



## **Bhagiradha Chemicals & Industries Limited.**

Unit No.1011A, Level 1, Sky One (Wing A),  
Prestige SkyTech, Financial District,  
Nanakramguda, Hyderabad - 500032,  
Telangana, INDIA.  
Tel : +91-40-65440409  
Fax: +91-40-23540444  
E-Mail: info@bhagirad.com

Ref: BCIL/SE/2026/45

July 08, 2026

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

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

**Scrip Code: 531719**

**Symbol: BHAGCHEM**

**Sub: Notice of the 33<sup>rd</sup> Annual General Meeting ('AGM') of the Company for FY 2025-26**

Dear Sir / Madam,

This is to inform you that the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on **Friday, July 31, 2026, at 11:00 a.m. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")**, in accordance with the Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we hereby enclose the Notice convening the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company for the FY 2025-26. The Notice of the 33<sup>rd</sup> AGM along with the Annual Report for FY 2025-26 is being sent through electronic mode on July 08, 2026, to those Members whose names appear in the Register of members/depositories as at closing hours of business on Friday, July 03, 2026 and whose e-mail addresses are registered with the Company/Registrars and Share Transfer Agent/Depositories as per the above said circulars.

The 33<sup>rd</sup> Annual Report for FY 2025-26 of the Company along with the Notice of the 33<sup>rd</sup> AGM is available on the website of the Company at the following link:

<https://www.bhagirad.com/wp-content/uploads/2026/07/ar2026.pdf>

The Notice of the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company is enclosed herewith.

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

Thanks & Regards,

For **Bhagiradha Chemicals and Industries Limited,**

**Sharanya. M**  
**Company Secretary & Compliance Officer**  
**M. No: F13842**

# Notice of the 33<sup>rd</sup> Annual General Meeting

To  
The Members of  
**Bhagiradha Chemicals & Industries Limited**

Notice is hereby given that the Thirty Third (33<sup>rd</sup>) Annual General Meeting (AGM) of the members of Bhagiradha Chemicals and Industries Limited ("the Company") will be held on Friday, July 31, 2026, at 11:00 a.m. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

### 1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, the reports of the Board of Directors and Auditors thereon, as circulated to the members be and are hereby considered and adopted." and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, the Report of the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, and the report of Auditors thereon, as circulated to the members be and are hereby considered and adopted."

### 2. Declaration of Dividend:

To declare final dividend on equity shares at the rate of (15%) i.e. ₹0.15/- per equity share of face value of ₹1/- (Rupee One) each for the Financial Year ended March 31, 2026, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** dividend at the rate of 15% i.e. ₹0.15/- per equity share of face value of ₹1/- (Rupee One

Only) fully paid-up of the Company, as recommended by the Board of Directors be and is hereby approved for the financial year ended March 31, 2026."

### 3. Re-appointment of Director Retiring by Rotation

To appoint a director in place of Sri. Suresh Kumar Somani (DIN: 00031096) Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 152(6) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, Sri. Suresh Kumar Somani (DIN: 00031096) Non-Executive Non-Independent Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as Director of the Company."

## SPECIAL BUSINESS:

### 4. To ratify the remuneration of Cost Auditors for the financial year 2026-27:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors, M/s. Sagar & Associates, Cost Accountants (Firm Registration No. 000118), appointed as Cost Auditors by the Board of Directors to conduct audit of the Cost Records of the Company for the financial year ending March 31, 2027, be paid a remuneration of ₹1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) per annum and out of pocket & other expenses and GST at actuals, as approved by the Board of Directors and as set out in the Statement annexed to the Notice convening this Meeting, be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

## Registered Office:

Unit No.1011A, Level 1,  
Sky One (Wing A), Prestige SkyTech,  
Financial District,  
Hyderabad, Telangana,  
India, 500032  
CIN: L24219TG1993PLC015963  
Ph: 040-6544 0409  
E-mail: [info@bhagirad.com](mailto:info@bhagirad.com)

