

**FORM NO PAS-4**

[see rule 14(3)]

**PART A****PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER****1. GENERAL INFORMATION**

<b>i</b>	<b>Name of the Company</b>	Bhagiradha Chemicals & Industries Limited				
	<b>Address of the Company</b>	8-2-269/S/3/A, Plot No.3, Sagar Society, Road No.2, Banjara Hills Hyderabad – 500034 Telangana CIN: L24219TG1993PLC015963 Email: <a href="mailto:cs@bhagirad.com">cs@bhagirad.com</a>				
	<b>Website and other contact details of the Company indicating both registered office and corporate office</b>	<a href="http://www.bhagirad.com">www.bhagirad.com</a> Tel: 0091-40-42221212, 42212323, 23540616, Fax : 0091-40-23540444 E-mail : <a href="mailto:info@bhagirad.com">info@bhagirad.com</a>				
<b>ii.</b>	<b>Date of incorporation of the company;</b>	07/07/1993				
<b>iii</b>	<b>Business carried on by the company and its subsidiaries with the details of branches or units, if any</b>	Bhagiradha Chemicals & Industries Limited and its wholly owned subsidiary, Bheema Fine Chemicals Private Limited are in to manufacture and sale of Agrochemicals and their intermediates				
<b>iv</b>	<b>Brief particulars of the management of the company</b>	BCIL is an R&D based company founded by Late Sri. S Koteswara Rao, a former scientist of IICT Hyderabad. Presently, his son Sri. S. Chandra Sekhar, MS. Chemical Engineering, is at the helm of affairs as its Managing Director. The company has directors on its board with specializations in diverse fields including in management, finance, engineering, Banking and entrepreneurship.				
<b>v</b>	<b>Names, addresses, DIN and occupations of the directors</b>					
	<b>S. No</b>	<b>Name</b>	<b>Designation</b>	<b>Address</b>	<b>DIN</b>	<b>Occupation</b>
	1	Sri Satyanarayana Raju Kanumuru	Chairman, Non-Executive Independent Director	1-60/1, Survey No.197 and 207, IDA, Bollaram Road, Miyapur, Hyderabad-500049, TG, India	00008177	Industrialist
	2	Sri Chandra Sekhar Singavarapu	Managing Director	8-3-318/11/20VS/403, Jaya Prakash Nagar, Near State Home, Yellareddy guda, Hyderabad 500073, India	00159543	Industrialist
	3	Sri Sudhakar Kudva	Non-Executive Independent Director	Flat No 405, Penta Heights, 5th Main VP Nagar, Indrali, Udupi 576102, Karnataka State	02410695	Chartered Accountant
4	Smt Lalitha Sree Singavarapu	Non-Executive Non	8-3-318/11/20VS/403, Jaya Prakash	06957985	Self Employed	

		Independent Director	Nagar, Near State Home, Yellareddy guda, Hyd, 500073, TG, India		
5	Sri Krishna Rao S V Gadepalli	Non-Executive Independent Director	Flat no.501, HRT Aakash 5 A, Lotus Landmark, Kedareshwarpet, Vijayawada- 520 003	08199210	Retired Executive of a public sector Bank
6	Sri Kishor Shah	Non-Executive Independent Director	Flat No. 701 Casa Grande, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013.	00193288	Chartered Accountant and Self employed
7	Dr G. Aruna	Non-Executive Independent Woman Director	OAK 2094 Sobha Forest View Apartment, 100 Ft Road, BSK 6th Stage, Vajarahalli, Bengaluru, Karnataka - 560062	08978947	Scientist holding a doctorate in chemical engineering from IIS Bangalore.
8	Arvind Kumar Anegondi	Executive Director	12-4-417/46/22 Mehdiptnam, Sharada Nagar colony NA, HYDERABAD 500067 Telangana, India	03097192	Chemical Engineer holding a post graduate degree from IIT-Madras, currently executive director of the company
9	Suresh Kumar Somani	Additional Director	16H, Judges Court Road, Kolkata-700027, West Bengal, India	00031096	Businessman Investor, Philanthropist
<b>vi</b>	<b>Management's perception of risk factors;</b>			The Company remains apprehensive of the market place and general slowdown in the global agro chemical sector and is subject to stringent regulatory compliances and cyclic downsides and all such other risks usually associated with agrochemical manufacturing activities.	
<b>vii</b>	<b>Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of –</b>				
	<b>a) statutory dues;</b>			NIL	
	<b>b) debentures and interest thereon;</b>			NIL	
	<b>c) deposits and interest thereon;</b>			NIL	
	<b>d) loan from any bank or financial institution and interest thereon.</b>			NIL	
<b>viii</b>	<b>Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process;</b>			Sharanya. R Company Secretary & Compliance Officer 8-2-269/S/3/A, Plot No.3, Sagar Society, Road No.2, Banjara Hills Hyderabad – 500034 Telangana Tel : 0091-40-42221212, 42212323, 23540616; Email: <a href="mailto:cs@bhagirad.com">cs@bhagirad.com</a>	
<b>ix</b>	<b>Any Default in Annual filing of the company under the Companies Act, 2013 or the rules made thereunder.</b>			Nil	

## 2. PARTICULARS OF THE OFFER

i.	<b>Financial position of the Company for the last 3 financial years</b>	Mentioned under point no. 5 - Financial Position of the Company
ii.	<b>Date of passing of board resolution</b>	October 11, 2023
iii.	<b>Date of passing of resolution in the general meeting, authorizing the offer of securities;</b>	November 04, 2023
iv.	<b>Kind of securities offered (i.e. whether share or debenture) and class of security; the total number of shares or other securities to be issued;</b>	Convertible warrants
v.	<b>price at which the security is being offered including the premium, if any, along with justification of the price;</b>	Convertible warrants of face value of Rs.10 /- each issued at Rs. 1332/- per warrant including a premium of Rs. 1322/- per warrant. The price has been arrived in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The pricing certificate from the Practicing Company Secretary is enclosed.
vi.	<b>Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer;</b>	Not Applicable.
vii.	<b>Relevant date with reference to which the price has been arrived at</b>	October 05, 2023
viii.	<b>The class or classes of persons to whom the allotment is proposed to be made</b>	Promoter, Promoter group and Non-Promoter category
ix.	<b>Intention of promoters, directors or key managerial personnel to subscribe to the offer</b>	Provided in <b>Annexure A</b>
x.	<b>The proposed time within which the allotment shall be completed;</b>	As per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire allotment process has to be completed within 15 days from the date of approval.
xi.	<b>The names of the proposed allottees and the percentage of post preferential capital that may be held by them</b>	Provided in <b>Annexure B</b>
xii.	<b>The change in control, if any, in the company that would occur consequent to the preferential offer</b>	There is no change in control of the company post preferential issue expect change of shareholding by the respective shareholders
xiii.	<b>the number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price;</b>	Not Applicable, since the Company has not made preferential issue of any Security during the year
xiv.	<b>the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer</b>	Not Applicable
xv.	<b>Amount which the company intends to raise by way of proposed offer of securities;</b>	Rs. 341,18,18,100 (Rupees Three hundred forty-one crores eighteen lakh eighteen thousand one hundred Only)
xvi.	<b>Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment;</b>	Convertible Warrants of Rs. 10/- each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs.10/- each at a price of Rs.1332/- (Rupees one thousand three hundred thirty-two only)/- ("Warrant issue Price") each

		<p>payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months from the date of allotment of the warrants. An amount of Rs.333/- (Rupees Three Hundred Thirty-Three Only) which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holders will be required to make payment of balance 75% of the Warrants Issue Price i.e Rs. 999/- (Rupees Nine Hundred and Ninety-Nine Only) each, at the time of exercise of the right attached to Warrant(s) for conversion to equity share(s). The Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only) each of the Company</p>
xvii.	<b>Proposed time schedule for which the private placement offer cum application letter is valid;</b>	<p>As per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire allotment process has to be completed within 15 days from the date of approval.</p>
xviii.	<b>Purposes and objects of the offer</b>	<p>i. Part funding the capital expenditure for setting up of new manufacturing unit under the wholly owned subsidiary of the company, Bheema Fine Chemicals Private Limited in Kadachur Industrial area, Yadgir district Karnataka, which involves construction of three production blocks, acquisition and erection of required plant and machinery and capex for creation of other utilities/assets. The 1st tranche of this issue of warrants amounting to about Rs.85.30 Cr, being 25% of the issue size, shall be utilized for part funding the Capex needed for implementation of the 1st production block, which is in progress. The balance issue amount of Rs.255.88 Cr, which will be received before completion of 18 months shall be utilized for part funding the implementation of the 2<sup>nd</sup> and 3<sup>rd</sup> production blocks</p> <p>ii. Part funding the working capital requirements of the Proposed Project of the said subsidiary post commencement of commercial</p>

		production and for meeting the preliminary and preoperative expenditure of the project.
xix.	<b>contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects</b>	Rs. 15,99,93,180 /- by subscribing to 1,20,115 Convertible Warrants at Rs. 1332/- each as on EGM date.
xx.	<b>Principle terms of assets charged as security, if applicable;</b>	NA
xxi.	<b>The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations;</b>	NIL
xxii.	<b>The pre-issue and post-issue shareholding pattern of the company</b>	Provided in <b>Annexure C</b>

### 3. MODE OF PAYMENT FOR SUBSCRIPTION

- Online transfer / RTGS

#### 4. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

i.	Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.	The list of Promoters, Director(s), Key Managerial Personnel of the Company who intend to subscribe to the Convertible Warrants by way of Preferential Issue and are interested to the extent of their investment is provided under <b>Annexure A</b>
ii.	details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the issue of private placement offer cum application letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed	NIL
iii.	remuneration of directors (during the current year and last three financial years);	<b>Annexure D</b>
iv.	Related party transactions entered during the last three financial years immediately preceding the year of issue of private placement offer cum application letter including with regard to loans made or, guarantees given or securities provided	<b>Annexure E</b>
v.	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of issue of private placement offer cum application letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark	Nil
vi.	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of issue of private placement offer cum application letter in the case of company and all of its subsidiaries, and if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of issue of private placement offer cum application letter and if so, section-wise details thereof for the company and all of its subsidiaries	NIL
vii.	Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company	NIL

