



Bhagiradha Chemicals & Industries Limited.

Plot No.3,
Sagar Society,
Road No.2, Banjara Hills,
Hyderabad - 500 034, Telangana, INDIA.
Tel : +91-40-42212323/42221212
Fax : +91-40-23540444
E-mail : info@bhagirad.com

Ref: BCIL/SE/2023/41

September 26, 2023

To,
The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, G Block, Bandra-Kurla,
Complex, Bandra (East), Mumbai - 400 051

Scrip Code: 531719

Symbol: BHAGCHEM

Sub: Submission of Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

In continuation to our letter dated September 25, 2023, please find the enclosed postal ballot Notice dated September 25, 2023 for seeking approval of the members of the Company by way of a special resolution for following special business through remote e-voting:

S. No.	Businesses to be transacted through Postal Ballot	Resolution Type
1.	Appointment of Sri. Arvind Kumar Anegondi (DIN: 03097192) as an Executive Director of the Company	Special

In compliance with the provisions of the General Circular No. 14/2020 dated April 8, 2020, No. 11/2022 dated December 28, 2022 and other relevant Circulars issued by the Ministry of Corporate Affairs from time to time, the Notice of Postal Ballot is being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **cut-off date i.e. Friday, September 22, 2023.**

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members. **The remote e-voting period will remain open for the Members for exercising their vote from Wednesday, September 27, 2023 at 09:00 a.m. (IST) to Thursday, October 26, 2023 at 05:00 p.m. (IST) both days inclusive.** Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e., Friday, September 22, 2023. The results of the Postal Ballot will be announced by the Company on or before October 28, 2023.

Kindly take the same on record and display the same on the website of your exchange.

Thanks & Regards,

For Bhagiradha Chemicals and Industries Limited,

Sharanya. R
Company Secretary & Compliance Officer
M. No: ACS-63438



Bhagiradha Chemicals & Industries Limited

CIN: L24219TG1993PLC015963

Regd. Off: #8-2-269/S/3/A, Plot No.3, Sagar Society,
Road No. 2, Banjara Hills, Hyderabad-500034
website:www.bhagirad.com; **email:**info@bhagirad.com

REMOTE-E-VOTING	
Commencement date	09:00 A.M. on September 27, 2023
End date	05:00 P.M. on October 26, 2023

Postal Ballot Notice

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

To,
The Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 of Companies Act, 2013 (“the Act) read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014 read with the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circulars No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No.3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (“MCA”) read together with such other circulars issued by MCA in this regard (hereinafter collectively referred to as “MCA Circulars”) and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, the Special resolution appended below be passed by the Members (as on the Cut-off date i.e Friday, September 22, 2023) through Postal Ballot only by voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In accordance with the provisions of the MCA Circulars, the Company is sending the Postal Ballot Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. Any member whose e-mail address is not registered with the Company/Depositories, may follow the steps provided in the Notes to Notice to receive the Postal Ballot Notice. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice of the Postal Ballot. The members can vote on resolution through remote e-voting facility only. Assent or Dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, setting out the material facts and reasons thereof, pertaining to the resolution, is appended to the Postal Ballot Notice. Pursuant to Rule 22 of the Companies (Management & Administration) Rules, 2014, the Board of Directors of the Company on Monday, September 25, 2023, through Circular Resolution have appointed Sri. Y. Ravi Prasada Reddy, (M. No: FCS 5783, CP No: 5360), proprietor of M/s RPR & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has engaged the services of National Securities Depositories Limited (NSDL), to enable the members to cast their votes electronically using remote e-Voting system. For the purpose of remote e-voting the members are requested to follow the steps provided under the Notes.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, September 27, 2023 and ends at 5.00 p.m. (IST) on Thursday, October 26, 2023. The Scrutinizer will submit the report to the Chairman of the Company.

Upon completion of the e-voting process and scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him and the results of the Postal Ballot will be announced on or before, October 28, 2023. The said result along with the Scrutinizer's Report will be displayed on the Company's website i.e. <https://bhagirad.com/>, the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com and would be intimated to stock exchanges where the shares of the Company are listed

Approval of Members of the Company is sought for:

1. Appointment of Sri. Arvind Kumar Anegondi (DIN: 03097192) as an Executive Director of the Company

The proposed Resolutions along with the Explanatory statement pursuant to Section 102 of the Act setting out the material facts and reasons thereof are given hereunder.

ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT/ E-VOTING:

SPECIAL BUSINESS:

Item No 1. Appointment of Sri. Arvind Kumar Anegondi (DIN: 03097192) as an Executive Director of the Company

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

“RESOLVED THAT Sri. Arvind Kumar Anegondi (DIN: 03097192) who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) with effect from August 04, 2023 by the Board of Directors and who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and subject to provisions of Regulation 17(1C) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 161(1), 196, 197, 198, 201 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals, permissions and sanctions as may be required, consent of the Company be and is hereby accorded for the appointment of Sri. Arvind Kumar Anegondi (DIN: 03097192) as an Executive Director of the company for a period of 5 consecutive years with effect from August 04, 2023 till August 03, 2028 on the following terms and conditions:

Remuneration:

		<i>Amt in Rs.</i>
Particulars		
Salary (Per Month)		5,75,000
Salary (Per Annum)		69,00,000
PF		4,32,000
Gratuity, Leave, Health Insurance Cover	As applicable to the employees of the Company	
Salary (Per Annum) - Total		73,32,000
<i>Commission</i>		<i>1% of PAT</i>

- If in any financial year during his aforesaid term of office, the Company has no profits as computed in accordance with Section 198 of the Companies Act 2013, or such profits are inadequate, the above remuneration shall be paid as Minimum Remuneration in accordance with the allowable limits under the Companies Act, 2013 read with Schedule V to the said Act. The Board of Directors/Nominations and Remuneration Committee be and are hereby authorized to alter and vary any such terms and conditions of the said appointment and remuneration or revise the remuneration in such manner as may be acceptable subject to the same not exceeding limit or ceiling specified in the Companies Act, 2013 read with Schedule V (or any statutory amendment(s), modification(s) or re-enactment(s) thereto, from time to time).

“RESOLVED FURTHER THAT the Board of Directors (which expression shall also include a Committee thereof) or any officer /executive / representative and /or any other person so authorized by the Board, be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard. ”

Registered Office:

8-2-269/S/3/A
Plot No. 3, Sagar Society,
Road No.2, Banjara Hills,
Hyderabad - 500 034,
CIN: L24219TG1993PLC015963
Ph: 040 42221212 / 2323
E-mail: info@bhagirad.com

By Order of the Board of Directors
Bhagiradha Chemicals and Industries Limited

Date: September 25, 2023
Place: Hyderabad

Sharanya. R
Company Secretary & Compliance Officer
M. No: ACS-63438

Notes:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time setting out the material facts and reasons for the resolution in respect of the business set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the Company website www.bhagirad.com, and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed.
2. The Notice is being sent to/published/displayed for all the Members, whose names appear in the Register of Member/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, September 22, 2023 in accordance with the provisions of the Companies Act 2013 read with Rules made thereunder and the relevant circulars issued by Ministry of Corporate Affairs, Government of India.
3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants. Members who have not registered their e-mail addresses with either the Company's RTA or their Depository participant (DP) are requested to register the same with the RTA by following the steps provided under the Instructions for Remote E-Voting, for procuring user id and password and registration of e-mail ids for E-voting for the resolution set out in the Postal Ballot Notice.
4. The Portal for E-voting will remain open for the Members for exercising their voting from Wednesday, September 27, 2023 at 09:00 a.m. (IST) to Thursday, October 26, 2023 at 05:00 p.m. (IST) both days inclusive. The E-voting module will be disabled for voting by National Securities Depository Limited (NSDL) after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on Friday, September 22, 2023 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
5. The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. Thursday, October 26, 2023
6. In line with the MCA Circulars, the Postal Ballot Notice is being sent by e-mail to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, September 22, 2023 and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. XI Softech Systems Limited. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the Company as on cut-off date.
7. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. The Board of Directors has appointed Sri. Y. Ravi Prasada Reddy, (M. No: FCS 5783, CP No: 5360), proprietor of M/s RPR & Associates, Practicing Company Secretary, as Scrutinizer for scrutinizing the E-voting process in a fair and transparent manner
9. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced by the Company on or before October 28, 2023. The results of the Postal Ballot will be posted on the Company's website www.bhagirad.com and will also be communicated to the Stock Exchanges where the Company's shares are listed.
10. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company's website www.bhagirad.com to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. Thursday, October 26, 2023.

11. Pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to dispatch of Postal Ballot notice and result will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).
12. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 (Secretarial Standard on General Meeting), Ministry of Corporate Affairs Circulars, and any amendments thereto, the Company has engaged the services of National Securities Depository Limited (NSDL) and have made necessary arrangements with RTA to facilitate E-voting. In line with MCA Circulars voting can be done only by E-voting. The Members are advised to use the E-voting procedure by themselves and not through any other person/proxies. The detailed procedure with respect to remote E-voting is as follows:

THE INSTRUCTIONS FOR REMOTE E-VOTING BY MEMBERS ARE AS UNDER

- (i) The voting period begins on Wednesday, September 27, 2023 and ends on Thursday, October 26, 2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, September 22, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting 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 IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ 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 “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website

	<p>of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	<p>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. 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method 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 101456 then user ID is 101456001***

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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
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 yrvifcs@gmail.com with a copy marked to evoting@nsdl.co.in. 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 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 or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Smt. Supratim Mitra; Sri. Swapneel Puppala) at evoting@nsdl.co.in

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@bhagirad.com and xlfield@gmail.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@bhagirad.com and xlfield@gmail.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

The members are informed that Sri. Arvind Kumar Anegondi (DIN: 03097192) was appointed as a CEO of the company with effect from May 14, 2019. Sri. A. Arvind Kumar oversees the marketing strategy, all sales plans, and tracks new product development. In the past, he held the position of Chief Operating Officer of the company. He has been associated with the company for over nine years. After evaluating his performance and considering his knowledge, experience, expertise and his contribution to the organisation and the fact that he actively participates in the day to day activities of the company, the Board on the recommendation of the Nomination and Remuneration Committee has approved to induct Sri. Anegondi Arvind Kumar on the Board of the company and accordingly the Board at its meeting held on August 04, 2023 appointed him as an additional director (Executive Category) in accordance with section 161(1) of the Companies Act, 2013, subject to the approval of the shareholders, who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier, however, pursuant to provisions of Regulation 17(1C) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders of the company for regularisation of his appointment shall be taken at the next general meeting or within a time period of three months from the date of his appointment, whichever is earlier. The Company has received a notice from a member in writing under Section 160 of the Act, proposing his candidature for the office of Director.

Brief Profile of Sri. Anegondi Arvind Kumar

Sri. Anegondi Arvind Kumar is a B. Tech, M.S. (Chemical Engineering). He is a Post Graduate in Chemical Engineering from Indian Institute of Technology-Madras and has graduated in Chemical Engineering from Osmania University, Hyderabad. He was employed with Invensys India Private Limited in the year 2002 and worked on mathematical modeling and simulation of chemical plants. Later he joined JC Biotech Private Limited in 2007, promoted by late Sri Koteswara Rao and was involved in design and commissioning of Fermentation Plant. In 2014, he joined Bhagiradha Chemicals & Industries Limited as Chief Operating Officer and is in charge of the day-to-day operations of the company and is involved in key decision making processes of the Company before he was elevated as the CEO of the Company by the Board on 14th May 2019.

The company has received from Sri. Anegondi Arvind Kumar (i) consent to act as a director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act (iii) and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), Pursuant to Rule 9(1) of companies (Meeting of Board and its Power) Rules, 2014 and other applicable provisions of the Companies Act, 2013

The Board of Directors, at their meeting held on August 04, 2023, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, have appointed him as an Executive Director of the company for a period of 5 consecutive years with effect from August 04, 2023 till August 03, 2028 on the following terms and conditions:

Remuneration:**Amt in Rs.**

Particulars	
Salary (Per Month)	5,75,000
Salary (Per Annum)	69,00,000
PF	4,32,000
Gratuity, Leave, Health Insurance Cover	As applicable to the employees of the Company
Salary (Per Annum) - Total	73,32,000
<i>Commission</i>	<i>1% of PAT</i>

