



# BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878

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

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To,  
The Directors of  
**Bhatia Colour Chem Limited.**  
Plot No. A/2/12, Road No. 1, Udhana Udyog  
Nagar Sangh Udhna  
Surat-394210.

## Notice of the Board Meeting 02/2024-25

Dear Sir,

Notice is hereby given to inform you that 02<sup>nd</sup> Meeting of the Board of Directors of the Company (i.e. 02/2024-25) for the Financial Year 2024-25 is scheduled to be held as mentioned below:

Day & Date : Thursday, 23<sup>th</sup> May, 2024  
Time : 01.00 p.m.  
Venue : Registered Office situated at Plot No. A/2/12, Road No. 1,  
Udhana Udyog Nagar Sangh Udhna Surat-394210

The businesses to be transacted at the said meeting are as follows:

## Agenda for the Board Meeting

Board Meeting will be schedule on 23 <sup>th</sup> May, 2024 at 01.00 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 08 <sup>th</sup> April, 2024
5)	To Appointment of Cost auditor for the purpose of cost audit of the company for the FY 2024-2025
6)	Considered and approved audited financial results for the half year and year ended on 31 <sup>st</sup> March 2024
7)	Authorization to Sign and Submit Form DPT-3 With the Registrar of Companies
8)	To take Key Man Insurance Policy of Mr. Bharat Brijlal Bhatia
9)	To Review Corporate Governance Report for the quarter ended as on 31.03.2024
10)	To Take a note on reconciliation of share capital audit report submitted to stock exchange for the quarter ended on March 31, 2024.
11)	To take a note of Statement of investors Complaint for the 4 <sup>th</sup> Quarter of F.Y. 2023-24
12)	To Review Quarterly Compliances
13)	To Take note of disclosures and compliances made to identify company as a Large Corporate
14)	To Consider, Review and Take Note of the Report of Internal Auditor

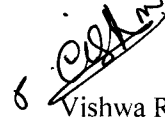
15)	Any other business
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Directors who may not remain present in the meeting are requested to send their leave of absence before the date of meeting.

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**



Vishwa Ronak Patel  
Company Secretary and Compliance Officer

Date: 16/05/2024

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	Chief Financial Officer
8.	DSI & Co.	Statutory Auditors

**Agenda Item No. 1**  
**Election of Chairman:**

**RECOMMENDATION**

Mr. Bharat Brijlal Bhatia, Chairman of the company 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:**

**BACKGROUND NOTE**

Pursuant to Section 174 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 there is requirement of quorum for convening the valid Board meeting.

**RECOMMENDATION**

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

**Agenda Item No. 3**  
**To Grant the Leave of Absence:**

**RECOMMENDATION**

Chairman of the meeting will ascertain the Quorum of the meeting and will request the Board to proceed with the agenda for the meeting.

**Agenda Item No. 4**  
**To confirm minutes of the previous Board meeting and Committee Meetings held on 08<sup>th</sup> April, 2024**

**BACKGROUND NOTE**

Pursuant to Section 118 of the Companies Act, 2013 the Minutes of the previous Meeting of the Board of Directors are required to be placed before the Board.

**RECOMMENDATION**

The Minutes of the Previous Board Meeting, Audit Committee Meeting and Nomination and Remuneration Committee Meeting held on 08<sup>nd</sup> April, 2024 are attached herewith for your reference.

**Agenda Item No. 5**  
**To Appointment of Cost auditor for the purpose of cost audit of the company for the FY 2024-2025**

**RECOMMENDATION**

The Chairman is requested to inform the Board that the company need to appoint Cost Auditor pursuant to the provisions of Section 148(3) of the Companies Act, 2013.