## 5. FINANCIAL POSITION OF THE COMPANY

### (a) the capital structure of the company

<b>(a) Capital structure of the Company</b>						
<b>S.No.</b>	<b>Particulars</b>	<b>Number of Securities</b>	<b>Description</b>	<b>Aggregate Nominal Value (in Rs.)</b>		
(i) (A)	Authorised Capital	1,50,00,000	Equity shares of face value of Rs. 10 each	15,00,00,000		
(i) (A)	Issued Capital	1,04,05,483	Equity shares of face value of Rs. 10 each	10,40,54,830		
(i) (A)	Subscribed Capital	1,04,05,483	Equity shares of face value of Rs. 10 each	10,40,54,830		
(i) (A)	Paid up Capital	1,04,05,483	Equity shares of face value of Rs. 10 each	10,40,54,830		
<b>(B) Size of the Present offer:</b> 25,61,425 Convertible Warrants of Rs. 10/- each being issued at a price of Rs. 1332/- (including a premium of Rs. 1322/-) convertible into equal number of equity shares with face Value Rs. 10 each/-						
<b>(C) paid up capital</b>						
(I) after the offer		Rs. 10,40,54,830 (1,04,05,483 Equity shares of face value of Rs. 10 each)				
(II) after conversion of convertible instruments (if applicable)		Rs. 12,96,69,080/ (1,29,66,908/ Equity shares of face value of Rs. 10 each) (considering conversion of 25,61,425 warrants into equal number of equity shares if fully subscribed)				
<b>(D) share premium account</b>						
Share Premium Account (before the offer)		Rs. 13562.42 Lakhs				
Share Premium Account (after the offer)		Rs. 47424.45 Lakhs (duly considering the share premium from this issue, if fully subscribed)				
<b>(ii) the details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration</b>						
<b>S.No</b>	<b>Type of shares</b>	<b>Date of allotment</b>	<b>Number of shares allotted (in Rs)</b>	<b>Face Value of shares allotted (in Rs)</b>	<b>Price (in Rs)</b>	<b>Form of Consideration</b>
1.	Equity Shares	07.07.1993	700	10	10	Cash
2.	Equity Shares	07.01.1995	13,20,900	10	10	Cash
3.	Equity Shares	22.09.1995	13,08,400	10	10	Cash
4.	Equity Shares	20.05.1996	24,72,800	10	10	Cash
5.	Equity Shares	27.10.2017	27,40,000	10	181	Cash
6.	Equity Shares	14.08.2018	5,16,000 (Conversion of warrants)	10	181	Cash
7.	Equity Shares	10.05.2022	20,95,783	10	400	Cash

(shares forfeited at the Board Meeting held on 28-01-2006)	(49,100)			
<b>Equity Shares as on 31.03.2023</b>	<b>1,04,05,483</b>			

**(b) Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of private placement offer cum application letter;**

S.No.	Particulars	Preceding Year 1 2022-23	Preceding Year 2 2021-22	Preceding Year 3 2020-21
a.	<b>Profit before tax</b>	6,504.15	5,146.31	3,214.19
b.	<b>Profit after tax</b>	4,640.99	3,590.26	2,331.88

**(c) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)**

S.No.	Particulars	Preceding Year 1 2022-23	Preceding Year 2 2021-22	Preceding Year 3 2020-21
a.	<b>Dividends declared by the Company (Cash profit after tax plus interest paid)</b>	Rs. 4/- per equity share	Rs. 3/- per equity share	Nil
b.	<b>Interest Coverage Ratio</b>	14.06	6.67	4.91

**(d) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of private placement offer cum application letter;**

**BALANCE SHEET**

Rs. In Lakhs

S.No.	Particulars	Preceding Year 1 2022-23	Preceding Year 2 2021-22	Preceding Year 3 2020-21
I.	<b>ASSETS</b>			
	Non-current assets			
	Property, Plant & Equipment	16,388.94	14,878.63	14,447.54
	Capital Work in Progress	562.54	303.30	120.68
	Other Intangible Assets	12.62	23.02	27.08
	Intangible Assets under development	33.11	29.81	17.02
	Financial Assets			
	Investments	4,200.00	900.00	801.00
	Other Financial Assets	644.04	576.93	464.69
	Other Non Current Assets	73.81	66.40	31.32
	<b>Total Non Current Assets</b>	<b>21,915.06</b>	<b>16,778.08</b>	<b>15,909.34</b>
	Current assets			
	Inventories	9,131.74	6,793.33	5,037.54
	Financial Assets			
	Trade receivables	12,876.52	9,658.86	5,965.78
	Cash and cash equivalents	216.67	218.17	31.87
	Other bank balances (Other than cash)	94.17	83.21	26.09
	Loans	-	40.49	-
	Other Financial Assets	22.81	13.50	13.92
	Current Tax Assets (Net)	11.94	1.03	15.34
	Other Current Assets	366.53	613.54	310.37

	Total Current Assets	<b>22,720.39</b>	<b>17,422.14</b>	<b>11,400.92</b>
	<b>Total Assets</b>	<b>44,635.45</b>	<b>34,200.22</b>	<b>27,310.25</b>
II	EQUITY AND LIABILITIES			
	EQUITY			
	Equity Share Capital	1,040.55	833.43	833.43
	Other Equity	30,440.28	18,183.65	14,749.78
	<b>Total Equity</b>	<b>31,480.83</b>	<b>19,017.07</b>	<b>15,583.20</b>
	LIABILITIES			
	Non-Current Liabilities			
	Financial Liabilities			
	Borrowings	1,657.19	1,003.01	1,921.93
	Other Financial Liabilities	106.73	121.98	137.22
	Provisions	-	3.75	-
	Deferred tax Liabilities (Net)	1,506.10	797.90	155.68
	<b>Total Non Current Liabilities</b>	<b>3,270.02</b>	<b>1,926.64</b>	<b>2,214.83</b>
	Current Liabilities			
	Financial Liabilities			
	Borrowings	3,339.97	7,051.47	4,311.67
	Trade Payables			
	a) Total Outstanding dues of Micro and Small enterprises	398.8	404.98	87.05
	b) Total Outstanding dues of Trade Payables other than Micro and Small enterprises	5,465.38	5,053.64	4,543.57
	Other Financial Liabilities	395.53	577.23	500.92
	Other current liabilities	215.04	48.80	41.52
	Provisions	69.88	45.76	18.55
	Current Tax Liabilities (Net)	-	74.62	8.95
	<b>Total Current Liabilities</b>	<b>9,884.60</b>	<b>13,256.51</b>	<b>9,512.22</b>
	<b>Total Liabilities</b>	<b>13,154.62</b>	<b>15,183.15</b>	<b>11,727.05</b>
	<b>Total Equity &amp; Liabilities</b>	<b>44,635.45</b>	<b>34,200.22</b>	<b>27,310.25</b>

**(e) Audited Cash Flow Statement for the three years immediately preceding the date of issue of private placement offer cum application letter;**

Rs. In Lakhs

PARTICULARS	Year Ended 31.03.2023	Year Ended 31.03.2022	Year Ended 31.03.2021
	Audited	Audited	Audited
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>			
Net profit Before Tax	6,504.15	5,146.31	3228.73
Adjustments for :			
Depreciation and amortization expenses	966.63	864.89	814.37
Loss on sale of property, plant & equipment	0.47	7.61	28.13
Interest Paid	241.59	518.57	484.15
Interest income and notional income	(108.36)	(44.00)	(40.66)
Provision for bad and doubtful debts	-	11.60	3.37
Net unrealised foreign exchange loss / (gain)	(25.55)	(17.34)	(17.29)
Gratuity and compensated absence	81.83	56.15	47.61

	Operating profit before working capital changes	<b>7,660.75</b>	<b>6,543.79</b>	<b>4,548.42</b>
	Changes in working capital :			
	(Increase)/Decrease in inventories	(2,338.42)	(1,755.78)	587.87
	(Increase)/Decrease in trade receivable	(3,217.66)	(3,701.54)	(4816.52)
	(Increase)/Decrease in other financial and non financial assets	183.59	(397.67)	262.42
	Increase/(Decrease) in trade payable	405.56	822.24	2,352.31
	Increase/(Decrease) in other financial, non financial liabilities & provisions	(210.46)	(34.19)	(2,022.63)
	Cash generated from operations	<b>2,483.37</b>	<b>1,476.85</b>	<b>911.86</b>
	Direct taxes paid (Net of refund)	(1,194.43)	(805.00)	(559.15)
	<b>Net cash flow from operating activities (A)</b>	<b>1,288.94</b>	<b>671.85</b>	<b>352.72</b>
	<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>			
	Purchase of property, plant and equipment (tangible & intangible both), capital work in progress and capital advances	(2,757.16)	(1,587.34)	(1337.24)
	Proceeds from sale of property, plant and equipments	10.52	57.33	38.17
	Investments in subsidiary company	(3,300.00)	(99.00)	(801.00)
	Loan received back from / given to subsidiary company	40.49	(40.49)	-
	Investment in or redemption of bank and margin money deposit (having original maturity of more than 12 months)	(12.75)	(17.32)	-
	Investment in or redemption of bank and margin money deposit (having original maturity of more than 3 months)	(11.15)	(55.47)	-
	Interest received	93.12	28.76	25.41
	<b>Net cash flow used in investing activities (B)</b>	<b>(5,936.93)</b>	<b>(1,713.54)</b>	<b>(2074.67)</b>
	<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>			
	Proceeds from issuance of equity share capital (Net of right issue expenses)	8,244.78	-	-
	Proceeds/(Repayment) of long term borrowings (Net)	654.18	(918.91)	1179.21
	Proceeds/(Repayment) of short term borrowings (Net)	(3,711.50)	2,739.80	767.11
	Dividend Paid	(312.16)	(83.10)	-
	Interest paid	(227.39)	(504.57)	(467.40)
	<b>Net cash used in financing activities ( C)</b>	<b>4,647.91</b>	<b>1,233.22</b>	<b>1478.92</b>
	Effect of exchange differences on translation of balance in EEFC account - cash and cash equivalents (D)	(1.42)	(2.85)	0.1
	Net Increase/(decrease) in cash and cash equivalents (A+B+C+D)	(0.08)	191.53	(243.03)
	Cash and cash equivalents at the beginning of the year	218.17	29.49	272.51
		<b>216.67</b>	<b>218.17</b>	<b>29.49</b>
	<b>Cash and cash equivalents includes</b>			
	Balances with banks			

	In current accounts	215.88	217.53	28.17
	Cash on hand	0.79	0.65	1.32
	Total cash and bank balances at the end of period	<b>216.67</b>	<b>218.17</b>	<b>29.49</b>

**(f) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.**

No change in accounting policy during last three financial years.

