



RANJIT KEJRIWAL

Company Secretaries & Registered Valuer (SFA)

SCRUTINIZER'S REPORT

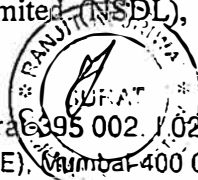
[Pursuant to section 108 of the Companies Act, 2013
And Rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Of 02nd Annual General Meeting of the members of
BHATIA COLOUR CHEM LIMITED
CIN: L24290GJ2021PLC127878
held on 16th September, 2023
At Registered Office Plot No. A/2/12, Road No. 1,
Udhana Udyog Nagar Sangh Udhna Surat 394210
At 01.00 P.M.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on voting by Remote E-voting and Evoting facility provided to the shareholders during the 02nd Annual General Meeting (AGM).

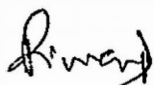
1. I, Ranjit Binod Kejriwal, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of Bhatia Colour Chem Limited for the purpose of scrutinizing the remote e-voting along with Polling Paper and ascertaining the requisite majority on remote e-voting / Ballot process carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 02nd Annual General Meeting (AGM) of the members of the company, held at the Registered Office of the company, on Saturday, 16th day of September, 2023 at 01.00 P.M.
2. At the 02nd AGM of the Company held on 16th day of September, 2023, the Company has also provided facility for Polling Paper during the AGM to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and on the resolutions contained in the Notice to the 02nd AGM of the members of the Company, My responsibility as a scrutinizer for the e-voting process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facilities.



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202, Balaji Business Centre, Subhash Road, Vile Parle (E), Mumbai-400 057. | 022-49737235 | csrbrkmumbai@gmail.com

ADVISORY | AUDIT | TAX | GST | CORPORATE LAWS | IPO | LOAN | RESTRUCTURING | VALUATION |
NCLT | INSOLVENCY | COST ACCOUNTING | BUSINESS MANAGEMENT

4. Further to the above, I submit my reports as under:
- The e-voting period remained open from 13th September, 2023 at 9.00 a.m. to 15th September, 2023 at 5.00 p.m.
 - The members of the Company as on the “cut-off” date i.e. 09th September, 2023 were entitled to vote on the resolutions (item No. 01 to 04 as set out in the notice of the 02nd AGM of the Company).
 - The votes cast were unblocked on 18th September, 2023 at 04:46 p.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Mr. Krishnavtar Gupta** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: **Mr. Pioush Tiwari**



Name: **Mr. Krishnavtar Gupta**

- Thereafter the details containing inter alia, list of Equity Share Holders, who voted “for” / “against” each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/>.
- The combined result of remote e-voting and voting through Polling Paper is as under:

RESOLUTION NO. 1:

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023 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, 2023 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.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	6	97600	6	97600	0	0	0	0
At AGM	8	6671250	8	6671250	0	0	0	0
Total	14	6768850	14	6768850	0	0	0	0

This resolution is passed as an Ordinary Resolution.

RESOLUTION NO. 2:

TO APPOINT A DIRECTOR IN PLACE OF MR. RAMESHCHAND CHANDURAM BHATIA, EXECUTIVE WHOLE TIME DIRECTOR (DIN: 09431185), 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. Rameshchand Chanduram Bhatia, Executive Director (DIN: 09431185), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	6	97600	6	97600	0	0	0	0
At AGM	6	4751250	6	4751250	0	0	0	0
Total	12	4848850	12	4848850	0	0	0	0

This resolution is passed as an Ordinary Resolution.

RESOLUTION NO. 3

TO CONSIDER THE INCREASE IN REMUNERATION OF MR. RAVI ASHOKUMAR BHATIA (DIN: 09431186), WHOLE-TIME DIRECTOR OF THE COMPANY.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the approval of the Members of the Company, be and is hereby accorded to increase remuneration of Mr. Ravi Ashokumar Bhatia (DIN: 09431186), Whole-Time Director of the Company, on the terms and conditions as approved by the Board on recommendation of Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ravi Ashokumar Bhatia (DIN: 09431186), Whole Time Director, shall be as under:

Remuneration: Rs. 2,00,000/- (Rupees Two 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. Ravi Ashokumar Bhatia, Whole Time Director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 2,00,000/- (Rupees Two 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 where in any financial year, during the currency of the tenure of Mr. Ravi Ashokumar Bhatia as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended 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 21st 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."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	6	97600	6	97600	0	0	0	0
At AGM	7	6311250	7	6311250	0	0	0	0
Total	13	6408850	13	6408850	0	0	0	0

This resolution is passed as a Special Resolution.

RESOLUTION NO. 4:

TO RATIFY THE REMUNERATION OF COST AUDITOR FOR THE FINANCIAL YEAR 2023-24 AND IN THIS REGARD, PASS 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 2023-24, be and is hereby ratified.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	6	97600	6	97600	0	0	0	0
At AGM	8	6671250	8	6671250	0	0	0	0
Total	14	6768850	14	6768850	0	0	0	0

This resolution is passed as an Ordinary Resolution.

Thanking You,
Yours faithfully,



Ranjit Binod Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985



Place: Surat
Date: 19.09.2023
UDIN: F006116E001036453