- If in any financial year during his aforesaid term of office, the Company has no profits as computed in accordance with Section 198 of the Companies Act 2013, or such profits are inadequate, the above remuneration shall be paid as Minimum Remuneration in accordance with the allowable limits under the Companies Act, 2013 read with Schedule V to the said Act. The Board of Directors/Nominations and Remuneration Committee be and are hereby authorized to alter and vary any such terms and conditions of the said appointment and remuneration or revise the remuneration in such manner as may be acceptable subject to the same not exceeding limit or ceiling specified in the Companies Act, 2013 read with Schedule V (or any statutory amendment(s), modification(s) or re-enactment(s) thereto, from time to time).

Statement containing additional information as required in Schedule V of the Companies Act, 2013:

I	General Information	
1.	Nature of Industry	Agro Chemicals Industry
2.	Date of commencement of commercial production	The Company is in operation since 1993
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	Performance for F.Y. 2022-23: Sales Revenue: ₹502 crores Profit after Tax: ₹ 46.41 crores EPS: ₹ 45.58
5.	Foreign investments or collaborations, if any:	Nil
II	Information about the appointee	
1.	Background details	Qualification: B. Tech, M.S. (Chemical Engineering). A Post Graduate in Chemical Engineering from Indian Institute of Technology-Madras, Mr. A. Arvind Kumar has graduated in Chemical Engineering from Osmania University, Hyderabad. He was employed with Invensys India Private Limited in the year 2002 and worked on mathematical modeling and simulation of chemical plants. Later he joined JC Biotech Private Limited in 2007, promoted by late Sri Koteswara Rao and was involved in design and commissioning of Fermentation Plant. In 2014, he joined Bhagiradha Chemicals & Industries Limited as Chief Operating Officer and is in-charge of the day-to-day operations of the company and is involved in key decision making processes of the Company before he was elevated as the CEO of the Company by the Board on 14 th May 2019.

2.	Past remuneration	<table border="1"> <thead> <tr> <th>Particulars</th> <th>(Amt in ₹)</th> </tr> </thead> <tbody> <tr> <td>Salary (Per Month)</td> <td>5,75,000</td> </tr> <tr> <td>Salary (Per Annum)</td> <td>69,00,000</td> </tr> <tr> <td>PF</td> <td>4,32,000</td> </tr> <tr> <td>Gratuity, Leave, Health Insurance Cover</td> <td>As applicable to the employees of the Company</td> </tr> <tr> <td>Salary (Per Annum) - Total</td> <td>73,32,000</td> </tr> <tr> <td>Commission</td> <td>1 % of PAT</td> </tr> </tbody> </table>	Particulars	(Amt in ₹)	Salary (Per Month)	5,75,000	Salary (Per Annum)	69,00,000	PF	4,32,000	Gratuity, Leave, Health Insurance Cover	As applicable to the employees of the Company	Salary (Per Annum) - Total	73,32,000	Commission	1 % of PAT
		Particulars	(Amt in ₹)													
		Salary (Per Month)	5,75,000													
		Salary (Per Annum)	69,00,000													
		PF	4,32,000													
		Gratuity, Leave, Health Insurance Cover	As applicable to the employees of the Company													
		Salary (Per Annum) - Total	73,32,000													
Commission	1 % of PAT															
3.	Recognition or awards:	Nil														
4.	Job profile and his suitability	Sri. Arvind Kumar Anegondi was appointed as a CEO of the company with effect from May 14, 2019. Sri. A. Arvind Kumar oversees the marketing strategy, all sales plans, and tracks new product development. In the past, he held the position of Chief Operating Officer of the company. He has been associated with the company for over nine years and he manages the overall affairs of the company as its CEO and is involved in the key decision making process of the company.														
5.	Remuneration proposed	As mentioned in the Resolution stated above														
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The executive remuneration in the industry is on the rise. The 'Nomination and Remuneration Committee' constituted by the Board in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company; industry benchmarks in general; financial position of the Company; past performance, past remuneration, profile and responsibilities of Sri. Arvind Kumar Anegondi, before approving the remuneration as proposed herein before.														
7.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any	Sri. Arvind Kumar Anegondi is the Chief Executive Officer (CEO) of the company. He is not related to any Director and Key Managerial personnel of the Company. Sri. Arvind Kumar Anegondi, does not have any pecuniary relationship with the Company other than the above.														
III. Other Information:																
1.	Reasons of loss or inadequate profits	At present, the Company is having adequate profits. However, the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole.														