**PART - B**  
**(To be filed by the Applicant)**

<b>i.</b>	<b>Name</b>	
<b>ii.</b>	<b>Father's name</b>	
<b>iii.</b>	<b>Complete Address including Flat/House Number, street, Locality, pin Code</b>	
<b>iv.</b>	<b>Phone number, if any</b>	
<b>v.</b>	<b>email ID, if any</b>	
<b>vi.</b>	<b>PAN Number</b>	
<b>vii.</b>	<b>Bank Account Details</b>	

**Signature:**

## 6. A DECLARATION BY THE DIRECTORS THAT

- a. the company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;
- b. the compliance with the said Act and the rules made thereunder do not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government;
- c. the monies received under the offer shall be used only for the purposes and objects indicated in the private placement offer cum application letter;

I am authorized by the Board of Directors of the Company vide resolution number 05 dated 11.10.2023 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.



Date: 08.11.2023  
Place: Hyderabad

S. Chandra Sekhar  
Managing Director

Attachments: -

- Copy of board resolution
- Copy of shareholder's resolution
- Certificate of PCS on Pricing

## **Annexure A**

### **Intention of promoters, directors or key managerial personnel to subscribe to the offer**

Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.

The following Promoters, Director(s) or Key Managerial Personnel of the Company intend to subscribe to the Convertible Warrants by way of Preferential Issue and are interested to the extent of their investment:

<b>S. No</b>	<b>Name</b>	<b>Category</b>	<b>Maximum Nos. of Warrants to be Allotted</b>
1.	Singavarapu Chandra Sekhar	Promoter	82,580
2.	Kudaravalli Ramakrishna	Promoter Group	30,030
3.	Arvind Kumar Anegondi	Director and Chief Executive Officer	7,505
4.	Bandhakavi Krishna Mohan Rao	Chief Financial Officer	1,875
5.	Venkatesan Subbusamy	Vice President – Regulatory Affairs & Registration	1,875
6.	Subba Raju Dandu	General Manager	3,750
7.	Chennareddy Srinivasa Rao	General Manager	1,875

### Annexure B

**The names of the proposed allottees and the percentage of post preferential capital that may be held by them**

S.No	Name of the proposed allottee	Category (promoter /non promoter)	Pre Issue Equity holding		No. of warrants proposed to be allotted	Post issue Equity holding (After conversion of Warrants)	
			No. of shares	% of holding		No. of shares	% of holding
1.	SINGAVARAPU CHANDRASEKHAR	Promoter (Individual)	15,90,194	15.28	82,580	16,72,774	12.90
2.	KUDARAVALLI RAMAKRISHNA	Promoter (Individual)	30,882	0.30	30,030	60,912	0.47
3.	PLUTUS WEALTH MANAGEMNET LLP	Non Promoter (LLP)	-	-	3,75,375	3,75,375	2.89
4.	360 ONE SPECIAL OPPORTUNITIES FUND: SERIES 9	Non Promoter (AIF)	-	-	1,87,685	1,87,685	1.45
5.	360 ONE SPECIAL OPPORTUNITIES FUND: SERIES 10	Non Promoter (AIF)	-	-	1,87,685	1,87,685	1.45
6.	RATNABALI INVESTMENT PRIVATE LIMITED	Non Promoter (Body Corporate)	14,49,457	13.93	3,75,375	18,24,832	14.07
7.	EMERALD COMPANY PRIVATE LIMITED	Non Promoter (Body Corporate)	2,31,065	2.22	3,75,375	6,06,440	4.68
8.	MIRACLE INVESTMENTS	Non Promoter (Partnership Firm)	-	-	1,87,685	1,87,685	1.45
9.	RISHITH SINHA	Non Promoter (Individual)	-	-	1,87,685	1,87,685	1.45
10.	MEHUL MOHANKA	Non Promoter (Individual)	-	-	1,65,165	1,65,165	1.27
11.	AGROCEL INDUSTRIES PRIVATE LIMITED	Non Promoter (Body Corporate)	1,39,729	1.34	1,12,610	2,52,339	1.95
12.	VSN ENTERPRISES	Non Promoter (Partnership Firm)	1,33,500	1.28	1,12,610	2,46,110	1.90
13.	UNIVERSE PROPERTY LLP	Non Promoter (LLP)	-	-	22,520	22,520	0.17

14.	SWYOM INDIA ALFA FUND	Non Promoter (AIF)	-	-	15,015	15,015	0.12
15.	SAKHI SINGHI	Non Promoter (Individual)	-	-	11,260	11,260	0.09
16.	JAISHANKAR NATARAJAN	Non Promoter (Individual)	-	-	7,505	7,505	0.06
17.	BONDALAPATI NAVEENKRISHNA	Non Promoter (Individual)	-	-	7,505	7,505	0.06
18.	ARVIND KUMAR ANEGONDI	Non Promoter (Individual)	1,132	0.01	7,505	8,637	0.07
19.	ABHINAV CHANDAK	Non Promoter (Individual)	-	-	7,505	7,505	0.06
20.	RAKESH PANDIYA	Non Promoter (Individual)	-	-	4,125	4,125	0.03
21.	DEVIKA SETHI	Non Promoter (Individual)	-	-	3,750	3,750	0.03
22.	PANKAJ GUPTA	Non Promoter (Individual)	-	-	3,750	3,750	0.03
23.	NAVIN MIMANI	Non Promoter (Individual)	-	-	3,750	3,750	0.03
24.	PURNA CHANDRA RAO N	Non Promoter (Individual)	50	0.00	3,750	3,800	0.03
25.	TATINENI SATISH	Non Promoter (Individual)	-	-	3,750	3,750	0.03
26.	LAKSHMI MANDAVA	Non Promoter (Individual)	-	-	3,750	3,750	0.03
27.	PURNACHANDRA RAO POTINI	Non Promoter (Individual)	2	0.00	3,750	3,752	0.03
28.	KONDALA RAO EDARA	Non Promoter (Individual)	1	0.00	3,750	3,751	0.03
29.	SUBBA RAJU DANDU	Non Promoter (Individual)	1,536	0.01	3,750	5,286	0.04
30.	LINGAMANENI SOWJANYA	Non Promoter (Individual)	11	0.00	3,750	3,761	0.03
31.	M KALYANA CHAKRAVARTHY	Non Promoter (Individual)	200	0.00	3,750	3,950	0.03
32.	TATINENI SRIVENKATASIVALAKSHMI	Non Promoter (Individual)	-	-	3,750	3,750	0.03

33.	VEERAMACHINENI SURESH	Non Promoter (Individual)	-	-	3,750	3,750	0.03
34.	MANDAVA SOWJITHA	Non Promoter (Individual)	-	-	3,750	3,750	0.03
35.	BONTHU PREMALATHA	Non Promoter (Individual)	2,000	0.02	3,750	5,750	0.04
36.	RAJASEKHAR CHUNDURI	Non Promoter (Individual)	-	-	3,750	3,750	0.03
37.	BHARAT JAIN	Non Promoter (Individual)	-	-	3,000	3,000	0.02
38.	SWATI HIROO MALOO	Non Promoter (Individual)	67	0.00	1,875	1,942	0.01
39.	NISHANT SHAH	Non Promoter (Individual)	-	-	1,875	1,875	0.01
40.	RAJESH DAGA	Non Promoter (Individual)	-	-	1,875	1,875	0.01
41.	SUSHMITA DAS	Non Promoter (Individual)	-	-	1,875	1,875	0.01
42.	VALLABHANENI BHARGAV	Non Promoter (Individual)	-	-	1,875	1,875	0.01
43.	BANDHAKAVI KRISHNA MOHAN RAO	Non Promoter (Individual)	9	0.00	1,875	1,884	0.01
44.	ANURADHA KANNEGANTI	Non Promoter (Individual)	2	0.00	1,875	1,877	0.01
45.	VENKATESAN SUBBUSAMY	Non Promoter (Individual)	1,032	0.01	1,875	2,907	0.02
46.	MANDALA AMAN RAJ	Non Promoter (Individual)	-	-	1,875	1,875	0.01
47.	CHENNAREDDY SRINIVASA RAO	Non Promoter (Individual)	-	-	1,875	1,875	0.01
48.	MALLIPEDDI LAKSHMI PAVAN	Non Promoter (Individual)	-	-	1,875	1,875	0.01
49.	KOGANTI BHARGAV	Non Promoter (Individual)	-	-	1,875	1,875	0.01
50.	VEMULAPPALI VENKATA PRADEEP KUMAR	Non Promoter (Individual)	-	-	1,875	1,875	0.01
51.	ADUSUMALLI SRINIVASULU	Non Promoter (Individual)	-	-	1,875	1,875	0.01

52.	SYED MAHABOOB SUBHANI	Non Promoter (Individual)	-	-	1,875	1,875	0.01
53.	PREM CHAND DIGUMARTHI	Non Promoter (Individual)	-	-	1,875	1,875	0.01
54.	GUDURU RAJA CHANDRA CHOWDARY	Non Promoter (Individual)	-	-	1,875	1,875	0.01
55.	C H SRINIVASULU	Non Promoter (Individual)	-	-	1,875	1,875	0.01
56.	MAHENDRA UDAY BHALERAO	Non Promoter (Individual)	-	-	1,875	1,875	0.01