**(FOR APPROVAL)**

**“RESOLVED THAT**, pursuant to section 148 (3) of the Companies Act, 2013 and rule 6(2) of the Companies (Cost records and Audit Rules) 2014 M/s V.M. Patel & Associates Practicing Cost Accountants, Surat (Firm Registration No. 101519) be and are hereby appointed as the Cost Auditors of the company to conduct audit of cost records made and maintained by the company pertaining to chemical products (products / services) for financial year commencing on 1st April, 2024 and ending on 31st March, 2025 at an annual remuneration of Rs. 30,000/- plus applicable taxes & reimbursement of out-of-pocket expenses.

**FURTHER RESOLVED THAT** any one of the Director or Company Secretary of the company and PCS Ranjit Kejriwal be and is hereby authorised to submit the necessary intimation in Form CRA-2 to the Central Government for appointment of Cost Auditors by the Company and to do all such other acts as may be necessary from time to time to make the Resolution effective.”

**Agenda Item No. 6**

**To consider and approve the Standalone Audited Financial Results along with Audit Report thereon for the half year and year ended on 31st March, 2024.**

**RECOMMENDATION**

The Chairman is requested to place before the Board a Statement of Audited Financial Results for the half Year and Year ended as on 31st March, 2024 together with the Audit Report to be submitted to the Stock Exchange and state that members of the Audit Committee have reviewed in detail the said results and have recommended the same to the directors for their approval.

**(FOR APPROVAL)**

**“RESOLVED THAT** the Balance sheet for the Half Year and Year ended on March 31st, 2024, the Profit and Loss Account and Cash Flow Statement for the Half Year and year ended March 31, 2024 together with the Audit Report, schedules and notes thereon be and are hereby considered and adopted.

**RESOLVED FURTHER THAT** Mr. Bharat Brijlal Bhatia (DIN: 09095082) Managing Director of the company or any other 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 deemed fit and necessary for the purpose of giving effect to the aforesaid resolution.”

**Agenda Item No. 7**

**To Authorization to Sign and Submit Form DPT-3 With the Registrar of Companies**

**RECOMMENDATION**

The chairman is requested to inform the Board that as per Rule 16 of the Companies (Acceptance of Deposits) Rules, 2014 and amendment thereto company is required to file with the Registrar a return in Form DPT-3 and furnish the information contained therein as on the 31<sup>st</sup> day of March of that year duly audited by the auditor of the company.

**(FOR APPROVAL)**

**“RESOLVED THAT** any one director of the Company be and is hereby authorized to sign and submit Form DPT-3 with the Registrar of Companies as per the Companies (Acceptance of Deposits) Rules, 2014 and amendment thereto.”

**Agenda Item No. 8**

**To Key Man Insurance Policy of Mr. Bharat Brijlal Bhatia**

**RECOMMENDATION**

The Chairman will inform the board that Company wish to cover risk liability of Key Man of the Company i.e. Mr. Bharat Brijlal Bhatia (DIN: 09095082) Managing Director of the Company. Hence, the company will approach the Tata AIA Life Insurance Co. Ltd for this purpose. The Board may discuss the same and pass the following resolution:

**(FOR APPROVAL)**

**"RESOLVED THAT** the consent of the Board be and is hereby granted for the cover risk liability of Key Man of the Company i.e. Mr. Bharat Brijlal Bhatia (DIN: 09095082) Managing Director of the Company."

**"RESOLVED FURTHER THAT** the Company does propose to purchase insurance policy from Tata AIA Life Insurance Co. Ltd, under the Employer-Employee Scheme, in favour of the Mr. Bharat Brijlal Bhatia (DIN: 09095082) Managing Director of the Company and the premium due thereof shall be paid by the Company on behalf of Mr. Bharat Brijlal Bhatia (DIN: 09095082) Managing Director of the Company."

**"RESOLVED FURTHER THAT** the insurance policy shall be absolutely assigned in favour of the Mr. Bharat Brijlal Bhatia (DIN: 09095082) Managing Director of the Company In the event of the termination of the directorship of Mr. Bharat Brijlal Bhatia, the Company shall have the option to either absolutely assign the insurance policy to the Mr. Bharat Brijlal Bhatia or to surrender the insurance policy to Tata AIA Life Insurance Co. Ltd."

