies

The chairman informed the board that for the compliance of rule 16 and 16A of the of the Companies (Acceptance of Deposits) Rules, 2014, Company have to file form DPT-3. The form DPT-3 shall be digitally signed by any authorised director. After discussion following resolution may be passed:

“RESOLVED THAT any Director of the Company be and is hereby authorized to sign and submit the form DPT-3 under rule 16 and 16A of the of the Companies (Acceptance of Deposits) Rules, 2014 with the Registrar of Companies.”

Agenda Item No. 8

To consider and approve declaration from Directors in Form DIR 8 relating to disqualifications as stated in section 164 of the Companies Act, 2013:

The Chairman places before the Board the receipt of declarations from all the Directors in Form DIR-8 as required under the provisions of Section 164 of the Companies Act, 2013, confirming that they have not been disqualified from being appointed as Directors of the Company. The said declarations will be presented before the Board. The Board unanimously may pass the following resolution to record & confirm the receipt of the above declaration:

“RESOLVED THAT pursuant to the provisions of Section 164 of the Companies Act 2013, the declarations in Form DIR-8 received from all the Directors of the Company, confirming that they

have not been disqualified from being appointed as Directors of the company, as placed before the Board, be and is hereby noted and taken on record”.

Agenda Item No. 9

To consider Declaration of Independency:

The Chairman places before the Board the Affirmative statement from the Independent Directors that they meet the criteria of independence as per section 149(6) of the Companies Act, 2013.

The chairman informs the Board that pursuant to provision of section 149(7) of the Companies Act 2013, every independent Director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence.

The chairman inform that company has received declaration from Independent Director of the company namely Mrs. Rutu Milindbhai Sanghvi, Mr. Nevil Prameshkumar Soni and Mrs. Insiya Qaidjohar Nalawala confirming that they meet the criteria of independence as provided in section 149(6) of Companies Act, 2013. Board members are requested to pass the following resolution unanimously:

“**RESOLVED THAT** pursuant to provisions of section 149(6) of Companies Act, 2013 and rules framed thereunder the Board of Directors of the company do take note of the disclosure of independence received from Mrs. Rutu Milindbhai Sanghvi, Mr. Nevil Prameshkumar Soni and Mrs. Insiya Qaidjohar Nalawala - independent directors of the company.”

Agenda Item No. 10

To Take A Note On Related Party Transactions Entered During The Financial Year 2021-22

During the financial year 2021-22 Company has entered into various related party transactions. All the mentioned related party transactions have already been either approved in the meeting of Board of Directors or in the meeting of members in general meeting, wherever required. Board members are requested to note the same.

Agenda Item No. 11

To take note of the related party transaction proposed for Financial Year 2022-23:

The chairman places before board of directors a list of proposed related party transaction(s) that may be undertaken during the current financial year. The Board shall review the transactions to be entered with the related parties during the year and may pass the below mentioned resolution:

“**RESOLVED THAT** the related party transactions placed before the board and signed by the chairman for identification be and are hereby taken on record as found to be satisfactory in company's interest and at arm's length prices.”

Agenda Item No. 12

To grant omnibus approval for related party transactions to be made during the Financial Year 2022-23:

The chairman informs the board that as per section 188 of the companies act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of audit committee, the board may grant omnibus approval for entering into various transactions with the related party with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or reimbursement of

any transaction or any other transaction of whatever nature subject to limit of Rs. 1 Crore only per transaction for one financial year.

The Board may discuss the matter deliberately and pass the below mentioned resolution unanimously:

“RESOLVED THAT pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013, Rules made there under (subject to any modification and re-enactment thereof) and provisions of the relevant Regulations of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the Audit Committee, consent of Board of Directors of the Company, be and is hereby accorded to the company, for the financial year 2022-23, to enter into any contract or arrangements with related parties of M/s. Bhatia Colour Chem Limited, as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or reimbursement of any transaction or any other transaction of whatever nature, including the transactions subsequent foreseen and repetitive in the nature **subject to a limit of Rs. 1 crore per transaction**, with related parties.”

“RESOLVED FURTHER THAT all of the Directors and Company Secretary & Compliance Officer of the Company as appointed from time to time, be and is hereby jointly / severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this resolution.”

Agenda Item No. 13

To review statutory compliance certificate:

The Chairman informed the Board that Statutory Compliance certificates are required to keep in records of the Company to trace out the legal compliance. The compliance certificates for the year ended on 31st March 2022 are placed before the Board of Directors for their consideration and they are requested to pass the below resolution unanimously:

“RESOLVED THAT certificates regarding statutory compliance of company laws, orders, regulations and other legal requirement of Government and local authorities for the year ended on 31st March, 2022 be and is hereby noted.”

Agenda Item No. 14

To Take Note of code of conduct for Board of Directors and Senior Management personnel:

The chairman Places before the before annual compliance report as received from Board and Senior managerial personnel reflecting the code of conduct for Board of Directors and senior managerial personnel of the company showing that they meet the criteria specified under the code as available on the website of the company, copies of which is placed before the board.

Agenda Item No. 15

To Evaluate Performance of Independent Director and Board as whole:

As per provisions of section 178(2) of the Companies Act, 2013 it is required that Board of directors evaluate the performance of entire Board. Apart from this regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also requires that Board evaluate the performance of Independent directors. It is further added that performance evaluation of Non-Independent directors, Chairman and entire Board has already done by Independent Directors of the

Company in their separate meeting. After due discussion Board Members are requested to evaluate the performance of Independent Directors and entire Board.

Agenda Item No. 16

To review Statement of Investors Complaint for the 4th Quarter of F.Y. 2021-22

The Board to review the statement of Investors Complaint under Grievance Redressal Mechanism for the quarter ended as on 31.03.2022, giving the following details:

Particulars	No. of Complaints
No. of investor complaints pending at the beginning of the quarter	Nil
Received during the quarter	Nil
Disposed during the quarter	Nil
Remaining unresolved at the end of quarter	Nil

Agenda Item No. 17

To Review Quarterly Compliances

Pursuant to regulation 17(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 it is required that Board of Directors review the Compliance Report on regular intervals. For the quarter ended 31st March, 2022 company has filed following compliances with stock exchange:

SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015:

- Regulation 13(2) – Grievance Redressal Mechanism
- Regulation 27(2) – Corporate Governance Report
- Regulation 31 – Shareholding Pattern
- Regulation 40(9) – PCS Certificate
- Regulation 7(3) – Compliance Certificate
- Regulation 14 – Annual Listing Fees

SEBI (Depositories and Participants) Regulations, 2018

- Regulation 76 – Reconciliation of Share Capital Audit report
- Regulation 74

Agenda Item No. 18

To review Reconciliation of Share Capital Audit Report for the quarter ended as on 31.03.2022

Company has received reconciliation of Share Capital Audit Report for the quarter ended on March 31, 2022 from CS Ranjit Binod Kejriwal, Practicing Company Secretary & Compliance Officer on 29th April, 2022 and the same has been filed to stock exchange. Board members are requested to note the Reconciliation of Share Capital Audit report.

Agenda Item No. 19

Vote of thanks:

There being no other business to transact, the meeting concluded with a vote of thanks to the chair.