**Annexure C**  
**The pre-issue and post-issue shareholding pattern of the company**

S.No	Category	Pre Issue Shareholding		Warrants proposed to be allotted	Post Issue Shareholding (Assuming full conversion of warrants)	
		No of shares held	% of share holding		No of shares held	% of share holding
<b>A</b>	<b>Promoters holding:</b>					
1	Indian:					
	Individual	19,70,541	18.94	1,12,610	20,83,151	16.07
	Bodies Corporate	4,76,823	4.58	-	4,76,823	3.68
	Sub Total	24,47,364	23.52	1,12,610	25,59,974	19.74
2	Foreign Promoters	-	-	-	-	-
	<b>Sub Total (A)</b>	<b>24,47,364</b>	<b>23.52</b>	<b>1,12,610</b>	<b>25,59,974</b>	<b>19.74</b>
<b>B</b>	<b>Non- Promoters holding:</b>					
1	Institutional Investors	10,269	0.10	7,65,760	7,76,029	5.98
2	Non-Institution:					
	Private Corporate Bodies	40,27,149	38.70	8,85,880	49,13,029	37.89
	Directors and Relatives	1,132	0.01	7,505	8,637	0.07
	Indian Public	37,52,740	36.07	4,81,870	42,42,115	32.66
	Others (Including NRIs)	1,66,829	1.60	3,07,800	4,67,124	3.66
	<b>Sub Total (B)</b>	<b>79,58,119</b>	<b>76.48</b>	<b>24,48,815</b>	<b>1,04,06,934</b>	<b>80.26</b>
	<b>Grand Total</b>	<b>1,04,05,483</b>	<b>100.00</b>	<b>25,61,425</b>	<b>1,29,66,908</b>	<b>100.00</b>

**Notes:**

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, October 06, 2023.
2. Post issue shareholding is provided assuming all the Warrants allotted pursuant to this issue are converted into Equity Shares of the Company
3. Post shareholding structure may change in future depending upon any other corporate action in between.

**Annexure D**

**Remuneration of directors including commission (during the current year and last three financial years);**

a) Mr. S. Chandra Sekhar, Managing Director:

2020-21	-	Rs. 128.26 lakhs
2021-22	-	Rs. 141.48 lakhs
2022-23	-	Rs. 214.33 lakhs

b) Mr. Ketan Chamanlal Budh, Whole time Director:

2020-21	-	Rs. 29.48 lakhs
2021-22	-	Rs. 32.16 lakhs
2022-23	-	Rs. 9.12 lakhs

### Annexure E:

Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
a) Subsidiary Company			
Bheema Fine Chemicals Private Limited			
Loans given during the year to the enterprise	3,040.00	105.00	1,577.31
Loans repaid during the year from the enterprise	3,138.97	66.64	1,577.31
Interest received on the loan given	58.47	2.13	-
Amount paid towards Shares allotment	3,300.00	99.00	801.00
Security of land given against the loan taken by holding company	-	500.00	-
b) Enterprises under the significant influence of persons having significant influence over this company			
Sales of Finished Goods (Including duties and taxes)			
Agnova Chemicals Pvt Ltd	-	-	67.41
Purchase of Goods / Services (Including duties and taxes)			
Agnova Chemicals Pvt Ltd	-	-	27.56
VNA Express & Logistic Solutions	-	6.27	9.29
c) Enterprises under the control of persons having significant influence over this company			
Greenpath Energy Private Limited			
Loans taken during the year from the enterprise	-	220.00	200.00
Loans repaid during the year to the enterprise	-	456.98	0.50
Interest on Loans paid to the enterprise	-	18.99	3.39
Singavarapu Koteswara Rao Charitable Trust			
Contribution made towards CSR Expenditure	36.69	-	-
d) Key Management Personnel			
i) Sri. S Chandra Sekhar			
Remuneration including commission	214.33	141.48	130.76
Unsecured loans taken from him	-	140.00	82.00
Unsecured loans Repaid to him	-	441.41	240.17
Interest on Unsecured loans paid to him	-	12.77	41.51
ii) Sri. Ketan Chamanlal Budh			
Remuneration	9.12	32.16	29.48



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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 146<sup>th</sup> MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON WEDNESDAY, OCTOBER 11, 2023 AT 11:00 AM THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 8-2-269/S/3/A, PLOT NO.3, SAGAR SOCIETY, ROAD NO.2, BANJARA HILLS, HYDERABAD-500034 AND CONCLUDED AT 03:45 P.M.**

**Issue of up to 25,61,425 (Twenty-five lakh sixty-one thousand four hundred twenty-five only) Convertible Warrants of Rs. 10/- each convertible into, or exchangeable for, one equity share of Rs. 10/- each of the Company within the period of 18 (eighteen months) in accordance with the applicable laws to the persons belonging to promoter, promoter group and non-promoter category on preferential basis, subject to the approval of the shareholders and regulatory authorities**

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62(1)(c) of the Companies Act, 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (**“the Act”**) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**“SEBI ICDR Regulations”**), including the provisions of Chapter V of the ICDR Regulations, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (**“Listing Regulations”**) and the listing agreement executed by the Company with the Stock Exchanges, any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), Ministry of Corporate Affairs (**“MCA”**), Reserve Bank of India (**“RBI”**), stock exchanges where the shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited (collectively, **“Stock Exchanges”**), and/or any other statutory / regulatory authority, provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder, Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, subject to the approval of the shareholders of the company, the consent of the Board of the Company be and is hereby accorded to create, . or other applicable laws in this respect to persons / entity listed below (**“Warrant Holder(s)” / “Proposed Allottees(s)”**):

S. No	Name, PAN and Address of the Proposed Allottee(s)			Category	No. of Convertible Warrants proposed to be allotted
	Name	PAN	Address		
1.	SINGAVARAPU CHANDRASEKHAR	AUQPS8036G	403 VISWASAI APARTMENTS JAYAPRAKASH NAGAR, YELLAREDDYGUDA	Promoter (Individual)	82,580



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			HYDERABAD - 500073.		
2.	KUDARAVALLI RAMAKRISHNA	AJCPK9446P	H.NO. 8 3 319/9 YELLAREDDYGUDA, AMEERPET, HYDERABAD - 500073.	Promoter (Individual)	30,030
3.	PLUTUS WEALTH MANAGEMNET LLP	AATFP4879R	EMPIRE COMPLEX, 1ST FLOOR, SMS DEPT 414, S.B. MARG, LOWER PAREL(W) MUMBAI, MAHARASHTRA-400013	Non Promoter (LLP)	3,75,375
4.	360 ONE SPECIAL OPPORTUNITIES FUND: SERIES 9	AABTI9465N	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, PO BOX NO. 1142, FORT MUMBAI-400001	Non Promoter (AIF)	1,87,685
5.	360 ONE SPECIAL OPPORTUNITIES FUND: SERIES 10	AABTI9466R	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, PO BOX NO. 1142, FORT MUMBAI-400001	Non Promoter (AIF)	1,87,685
6.	RATNABALI INVESTMENT PRIVATE LIMITED	AADCR8417N	5A, WOOD BURN PARK ROAD WOODBURN CENTRAL, 2RD FLOOR, KOLKATA, WB-700020	Non Promoter (Body Corporate)	3,75,375
7.	EMERALD COMPANY PRIVATE LIMITED	AADCE2623D	31, CHOWRINGHEE ROAD, KOLKATA - 700016	Non Promoter (Body Corporate)	3,75,375
8.	MIRACLE INVESTMENTS	ABSFM6886H	1701 LODHA SUPREMUS SENAPATI BAPAT MARG LOWER PAREL MUMBAI 400013	Non Promoter (Partnership Firm)	1,87,685
9.	RISHITH SINHA	DRBPS8298R	57 BY 3, BALLYGUNGE CIRCULAR ROAD, KOLKATA-700019.	Non Promoter (Individual)	1,87,685
10.	MEHUL MOHANKA	AFDPM0572R	146, BLOCK - G, NEW ALIPORE, KOLKATA, WESTBENGAL,INDIA, KOLKATA, 700053.	Non Promoter (Individual)	1,65,165
11.	AGROCEL INDUSTRIES PRIVATE LIMITED	AACCA7205J	B-701/702, 7TH FLOOR, FLEXCEL PARK, 184-187 , S.V ROAD, JOGESHWARI(W), MUMBAI 400102	Non Promoter (Body Corporate)	1,12,610



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12.	VSN ENTERPRISES	AALFV8193J	IDEAL PLAZA, 4TH FLOOR, 11/1, SARAT BOSE ROAD, KOLKATA-700020	Non Promoter (Partnership Firm)	1,12,610
13.	UNIVERSE PROPERTY LLP	AAEFU1944P	9, MANGOE LANE, 3rd FLOOR, ROOM NO.23, KOLKATA-700001	Non Promoter (LLP)	22,520
14.	SWYOM INDIA ALFA FUND	ABFTS6177G	11 A M D ROAD, 2ND FLOOR, ROOM NO 1, KOLKATA , WEST BENGAL - 700007	Non Promoter (AIF)	15,015
15.	SAKHI SINGHI	FMTPS4873P	RAJASTHALI BLOCK B-2, 3,JAMADAR KHAN LANE, KOLKATA,WEST BENGAL-700019.	Non Promoter (Individual)	11,260
16.	JAISHANKAR NATARAJAN	AGAPN8897Q	381 A9 VELACHERY, MAIN ROAD, VELACHERY, CHENNAI - 600042 TAMILNADU - INDIA	Non Promoter (Individual)	7,505
17.	BONDALAPATI NAVEENKRISHNA	AKTPB0414A	FN 103 SANTHAPETA, SAI BABA TEMPLE ONGOLE, PRAKASAM DIST- 523001	Non Promoter (Individual)	7,505
18.	ARVIND KUMAR ANEGONDI	AEJPA8710L	12-2, 417/46/22, MEHDIPATNAM, SHARADA NAGAR COLONY HYDERABAD, TELENGANA - 500067	Non Promoter (Individual)	7,505
19.	ABHINAV CHANDAK	AHMPC7607A	BHAGABANDH PARA, PURULIA MUNICIPALITY, WARD NO-3, PURULIA-723101, WEST BENGAL, INDIA.	Non Promoter (Individual)	7,505
20.	RAKESH PANDIYA	AFCPP9409H	P-125, SUVADA USHA PARK, GARIA SRIRAMPUR FARIA, SOUTH TWENTY FOUR PARGANAS 700084.	Non Promoter (Individual)	4,125
21.	DEVIKA SETHI	BFHPJ1945J	3RD FLOOR, FLAT-3A, 35/4, PADDAPUKUR ROAD, L.R.SARANI, KOLKATA-700020, WEST BENGAL,INDIA.	Non Promoter (Individual)	3,750
22.	PANKAJ GUPTA	ADOPG8635Q	GANGES GARDEN, D2-2B 106, KIRAN CHAND SINGHA RD, SIBPUR ALOKA CINEMA, HOWRAH,WEST BENGAL-711102.	Non Promoter (Individual)	3,750



