



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 December 28, 2023
End date	05:00 P.M. on January 26, 2024

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, General Circular No. 09/ 2023 dated September 25, 2023 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, December 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 Tuesday, December 26, 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 Thursday, December 28, 2023 and ends at 5.00 p.m. (IST) on Friday, January 26, 2024. 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, January 28, 2024. 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 Mr. Suresh Kumar Somani (DIN: 00031096) as a Non-Executive - Non Independent 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 Mr. Suresh Kumar Somani (DIN: 00031096) as a Non-Executive - Non Independent 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 Mr. Suresh Kumar Somani (DIN: 00031096), 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 November 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 Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company for a period of 5 consecutive years with effect from November 04, 2023 till November 03, 2028 and shall be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 161(1), 152 and other applicable provisions, if any, 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, for the time being in force), the 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 Mr. Suresh Kumar Somani (DIN: 00031096), as a Non-Executive - Non Independent Director of the company for a period of 5 consecutive years with effect from November 04, 2023 till November 03, 2028, whose office shall be liable to retirement by rotation”

"RESOLVED FURTHER THAT Mr. Suresh Kumar Somani (DIN: 00031096), shall be entitled to sitting fee for attending each board/committee meeting, as applicable to other non-executive directors of the company”

“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

Date: December 26, 2023
Place: Hyderabad

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

Sd/-
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, December 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 9.00 A.M. on Thursday, December 28, 2023 to Friday, January 26, 2024 at 5.00 P.M 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, December 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. Friday, January 26, 2024.
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, December 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 January 28, 2024. 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. Friday, January 26, 2024.
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 Thursday, December 28, 2023 at 09:00 a.m and ends on Friday, January 26, 2024 at 05:00 p.m. 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, December 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

	<p>or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website 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>
<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. 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

	<p>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>
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 evoting@nsdl.com 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.com 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.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 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.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@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.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.

ANNEXURE TO NOTICE

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

Item No. 1

The members are informed that Mr. Suresh Kumar Somani, aged about 60 Years is a commerce graduate from St. Xavier's College Kolkata and the founder and Joint Managing Director of Ratnabali Group. He is a businessman, investor and philanthropist with a substantial experience of over 40 years in equity markets. After evaluating his experience and considering his knowledge and expertise, the Board on the recommendation of the Nomination and Remuneration Committee, had approved to induct Mr. Suresh Kumar Somani on the Board of the company and accordingly the Board at its meeting held on November 04, 2023 appointed him as an additional director (Non-Executive - Non Independent Category) in accordance with section 161 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 regularization 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 Companies Act, 2013, proposing his candidature for the office of Director.

Brief Profile of Mr. Suresh Kumar Somani

Mr. Suresh Somani (DIN: 00031096) aged 60 years (DOB – 19/05/1963) is a commerce graduate from St Xavier's College, Kolkata and is the founder and Joint Managing Director of Ratnabali Group. He is a businessman, investor and philanthropist with a substantial experience of over 40 years in equity markets. Driven by passion and versatility, he motivates, trains, and coaches the members of Ratnabali Group to drive progress and reach the Company's milestones. A high energy individual, who is also passionate about making a difference in the society, he is committed towards building, guiding, uplifting 'India autism Centre' – an inclusive community for those under the spectrum of Autism.

The company has received from Mr. Suresh Kumar Somani (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 November 04, 2023, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, have appointed him as Non-Executive - Non Independent Director of the company on the following terms and conditions, subject to the approval of the shareholders:

Sitting Fee:

Mr. Suresh Kumar Somani, shall be entitled to sitting fee for attending each board/committee meeting, as applicable to other non-executive directors of the company.

Term of appointment:

For a period of (5) five consecutive years i.e. with effect from November 04, 2023 till November 03, 2028 and shall be liable to retire by rotation.

Information of Mr. Suresh Somani (DIN: 00031096) 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 Mr. Suresh Kumar Somani (DIN: 00031096) as a Non-Executive - Non Independent Director of the company.

Except Mr. Suresh Kumar Somani, 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.

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

Date: December 26, 2023
Place: Hyderabad

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

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

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	Mr. Suresh Kumar Somani
Director Identification Number	00031096
Date of Birth	19/05/1963
Age	60 years
Date of First Appointment	04.11.2023
A brief resume of the director	Mr. Suresh Kumar Somani is a commerce graduate from St Xavier's College, Kolkata
Nature of expertise in specific functional areas	Mr. Suresh Kumar Somani (DIN: 00031096) is the founder and Joint Managing Director of Ratnabali Group. He is a businessman, investor and philanthropist with a substantial experience of over 40 years in equity markets. Driven by passion and versatility, he motivates, trains, and coaches the members of Ratnabali Group to drive progress and reach the Company's milestones. A high energy individual, who is also passionate about making a difference in the society, he is committed towards building, guiding, uplifting 'India autism Centre' – an inclusive community for those under the spectrum of Autism.
Disclosure of relationships between directors inter-se, relationship with Manager and other Key Managerial Personnel of the Company	Mr. Suresh Kumar Somani is not related to any Directors, Manager and other Key Managerial Personnel of the Company
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	Directorship in other entities
	Ratnabali Securities Private Limited (CIN: U65100WB2012PTC183212) Managing Director
	Ratnabali Investment Private Limited (CIN: U45400WB2007PTC120860) Director
	Ratnabali Equity Private Limited (CIN:U74140WB1991PTC053207) Director
	Astra Microwave Products Limited (CIN: L29309TG1991PLC013203) Director
	Clayfin Technologies Private Limited (CIN: U65100TN2009PTC070519) Nominee Director
	IAC Research Foundation (CIN: U85300WB2019NPL230774) Director
	IAC Patrons Foundation (CIN: U74999WB2019NPL230562) Director
	Mr. Suresh Kumar Somani is not a Chairman/Member of the Committees of the Boards of other listed companies as on 04.11.2023
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Mr. Suresh Kumar Somani holds NIL shares in the company. He is the Director of M/S Ratnabali Investment Private Limited which holds 14,49,457 equity shares in the company amounting to 13.93% of the share capital of the company. In addition to the above Ratnabali Investment Private Limited also holds 3,75,375 warrants convertible in to Equity

	shares of the company thereby holding 14.07% of the diluted share capital of the company.
Shareholding in the Company	Nil
Number of Meetings of the Board attended during the year	1
Remuneration Proposed to be paid	Mr. Suresh Kumar Somani, shall be entitled to sitting fee for attending each board/committee meeting, as applicable to other non-executive directors of the company

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

Date: December 26, 2023
Place: Hyderabad

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

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