**"RESOLVED FURTHER THAT** Mr. Bharat Brijlal Bhatia (DIN: 09095082) Managing Director and Mr. Rameshchand Chanduram Bhatia (DIN: 09431185) Whole Time Director be and are hereby severally authorized to sign the insurance proposals and all other required documents in connection with the insurance proposals to be made to Tata AIA Life Insurance Co. Ltd."

**"RESOLVED FURTHER THAT** the aforesaid authorized signatories be and are hereby severally authorized to execute all documents, deeds, affidavits, undertakings, declarations etc, and to do all such deeds, matters and things as may be deemed necessary in connection with Tata AIA Life Insurance Co. Ltd on behalf of the company."

**Agenda Item No. 9**

**To Review Corporate Governance Report for the quarter ended as on 31.03.2024**

**BACKGROUND NOTE**

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 the listed entity shall submit a quarterly compliance report on corporate governance within twenty-one days from the end of each quarter

**RECOMMENDATION**

The statement on quarterly compliance as submitted to BSE under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 for the quarter ended as on 31.03.2024 is placed before the board. Board members are requested to note the corporate governance report.

**Agenda Item No. 10**

**To Take a note on reconciliation of share capital audit report submitted to stock exchange for the quarter ended on March 31, 2024.**

Company has received reconciliation of Share Capital Audit Report for the quarter ended on March 31, 2024 from CS Ranjit Binod Kejriwal, Practicing Company Secretary & Compliance Officer on 22<sup>nd</sup> April, 2024 and the same has been filed to stock exchange.

**RECOMMENDATION**

The Chairman is requested to inform the Board to take note of the Reconciliation of Share Capital Audit report.

**Agenda Item No. 11**

**To take a note of Statement of investors Complaint for the 4th Quarter of F.Y. 2023-24**

**BACKGROUND NOTE**

The listed entity shall file with the recognized stock exchange(s) on a quarterly basis, within twenty-one days from the end of each quarter.

**RECOMMENDATION**

The Board is requested to review the statement of Investors Complaint under Grievance Redressal Mechanism for the quarter ended as on 31.03.2024.

**Agenda Item No. 12**

**To Review Quarterly Compliances**

**BACKGROUND NOTE**

Pursuant to regulation 17(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 it is required that Board of Directors review the Compliance Report on regular intervals.

**RECOMMENDATION**

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(5) - Certificate under this Regulation

SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Regulation 31 - Annual Disclosure by Promoter

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 3(5) and 3(6) - SDD Compliance Certificate

**Agenda Item No. 13**

**To Take note of disclosures and compliances made to identify company as a Large Corporate**

**RECOMMENDATION**

The Chairman is requested to inform the Board that the Company does not fall under the category of 'Large Corporate' as on 31<sup>st</sup> March, 2024 and the prescribed related provisions are not applicable to the Company in pursuant to SEBI Circular No. SEBI/HO/DDHS/CIR/P/ZOI8/144 dated November 26, 2018 regarding

raising of funds by issuance of debt securities by Large Corporate (LC) and disclosures and compliances thereof by such Large Corporate (LC).

**Agenda Item No. 14**

**To Consider, Review and Take Note of the Report of Internal Auditor**

**RECOMMENDATION**

It is proposed to consider, review and take note of the Report of Internal Auditor issued on financial accounts of the Company for the year ended 31st March, 2024.

**(FOR APPROVAL)**

**“RESOLVED THAT** the Report of Internal Auditor issued on Financial Accounts for the year ended 31st March, 2024 reviewed by the Audit Committee, be and is hereby reviewed and approved by the Board.”

**Agenda Item No. 15**

**Vote of Thanks**

The Board may discuss any other matter with the permission of the chair.