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23.	NAVIN MIMANI	ADRPM6807D	B 89, PALACE ORCHARD COLONY, PHASE 3, KOLAR ROAD, BHOPAL-462042.	Non Promoter (Individual)	3,750
24.	PURNA CHANDRA RAO N	ADJPN1914E	37-1-718/207, SANTHA PETA BESIDE SAI BABA TEMPLE, ONGOLE , PRAKASAM DIST, ONGOLE -523001	Non Promoter (Individual)	3,750
25.	TATINENI SATISH	AEQPT3303K	MIG 206 ,PHASE 1 ROAD NO 1 , NEAR IRIS FACTORY OUT LET, K P H B COLONY, HYDERABAD, TELANGANA, INDIA, 500072.	Non Promoter (Individual)	3,750
26.	LAKSHMI MANDAVA	ANOPM5294K	P NO 117 118 , FLAT NO 204, 3RD FLOOR, BALAJI RESIDENCE, R. NO 10, VIJAYANAGAR COLONY, KUKAT PALLY , HYDERABAD - 500072	Non Promoter (Individual)	3,750
27.	PURNACHANDRA RAO POTINI	ACUPP4721B	FLAT NO 403, VISWASAI ENCLAVE, JAYAPRAKASH NAGAR, YELLAREDDY GUDA, KHAIRATABAD, HYDERABAD - 500073	Non Promoter (Individual)	3,750
28.	KONDALA RAO EDARA	AMEPK9255F	H NO 28, ENVIRON ENCLAVE, SAIBABA NAGAR, NEAR METRO, RANGA REDDY-500072	Non Promoter (Individual)	3,750
29.	SUBBA RAJU DANDU	AKLPD9729Q	8202 VISWANADHA RESIDENCY, SAINIK, NEAR TURBO MACHINERY, BACHUPALLI, KV RANGA REDDY, TELENGANA -500090	Non Promoter (Individual)	3,750
30.	LINGAMANENI SOWJANYA	AJZPL6242M	FLAT NO G2 SAIS CHANDANA APARTMENT NEER SAI BABA TEMPLE SANTHA PETA PRAKASAM ONGOLE 523001	Non Promoter (Individual)	3,750



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31.	M KALYANA CHAKRAVARTHY	CAIPK1883R	3-30 HANUMANTHAPURAM HANUMANTHAPURAM KRISHNA 521246	Non Promoter (Individual)	3,750
32.	TATINENI SRIVENKATASIVALAKSHMI	AYHPT5430G	FLAT NO-G1, SAIS CHANDANA APPARTMENT, SANTHAPETA, NEAR SAIBABA TEMPLE, ONGOLE, PRAKASAM-523001.	Non Promoter (Individual)	3,750
33.	VEERAMACHINENI SURESH	BJKPS9467H	15 141 JUVVALA PALEM JUVALAPALEM, VELLATURU GUNTUR GUNTUR 522257	Non Promoter (Individual)	3,750
34.	MANDAVA SOWJITHA	EYEPM0683P	58-4-20 CHUNDURI VARO VEEDHI SANTHAPETA, NEAR VETARNERY HOSPITAL PRAKASAM, ANDHRA PRADESH, INDIA PRAKASAM 523001	Non Promoter (Individual)	3,750
35.	BONTHU PREMALATHA	ALNPB7248R	FLAT 107 MASTERS ENCLAVE SANTHAPEAT ONGOLE ONGOLE PRAJASAM, 523001, ANDHRA PRADESH	Non Promoter (Individual)	3,750
36.	RAJASEKHAR CHUNDURI	AIBPC7745B	5 92 MAIN ROAD, VENKATARAJUPALEM, DODDAVARAPPADU, PRAKASAM - 523211	Non Promoter (Individual)	3,750
37.	BHARAT JAIN	AHTPJ0439Q	IDEAL EXOTICA, BLOCK A, 10TH FLOOR, FLAT 10 B 21, PRAMATHA CHOWDHURY, SARANI NEAR NEW ALIPORE POLICE STATION, KOLKATA- 700053.	Non Promoter (Individual)	3,000
38.	SWATI HIROO MALOO	AHHPH6570N	BRINDAVAN GARDENS, BLOCK B1, 11 FLOOR, FLAT 3 98 CHRISTOPHER RD, GOBINDA KHATICK ROAD, KOLKATA- 700046, WEST BENGAL, INDIA.	Non Promoter (Individual)	1,875
39.	NISHANT SHAH	BQSPS9265A	KISHORE BHAWAN COMPOUND, RANCHI ROAD, PURULIA-723101, WEST BENGAL, INDIA.	Non Promoter (Individual)	1,875
40.	RAJESH DAGA	ADLPD7722J	P-308 C I T ROAD SCHEME VI, ABOVE TANISHQ	Non Promoter (Individual)	1,875



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			SHOWROOM, KANKURGACHI, KOLKATA, WEST BENGAL-700054.		
41.	SUSHMITA DAS	AKAPD3356Q	2A SHANTI RESIDENCY, 1ST FLOOR FLR, 465, MOTILAL GUPTA ROAD PURBA BARISHA, NEAR NILKANTHA COMMUNITY HALL KOLKATA WEST BENGAL INDIA 700008	Non Promoter (Individual)	1,875
42.	VALLABHANENI BHARGAV	AIUPV9680M	D NO 1-1485, BANK COLONY, MANGALAGIRI- 522503	Non Promoter (Individual)	1,875
43.	BANDHAKAVI KRISHNA MOHAN RAO	ADAPB3460E	PLOT NO 128, B FLAT NO 201, SAI BINDU APARTMENT KALYAN NAGAR-3, HYDERABAD- 500018	Non Promoter (Individual)	1,875
44.	ANURADHA KANNEGANTI	AURPK0785H	12- 13-198-103, STREET NO 1, TARNAKA GAYATRI TOWERS, SECUNDERABAD - 500017	Non Promoter (Individual)	1,875
45.	VENKATESAN SUBBUSAMY	ARRPS3163J	FLAT NO 202, PEACE COURT APPT, 1ST STREET, UMA NAGAR, BEGUMPET, BEHIND COUNTRY CLUB, HYDERABAD- 500068	Non Promoter (Individual)	1,875
46.	MANDALA AMAN RAJ	BQOPM5312C	S/O MANDALA MANOHAR RAO 8-3-1046 FLAT NO 402 NARAYANA REDDY SARASWATHI APARTMENT SRINAGAR COLONY, PUNJAGUTTA, YELLAREDDYGUDA, HYDERABAD 500073 TELANGANA INDIA	Non Promoter (Individual)	1,875
47.	CHENNAREDDY SRINIVASA RAO	AEXPC1306G	37-1-59/5, NEAR VENKAIAH, SWAMY TEMPLE ANNAVARAPPADU, ONGOLE, PRAKASAM 523001 ANDHRA PRADESH, INDIA	Non Promoter (Individual)	1,875



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48.	MALLIPEDDI LAKSHMI PAVAN	AHVPL3107B	2 92 CHITTURPU, CHITTURPU KRISHNA, KRISHNA 521132	Non Promoter (Individual)	1,875
49.	KOGANTI BHARGAV	FQCPB0431H	4 35, MARRIVADA, MARRIVADA KRISHNA KRISHNA 521256	Non Promoter (Individual)	1,875
50.	VEMULAPPALI VENKATA PRADEEP KUMAR	BAWPV8144B	2 32, SAJJAVARIPALEM DISTRICT GUNTUR, GUNTUR 522265	Non Promoter (Individual)	1,875
51.	ADUSUMALI SRINIVASULU	AGSPA3886G	D NO 8-69 MARLA PADU VIA VALLURU TANGUTUR PRAKASAM PRAKASAM 5233272	Non Promoter (Individual)	1,875
52.	SYED MAHABOOB SUBHANI	AWDPS6761R	1-41/1 GANIKAPUDI GANIKAPUDI GUNTUR GUNTUR, 522019 ANDHRA PRADESH, INDIA	Non Promoter (Individual)	1,875
53.	PREM CHAND DIGUMARTHI	BTLPD2138K	GOLLAPUDI APATMENT,FLAT NO- 403, C R DAS STREET,SANTHAPETA, ONGOLE, PRAKASAM- 523001,ANDHRA PRADESH.	Non Promoter (Individual)	1,875
54.	GUDURU RAJA CHANDRA CHOWDARY	CGYPG9345L	P H 1, GNANISHA RESIDENCY, MEGA TOEN SHIP, AYYAPPA NAGAR, KRISHNA URBAN, VIJAYAWADA - 520007	Non Promoter (Individual)	1,875
55.	C H SRINIVASULU	BUMPS7043E	PONDURU, PRAKASAM DIST ANDHRA PRADESH - 523273	Non Promoter (Individual)	1,875
56.	MAHENDRA UDAY BHALERAO	AFBPB3306C	PLOT NO 57, ASBESTOS COLONY KHARKHANA, SECUNDERABAD HYDERABAD 500009, ANDHRA PRADESH, INDIA	Non Promoter (Individual)	1,875
<b>Total</b>					<b>25,61,425</b>



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**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of SEBI ICDR Regulations, the **Relevant Date** for determining the minimum issue price of Warrants shall be Thursday, **October 05, 2023** being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held on Saturday, November 04, 2023.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for conversion to fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.
2. The Warrant Holders shall be entitled to exercise his/their option to convert the Warrants into Equity Shares of the Company in one or more tranches on a date as may be mutually agreed between the issuer and the warrant holder after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon.
3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the bank account.( The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).)
4. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months by making the full payment for the entire allotment from the date of allotment of Warrants, the Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited; (The conversion of warrants into equity shares shall happen at any time within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations on a date as may be mutually agreed between the issuer and the warrant holder )
5. The Equity Shares arising out of conversion of Warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
6. The Equity Shares so allotted on conversion of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
7. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;



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8. The Warrants and Equity Shares allotted pursuant to the conversion of the Warrants shall be locked-in as prescribed under the ICDR Regulations.”
9. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.
10. Warrants shall be issued and allotted by the Company only in dematerialized form.