Information of Sri. Arvind Kumar Anegondi (DIN: 03097192) as required under Section 152 of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is provided in Annexure – I to the notice

Accordingly, consent of the members is sought for item no. 1 of this notice by way of a Special Resolution for appointment of Sri. Anegondi Arvind Kumar (DIN: 03097192) as an Executive Director of the Company.

Except Sri. Anegondi Arvind Kumar, none of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution as set out in item no. 1 of this notice

ANNEXURE - I

Information of Director seeking appointment under Section 152 of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2

Name of the Director	Sri. Anegondi Arvind Kumar						
Director Identification Number	03097192						
Date of Birth	10.04.1978						
Age	45 years						
Date of First Appointment	04.08.2023						
A brief resume of the director	Sri. Anegondi Arvind Kumar is a B. Tech, M.S. (Chemical Engineering)						
Nature of expertise in specific functional areas	Sri. Arvind Kumar Anegondi was appointed as a CEO of the company with effect from May 14, 2019. Sri. A. Arvind Kumar oversees the marketing strategy, all sales plans, and tracks new product development. In the past, he held the position of Chief Operating Officer of the company. He has been associated with the company for over nine years and he manages the overall affairs of the company as its CEO and is involved in the key decision making process of the company.						
Disclosure of relationships between directors inter-se, Relationship with Manager and other Key Managerial Personnel of the Company	Sri. Arvind Kumar Anegondi is not related to any Directors, Manager and other Key Managerial Personnel of the Company						
Names of listed entities/other entities in which the person also holds the directorship and the membership of the Committees of the board along with listed entities /other entities from which the person has resigned in the past three years .	<table border="1"> <thead> <tr> <th colspan="2" style="text-align: center;">Directorship in other entities</th> </tr> </thead> <tbody> <tr> <td>Advanced Transformation Facility Private Limited (CIN: U24230TG2020PTC143663)</td> <td>Director</td> </tr> <tr> <td>Bheema Fine Chemicals Private Limited (CIN: U24299TG2020PTC142050)</td> <td>Director</td> </tr> </tbody> </table> <p>*Sri. Arvind Kumar Anegondi is not a Director of any other listed entity as on 04.08.2023</p> <p>*Sri Arvind Kumar Anegondi is not a Chairman/Member of the Committees of the Boards of other companies as on 04.08.2023</p>	Directorship in other entities		Advanced Transformation Facility Private Limited (CIN: U24230TG2020PTC143663)	Director	Bheema Fine Chemicals Private Limited (CIN: U24299TG2020PTC142050)	Director
Directorship in other entities							
Advanced Transformation Facility Private Limited (CIN: U24230TG2020PTC143663)	Director						
Bheema Fine Chemicals Private Limited (CIN: U24299TG2020PTC142050)	Director						
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Not Applicable						
Shareholding in the Company	1,132 Equity Shares						

Number of Meetings of the Board attended during the year	Not Applicable	
Remuneration Proposed to be paid	Particulars	(Amt in ₹)
	Salary (Per Month)	5,75,000
	Salary (Per Annum)	69,00,000
	PF	4,32,000
	Gratuity, Leave, Health Insurance Cover	As applicable to the employees of the Company
	Salary (Per Annum) - Total	73,32,000
<i>Commission</i>	<i>1 % of PAT</i>	

Registered Office:

8-2-269/S/3/A

Plot No. 3, Sagar Society,

Road No.2, Banjara Hills,

Hyderabad - 500 034,

CIN: L24219TG1993PLC015963

Ph: 040 42221212 / 2323

E-mail: info@bhagirad.com

By Order of the Board of Directors
Bhagiradha Chemicals and Industries Limited

Date: September 25, 2023

Place: Hyderabad

Sharanya. R
Company Secretary & Compliance Officer
M. No: ACS-63438