**“RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.”

**“RESOLVED FURTHER THAT** Warrants, being allotted to the Proposed Allottees(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.

**“RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**“RESOLVED FURTHER THAT** Equity Shares having Face value of Rs. 10/- (Rupees Ten) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the BSE Limited (‘BSE’) and National Stock Exchange of India Limited (NSE”)

**“RESOLVED FURTHER THAT** any of the directors of the company, Sri. B. Krishna Mohan Rao, Chief Financial Officer, Smt. Sharanya. R, Company Secretary and Compliance Officer of the company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, filing of corporate actions with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, signing of all deeds and documents to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder’s demat accounts as may be required to give effect to the above resolutions

**//CERTIFIED TRUE COPY//**

**S. Chandra Sekhar**  
Managing Director  
DIN: 00159543



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**EXTRACT OF THE RESOLUTION PASSED AT THE FIRST EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF BHAGIRADHA CHEMICALS & INDUSTRIES LIMITED (THE “COMPANY”) FOR THE FINANCIAL YEAR 2023-24 (EGM NO. 1/2023-24) HELD ON SATURDAY, NOVEMBER 04, 2023 AT 11:00 A.M (IST) THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS (“VC”/ “OAVM”),**

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**Issue of up to 25,61,425 (Twenty-five lakh sixty-one thousand four hundred twenty-five only) Convertible Warrants of Rs. 10/- each convertible into, or exchangeable for, one equity share of Rs. 10/- each of the Company within the period of 18 (eighteen months) in accordance with the applicable laws to the persons belonging to promoter, promoter group and non-promoter category on preferential basis.**

### **Special Business - Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62(1)(c) of the Companies Act, 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (**“the Act”**) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**“SEBI ICDR Regulations”**), including the provisions of Chapter V of the ICDR Regulations, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (**“Listing Regulations”**) and the listing agreement executed by the Company with the Stock Exchanges, any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), Ministry of Corporate Affairs (**“MCA”**), Reserve Bank of India (**“RBI”**), stock exchanges where the shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited (collectively, **“Stock Exchanges”**), and/or any other statutory / regulatory authority, provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder, Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the **“Board”** which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 25,61,425 (Twenty five lakh sixty one thousand four hundred twenty five only ) Convertible Warrants of Rs. 10/- each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupee Ten One Only) (**“Equity Share(s)”**) each at a price of Rs. 1332/- (Rupees one thousand three hundred thirty-two only) (**“here in after referred as warrant issue price”**) including the Warrant face value



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of Rs. 10/- each and premium of Rs. 1322/- payable in cash, aggregating up to Rs.341,18,18,100/- (Rupees Three hundred forty-one crores eighteen lakh eighteen thousand one hundred Only) (**“Total Issue Size”**) on a preferential basis subject to the entitlement of each Warrant Holder as specified below and upon receipt of Rs. 333/- (Rupees Three Hundred and Thirty-Three Only) for each Warrant, which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price as upfront payment (**“Warrant Subscription Price”**) entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants and on payment of Rs. 999/- (Rupees Nine Hundred and Ninety- Nine only) which is equivalent to remaining 75% (Seventy- five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect to persons / entity listed below (**“Warrant Holder(s)” / “Proposed Allottees(s)”**):

S. No	Name, PAN and Address of the Proposed Allottee(s)			Category	No. of Convertible Warrants proposed to be allotted
	Name	PAN	Address		
1.	SINGAVARAPU CHANDRASEKHAR	AUQPS8036G	403 VISWASAI APARTMENTS JAYAPRAKASH NAGAR, YELLAREDDYGUDA HYDERABAD - 500073.	Promoter (Individual)	82,580
2.	KUDARAVALLI RAMAKRISHNA	AJCPK9446P	H.NO. 8 3 319/9 YELLAREDDYGUDA, AMEERPET, HYDERABAD - 500073.	Promoter (Individual)	30,030
3.	PLUTUS WEALTH MANAGEMNET LLP	AATFP4879R	EMPIRE COMPLEX, 1ST FLOOR, SMS DEPT 414, S.B. MARG, LOWER PAREL(W) MUMBAI, MAHARASHTRA- 400013	Non Promoter (LLP)	3,75,375
4.	360 ONE SPECIAL OPPORTUNITIES FUND: SERIES 9	AABTI9465N	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, PO BOX NO. 1142, FORT MUMBAI- 400001	Non Promoter (AIF)	1,87,685



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5.	360 ONE SPECIAL OPPORTUNITIES FUND: SERIES 10	AABTI9466R	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, PO BOX NO. 1142, FORT MUMBAI-400001	Non Promoter (AIF)	1,87,685
6.	RATNABALI INVESTMENT PRIVATE LIMITED	AADCR8417N	5A, WOOD BURN PARK ROAD WOODBURN CENTRAL, 2RD FLOOR, KOLKATA, WB-700020	Non Promoter (Body Corporate)	3,75,375
7.	EMERALD COMPANY PRIVATE LIMITED	AADCE2623D	31, CHOWRINGHEE ROAD, KOLKATA - 700016	Non Promoter (Body Corporate)	3,75,375
8.	MIRACLE INVESTMENTS	ABSFM6886H	1701 LODHA SUPREMUS SENAPATI BAPAT MARG LOWER PAREL MUMBAI 400013	Non Promoter (Partnership Firm)	1,87,685
9.	RISHITH SINHA	DRBPS8298R	57 BY 3, BALLYGUNGE CIRCULAR ROAD, KOLKATA-700019.	Non Promoter (Individual)	1,87,685
10.	MEHUL MOHANKA	AFDPM0572R	146, BLOCK - G, NEW ALIPORE, KOLKATA, WESTBENGAL,INDIA, KOLKATA, 700053.	Non Promoter (Individual)	1,65,165
11.	AGROCEL INDUSTRIES PRIVATE LIMITED	AACCA7205J	B-701/702, 7TH FLOOR, FLEXCEL PARK, 184-187 , S.V ROAD, JOGESHWARI(W), MUMBAI 400102	Non Promoter (Body Corporate)	1,12,610
12.	VSN ENTERPRISES	AALFV8193J	IDEAL PLAZA, 4TH FLOOR, 11/1, SARAT BOSE ROAD, KOLKATA-700020	Non Promoter (Partnership Firm)	1,12,610
13.	UNIVERSE PROPERTY LLP	AAEFU1944P	9, MANGOE LANE, 3rd FLOOR, ROOM NO.23, KOLKATA-700001	Non Promoter (LLP)	22,520
14.	SWYOM INDIA ALFA FUND	ABFTS6177G	11 A M D ROAD, 2ND FLOOR, ROOM NO 1, KOLKATA , WEST BENGAL - 700007	Non Promoter (AIF)	15,015



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15.	SAKHI SINGHI	FMTPS4873P	RAJASTHALI BLOCK B-2, 3,JAMADAR KHAN LANE, KOLKATA, WEST BENGAL-700019.	Non Promoter (Individual)	11,260
16.	JAISHANKAR NATARAJAN	AGAPN8897Q	381 A9 VELACHERY, MAIN ROAD, VELACHERY, CHENNAI - 600042 TAMILNADU - INDIA	Non Promoter (Individual)	7,505
17.	BONDALAPATI NAVEENKRISHNA	AKTPB0414A	FN 103 SANTHAPETA, SAI BABA TEMPLE ONGOLE, PRAKASAM DIST- 523001	Non Promoter (Individual)	7,505
18.	ARVIND KUMAR ANEGONDI	AEJPA8710L	12-2, 417/46/22, MEHDIPATNAM, SHARADA NAGAR COLONY HYDERABAD, TELENGANA - 500067	Non Promoter (Individual)	7,505
19.	ABHINAV CHANDAK	AHMPC7607A	BHAGABANDH PARA, PURULIA MUNICIPALITY, WARD NO-3, PURULIA-723101, WEST BENGAL, INDIA.	Non Promoter (Individual)	7,505
20.	RAKESH PANDIYA	AFCPP9409H	P-125, SUVADA USHA PARK, GARIA SRIRAMPUR FARIA, SOUTH TWENTY FOUR PARGANAS 700084.	Non Promoter (Individual)	4,125
21.	DEVIKA SETHI	BFHPJ1945J	3RD FLOOR, FLAT-3A, 35/4, PADDAPUKUR ROAD, L.R.SARANI, KOLKATA-700020, WEST BENGAL,INDIA.	Non Promoter (Individual)	3,750
22.	PANKAJ GUPTA	ADOPG8635Q	GANGES GARDEN, D2-2B 106, KIRAN CHAND SINGHA RD, SIBPUR ALOKA CINEMA, HOWRAH, WEST BENGAL-711102.	Non Promoter (Individual)	3,750
23.	NAVIN MIMANI	ADRPM6807D	B 89, PALACE ORCHARD COLONY, PHASE 3, KOLAR	Non Promoter (Individual)	3,750



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			ROAD, BHOPAL-462042.		
24.	PURNA CHANDRA RAO N	ADJPN1914E	37-1-718/207, SANTHA PETA BESIDE SAI BABA TEMPLE, ONGOLE , PRAKASAM DIST, ONGOLE -523001	Non Promoter (Individual)	3,750
25.	TATINENI SATISH	AEQPT3303K	MIG 206 ,PHASE 1 ROAD NO 1 , NEAR IRIS FACTORY OUT LET, K P H B COLONY, HYDERABAD, TELANGANA, INDIA, 500072.	Non Promoter (Individual)	3,750
26.	LAKSHMI MANDAVA	ANOPM5294K	P NO 117 118 , FLAT NO 204, 3RD FLOOR, BALAJI RESIDENCE, R. NO 10, VIJAYANAGAR COLONY, KUKAT PALLY , HYDERABAD - 500072	Non Promoter (Individual)	3,750
27.	PURNACHANDRA RAO POTINI	ACUPP4721B	FLAT NO 403, VISWASAI ENCLAVE, JAYAPRAKASH NAGAR, YELLAREDDY GUDA, KHAIRATABAD, HYDERABAD - 500073	Non Promoter (Individual)	3,750
28.	KONDALA RAO EDARA	AMEPK9255F	H NO 28, ENVIRON ENCLAVE, SAIBABA NAGAR, NEAR METRO, RANGA REDDY- 500072	Non Promoter (Individual)	3,750
29.	SUBBA RAJU DANDU	AKLPD9729Q	8202 VISWANADHA RESIDENCY, SAINIK, NEAR TURBO MACHINERY, BACHUPALLI, KV RANGA REDDY, TELENGANA -500090	Non Promoter (Individual)	3,750
30.	LINGAMANENI SOWJANYA	AJZPL6242M	FLAT NO G2 SAIS CHANDANA APARTMENT NEER SAI BABA	Non Promoter (Individual)	3,750



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			TEMPLE SANTHA PETA PRAKASAM ONGOLE 523001		
31.	M KALYANA CHAKRAVARTHY	CAIPK1883R	3-30 HANUMANTHAPURAM HANUMANTHAPURAM KRISHNA 521246	Non Promoter (Individual)	3,750
32.	TATINENI SRIVENKATASIVALAKSHMI	AYHPT5430G	FLAT NO-G1, SAIS CHANDANA APPARTMENT, SANTHAPETA, NEAR SAIBABA TEMPLE, ONGOLE, PRAKASAM-523001.	Non Promoter (Individual)	3,750
33.	VEERAMACHINENI SURESH	BJKPS9467H	15 141 JUVVALA PALEM JUVVALAPALEM, VELLATURU GUNTUR GUNTUR 522257	Non Promoter (Individual)	3,750
34.	MANDAVA SOWJITHA	EYEPM0683P	58-4-20 CHUNDURI VARO VEEDHI SANTHAPETA, NEAR VETARNERY HOSPITAL PRAKASAM, ANDHRA PRADESH, INDIA PRAKASAM 523001	Non Promoter (Individual)	3,750
35.	BONTHU PREMALATHA	ALNPB7248R	FLAT 107 MASTERS ENCLAVE SANTHAPEAT ONGOLE ONGOLE PRAJASAM, 523001, ANDHRA PRADESH	Non Promoter (Individual)	3,750
36.	RAJASEKHAR CHUNDURI	AIBPC7745B	5 92 MAIN ROAD, VENKATARAJUPALEM, DODDAVARAPPADU, PRAKASAM - 523211	Non Promoter (Individual)	3,750
37.	BHARAT JAIN	AHTPJ0439Q	IDEAL EXOTICA, BLOCK A, 10TH FLOOR, FLAT 10 B 21, PRAMATHA CHOWDHURY, SARANI NEAR NEW ALIPORE POLICE STATION, KOLKATA- 700053.	Non Promoter (Individual)	3,000
38.	SWATI HIROO MALOO	AHHPH6570N	BRINDAVAN GARDENS, BLOCK B1, 11 FLOOR, FLAT 3 98	Non Promoter (Individual)	1,875



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			CHRISTOPHER RD, GOBINDA KHATICK ROAD, KOLKATA- 700046, WEST BENGAL, INDIA.		
39.	NISHANT SHAH	BQSPS9265A	KISHORE BHAWAN COMPOUND, RANCHI ROAD, PURULIA-723101, WEST BENGAL, INDIA.	Non Promoter (Individual)	1,875
40.	RAJESH DAGA	ADLPD7722J	P-308 C I T ROAD SCHEME VI, ABOVE TANISHQ SHOWROOM, KANKURGACHI, KOLKATA, WEST BENGAL-700054.	Non Promoter (Individual)	1,875
41.	SUSHMITA DAS	AKAPD3356Q	2A SHANTI RESIDENCY,1ST FLOOR FLR, 465, MOTILAL GUPTA ROAD PURBA BARISHA, NEAR NILKANTHA COMMUNITY HALL KOLKATA WEST BENGAL INDIA 700008	Non Promoter (Individual)	1,875
42.	VALLABHANENI BHARGAV	AIUPV9680M	D NO 1-1485, BANK COLONY, MANGALAGIRI- 522503	Non Promoter (Individual)	1,875
43.	BANDHAKAVI KRISHNA MOHAN RAO	ADAPB3460E	PLOT NO 128, B FLAT NO 201, SAI BINDU APARTMENT KALYAN NAGAR-3, HYDERABAD- 500018	Non Promoter (Individual)	1,875
44.	ANURADHA KANNEGANTI	AURPK0785H	12- 13-198-103, STREET NO 1, TARNAKA GAYATRI TOWERS, SECUNDERABAD - 500017	Non Promoter (Individual)	1,875
45.	VENKATESAN SUBBUSAMY	ARRPS3163J	FLAT NO 202, PEACE COURT APPT, 1ST STREET, UMA NAGAR, BEGUMPET, BEHIND	Non Promoter (Individual)	1,875



## Bhagiradha Chemicals & Industries Limited.

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			COUNTRY CLUB, HYDERABAD- 500068		
46.	MANDALA AMAN RAJ	BQOPM5312C	S/O MANDALA MANOHAR RAO 8-3-1046 FLAT NO 402 NARAYANA REDDY SARASWATHI APARTMENT SRINAGAR COLONY, PUNJAGUTTA, YELLAREDDYGUDA, HYDERABAD 500073 TELANGANA INDIA	Non Promoter (Individual)	1,875
47.	CHENNAREDDY SRINIVASA RAO	AEXPC1306G	37-1-59/5, NEAR VENKAIAH, SWAMY TEMPLE ANNAVARAPPADU, ONGOLE, PRAKASAM 523001 ANDHRA PRADESH, INDIA	Non Promoter (Individual)	1,875
48.	MALLIPEDDI LAKSHMI PAVAN	AHVPL3107B	2 92 CHITTURPU, CHITTURPU KRISHNA, KRISHNA 521132	Non Promoter (Individual)	1,875
49.	KOGANTI BHARGAV	FQCPB0431H	4 35, MARRIVADA, MARRIVADA KRISHNA KRISHNA 521256	Non Promoter (Individual)	1,875
50.	VEMULAPPALI VENKATA PRADEEP KUMAR	BAWPV8144B	2 32, SAJJAVARIPALEM DISTRICT GUNTUR, GUNTUR 522265	Non Promoter (Individual)	1,875
51.	ADUSUMALLI SRINIVASULU	AGSPA3886G	D NO 8-69 MARLA PADU VIA VALLURU TANGUTUR PRAKASAM PRAKASAM 5233272	Non Promoter (Individual)	1,875
52.	SYED MAHABOOB SUBHANI	AWDPS6761R	1-41/1 GANIKAPUDI GANIKAPUDI GUNTUR GUNTUR, 522019 ANDHRA PRADESH, INDIA	Non Promoter (Individual)	1,875
53.	PREM CHAND DIGUMARTHI	BTLPD2138K	GOLLAPUDI APATMENT,FLAT NO- 403, C R DAS	Non Promoter (Individual)	1,875



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			STREET,SANTHAPETA, ONGOLE, PRAKASAM- 523001,ANDHRA PRADESH.		
54.	GUDURU RAJA CHANDRA CHOWDARY	CGYPG9345L	P H 1, GNANISHA RESIDENCY, MEGA TOEN SHIP, AYYAPPA NAGAR, KRISHNA URBAN, VIJAYAWADA - 520007	Non Promoter (Individual)	1,875
55.	C H SRINIVASULU	BUMPS7043E	PONDURU, PRAKASAM DIST ANDHRA PRADESH - 523273	Non Promoter (Individual)	1,875
56.	MAHENDRA UDAY BHALERAO	AFBPP3306C	PLOT NO 57, ASBESTOS COLONY KHARKHANA, SECUNDERABAD HYDERABAD 500009, ANDHRA PRADESH, INDIA	Non Promoter (Individual)	1,875
<b>Total</b>					<b>25,61,425</b>

**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of SEBI ICDR Regulations, the **Relevant Date** for determining the minimum issue price of Warrants shall be Thursday, **October 05, 2023** being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held on Saturday, November 04, 2023.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for conversion to fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.
2. The Warrant Holders shall be entitled to exercise his/their option to convert the Warrants into Equity Shares of the Company in one or more tranches on a date as may be mutually agreed between the issuer and the warrant holder after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall



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accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders.

3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the bank account. (The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).)
4. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months by making the full payment for the entire allotment from the date of allotment of Warrants, the Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited; (The conversion of warrants into equity shares shall happen at any time within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations on a date as may be mutually agreed between the issuer and the warrant holder )
5. The Equity Shares arising out of conversion of Warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
6. The Equity Shares so allotted on conversion of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
7. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;
8. The Warrants and Equity Shares allotted pursuant to the conversion of the Warrants shall be locked-in as prescribed under the ICDR Regulations.”
9. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.
10. Warrants shall be issued and allotted by the Company only in dematerialized form.



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**“RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.”

**“RESOLVED FURTHER THAT** Warrants, being allotted to the Proposed Allottees(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.”

**“RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants and all such Equity Shares that are being allotted shall rank pari-passu with the then existing Equity Shares of the Company in all respects.

**“RESOLVED FURTHER THAT** Equity Shares having Face value of Rs. 10/- (Rupees Ten) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the BSE Limited (‘BSE’) and National Stock Exchange of India Limited (NSE”), and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder’s demat accounts.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company and/or the Sub-Committee of the Board of Directors be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and



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difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

**“RESOLVED FURTHER THAT** in connection with any of the aforesaid resolutions, the Board of Directors/ Sub-Committee(s) of the Board of the Company be and are hereby severally authorized to execute and deliver any documents, papers and to do or cause to be done any or all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the aforesaid resolutions for the preferential issue; and any such documents so executed

and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

**//CERTIFIED TRUE COPY//**

**S. Chandra Sekhar**  
**Managing Director**  
**DIN: 00159543**



**RPR & ASSOCIATES**  
COMPANY SECRETARIES

Flat No. 401, 4th Floor  
Sri Sai Saraswathi Nilayam  
H.No. 5-5-33/26/A/1, Plot No. 77  
Maitri Nagar, Kukatpally,  
Hyderabad - 500 072, Telangana.

**Pricing Certificate under Regulation 164 of SEBI (ICDR) Regulations**

To  
The Chief General Manager  
Listing Operation,  
BSE Limited, 20<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Mumbai – 400 001

Dear Sir/Madam,

We, RPR & Associates, Practicing Company Secretaries hereby certify that the minimum issue price for the proposed preferential issue of Convertible Warrants by **Bhagiradha Chemicals & Industries Limited** (hereinafter referred as "Company"), based on the pricing formula prescribed under Regulation 164 Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, has been worked out at **Rs.1330.97** per warrant.

The Relevant Date for the purpose of deriving said minimum issue price is **05<sup>th</sup> October, 2023**.

The volume of shares traded during the period of 90 trading days (prior to the Relevant Date) was higher in National Stock Exchange of India Limited (NSE) and hence the price quoted on NSE was considered for the computation of price under the Regulation 164 of SEBI (ICDR) Regulation, 2018.

We hereby certify that the Articles of Association of the Company does not provide for a method of determination which results in a floor price higher than that determined under SEBI (ICDR) Regulations, 2018.

The workings for arriving at such minimum issue price have been attached herewith.

**For RPR & Associates**  
Company Secretaries

**Y Ravi Prasada Reddy**  
Proprietor

M.No. 5783; C.P.No. 5360



Place: Hyderabad  
Date: 11<sup>th</sup> October, 2023

**UDIN: F005783E001260938**

Calculation of minimum issue price as prescribed under Chapter V of SEBI (ICDR) Regulations, 2018.

Date of Extra Ordinary General Meeting (EGM) : 04<sup>th</sup> November, 2023  
Relevant Date (ie 30 days prior to EGM) : 05<sup>th</sup> October, 2023

- A. Volume weighted average price (VWAP) of the Equity Shares of Bhagiradha Chemicals & Industries Limited quoted on NSE during 90 trading days preceding the relevant date.

Trading Day	Date	Volume (number of shares)	Value (in Rs)
1	04-Oct-23	21,951	2,80,74,741.95
2	03-Oct-23	32,946	4,26,30,957.80
3	29-Sep-23	1,797	22,01,413.45
4	28-Sep-23	1,019	12,74,182.85
5	27-Sep-23	1,326	16,62,842.75
6	26-Sep-23	1,781	22,30,407.75
7	25-Sep-23	869	10,59,656.75
8	22-Sep-23	2,891	35,46,725.95
9	21-Sep-23	1,181	14,78,396.55
10	20-Sep-23	2,019	25,29,408.25
11	18-Sep-23	7,735	97,32,623.00
12	15-Sep-23	2,525	31,08,017.60
13	14-Sep-23	5,705	70,41,818.65
14	13-Sep-23	3,570	42,75,045.35
15	12-Sep-23	17,155	2,09,09,293.25
16	11-Sep-23	6,885	87,38,115.55
17	08-Sep-23	1,952	24,73,293.55
18	07-Sep-23	1,301	16,57,108.15
19	06-Sep-23	6,554	83,44,480.85
20	05-Sep-23	13,226	1,69,12,547.30
21	04-Sep-23	28,007	3,48,19,077.65
22	01-Sep-23	28,432	3,42,64,508.05
23	31-Aug-23	20,775	2,51,24,982.20
24	30-Aug-23	3,846	47,07,626.10
25	29-Aug-23	9,970	1,21,79,882.80
26	28-Aug-23	18,478	2,21,82,713.55
27	25-Aug-23	13,023	1,55,90,560.45
28	24-Aug-23	27,862	3,44,66,885.75
29	23-Aug-23	64,512	7,70,21,459.35
30	22-Aug-23	7,753	91,95,646.25
31	21-Aug-23	9,407	1,12,00,704.40
32	18-Aug-23	8,384	1,00,48,757.35
33	17-Aug-23	5,954	71,45,590.45
34	16-Aug-23	6,195	73,07,629.20
35	14-Aug-23	4,479	53,28,859.40



36	11-Aug-23	5,384	64,53,069.20
37	10-Aug-23	8,602	1,03,47,624.50
38	09-Aug-23	5,730	68,40,566.65
39	08-Aug-23	7,562	90,02,729.20
40	07-Aug-23	24,110	2,88,09,115.05
41	04-Aug-23	10,444	1,23,22,981.90
42	03-Aug-23	18,026	2,16,69,700.80
43	02-Aug-23	63,168	7,72,49,885.80
44	01-Aug-23	6,919	90,93,212.00
45	31-Jul-23	3,774	50,66,367.10
46	28-Jul-23	2,214	29,81,106.90
47	27-Jul-23	2,825	37,93,274.80
48	26-Jul-23	948	12,96,245.40
49	25-Jul-23	8,751	1,20,33,050.60
50	24-Jul-23	2,652	36,37,724.25
51	21-Jul-23	5,124	69,63,561.30
52	20-Jul-23	6,538	87,93,898.10
53	19-Jul-23	7,108	96,29,769.10
53	18-Jul-23	7,947	1,08,07,442.65
55	17-Jul-23	14,482	2,01,24,558.15
56	14-Jul-23	4,516	63,62,787.35
57	13-Jul-23	1,867	26,55,653.90
58	12-Jul-23	4,747	67,72,990.65
59	11-Jul-23	8,978	1,26,56,067.35
60	10-Jul-23	3,640	52,01,747.75
61	07-Jul-23	3,918	56,57,965.15
62	06-Jul-23	5,372	77,74,894.35
63	05-Jul-23	7,950	1,17,76,490.35
64	04-Jul-23	7,825	1,15,96,154.95
65	03-Jul-23	7,513	1,13,40,314.90
66	30-Jun-23	4,498	69,28,317.30
67	28-Jun-23	18,135	2,83,70,713.25
68	27-Jun-23	5,281	81,08,886.15
69	26-Jun-23	2,519	38,81,424.55
70	23-Jun-23	2,820	43,39,766.50
71	22-Jun-23	7,652	1,16,35,293.70
72	21-Jun-23	5,656	86,50,421.30
73	20-Jun-23	10,293	1,59,42,680.70
74	19-Jun-23	2,391	37,21,804.30
75	16-Jun-23	3,827	60,30,086.45
76	15-Jun-23	9,885	1,53,87,630.85
77	14-Jun-23	18,850	3,00,01,293.55
78	13-Jun-23	13,081	2,06,63,296.20
79	12-Jun-23	11,586	1,88,65,663.15
80	09-Jun-23	4,261	68,62,000.00
81	08-Jun-23	5,548	90,20,187.45



82	07-Jun-23	5,367	87,25,652.10
83	06-Jun-23	5,782	91,63,572.85
84	05-Jun-23	2,867	46,00,288.35
85	02-Jun-23	8,264	1,36,50,964.85
86	01-Jun-23	19,900	3,24,35,129.85
87	31-May-23	2,542	40,03,658.65
88	30-May-23	3,254	51,79,181.70
89	29-May-23	12,690	1,99,60,148.65
90	26-May-23	5,553	88,78,051.35
<b>Total</b>		<b>8,52,601</b>	<b>1,13,47,83,024.15</b>

Total value/Total Volume = VWAP

$1134783024.15/852601 = \text{Rs.}1330.97$

- B. Volume weighted average price (VWAP) of the Equity Shares of Bhagiradha Chemicals & Industries Limited quoted on NSE during 10 trading days preceding the relevant date.

Trading Day	Date	Volume (number of shares)	Value (in Rs)
1	04-Oct-23	21,951	2,86,74,741.95
2	03-Oct-23	32,946	4,26,30,957.80
3	29-Sep-23	1,797	22,01,413.45
4	28-Sep-23	1,019	12,74,182.85
5	27-Sep-23	1,326	16,62,842.75
6	26-Sep-23	1,781	22,30,407.75
7	25-Sep-23	869	10,59,656.75
8	22-Sep-23	2,891	35,46,725.95
9	21-Sep-23	1,181	14,78,396.55
10	20-Sep-23	2,019	25,29,408.25
<b>Total</b>		<b>67,780</b>	<b>8,72,00,734.05</b>

Total value/Total Volume = VWAP

$87288734.05/67780 = \text{Rs.}1287.82$

Applicable Minimum Price is (Higher of A and B above) - Rs. 1330.97 per warrant

**Restriction on use**

The certificate is provided solely for the purpose of submission to stock exchanges in respect of application for in-principal approval and to enable the Company to comply with requirements of regulations and should not be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