Date: May 19, 2026  
Place: Hyderabad

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

**Sharanya. M**  
Company Secretary & Compliance Officer  
M. No: FCS-13842



## Notes

1. Pursuant to General Circular No. 03/2025 dated September 22, 2025, General Circular No. 09/2024 dated September 19, 2024, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2022 dated May 05, 2022, issued by Ministry of Corporate Affairs ('MCA Circulars') and all other circulars issued by MCA on account of outbreak of Covid-19 pandemic and in compliance with the provisions of the Companies Act, 2013 ('Act'), read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 33<sup>rd</sup> Annual General Meeting of the Members of the Company is being convened through Video Conference / Other Audio Visual Means (VC/OAVM), without the physical presence of members at a common venue. In view of the same, the registered office of the Company shall be deemed to be the venue of the AGM.
2. In compliance with the above MCA Circulars and SEBI Circulars, Notice of the AGM along with the 33<sup>rd</sup> Annual Report for FY 2025-26, is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories, unless any member has requested for a physical copy of the same. Members may note that the Notice and 33<sup>rd</sup> Annual Report for FY 2025-26 will also be available on the website of the Company <https://www.bhagirad.com/> and websites of the stock exchanges i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)). In compliance with SEBI Notification No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024, shareholders whose email IDs are not registered with the Depository/RTA will be sent a one-page letter containing the web link to access the Annual Report.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of Item No. 4 of the Notice, is annexed hereto.
4. GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC / OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS SHALL NOT BE AVAILABLE FOR THE AGM AND HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. In terms of the provisions of Section 152 of the Companies Act, 2013, and rules made there under, Sri. Suresh Kumar Somani (DIN:00031096) Non-Executive Non-Independent Director, is liable to retire by rotation at this Meeting and offers himself for reappointment.
7. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Section 152, 160 of the Companies Act, 2013 and Secretarial Standards on General Meetings (SS-2), details in respect of Director seeking reappointment of Directorship at 33<sup>rd</sup> AGM of the Company to be held on Friday, July 31, 2026, is provided in Annexure-1 of this Notice.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs ('MCA') dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting at the time of AGM on the date of the AGM will be provided by NSDL. In terms of the MCA & SEBI Circulars, voting can be done only by Remote E-voting/ E-voting at the AGM. The Members are advised to use the E-voting procedure, as provided in the Notice.  
**Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of remote e-voting to its Members through e-Voting Agency M/s. National Securities Depository Limited (NSDL).  
**Voting at the e-AGM:** Members who could not vote through remote e-voting may avail the e-voting system that will be provided during the e-AGM by M/s. National Securities Depository Limited (NSDL).
9. The Company has notified closure of Register of Members and Share Transfer Books from Friday, July 24, 2026 to Friday, July 31, 2026 (both days inclusive) for determining the names of member(s) eligible for dividend on Equity Shares, if declared at the Meeting.
10. Members may avail facility of nomination in terms of Section 72 of the Companies Act, 2013, by nominating any person to whom their shares in the Company shall vest in the event of their death.
11. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all

equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF authority within a period of thirty days of such equity shares becoming due to be transferred to the IEPF. In the event of transfer of equity shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website of MCA i.e. [www.mca.gov.in](http://www.mca.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents as required and enumerated in Form IEPF-5.

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. The Statutory Registers and the documents pertaining to the items of business to be transacted at the AGM are available for inspection in electronic mode.
14. For receiving all communication (including Annual Report) from the Company electronically:

Members holding shares in physical mode and who have not registered / updated their email address are requested to register / update the same by writing to the Company at [info@bhagirad.com](mailto:info@bhagirad.com) or to RTA i.e. XL Softech Systems Limited at [xlfield@gmail.com](mailto:xlfield@gmail.com) and [ccare@xlsoftech.com](mailto:ccare@xlsoftech.com) with details of folio number, attaching a self-attested copy of PAN card and a photocopy of blank cancelled Cheque of their bank account.

Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.

## 1. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ('Act'), read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

### A. RESIDENT MEMBERS:

#### A.1 Tax Deductible at Source for Resident Members

S. No.	Particulars	Withholding tax rate	Documents required (if any)
1.	Valid PAN updated in the Company's Register of Members	10%	No document required (if no exemption is sought)
2.	No PAN/Valid PAN not updated in the Company's Register of Members/ PAN is not linked with Aadhar in case of an individual	20%	No document required (if no exemption is sought)
3.	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 395(1) of Income Tax Act, 2025	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before July 20, 2026.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of 33<sup>rd</sup> AGM. Members seeking to inspect such documents can send an email to [info@bhagirad.com](mailto:info@bhagirad.com).

## 2. DIVIDEND RELATED INFORMATION

- i. The Board of Directors recommended a final dividend on equity shares at the rate of 15% i.e. ₹0.15/- per Equity Share of face value of ₹1/- each for the Financial Year ended March 31, 2026, subject to approval of the Members at the AGM.
- ii. The Company has notified closure of Register of Members and Share Transfer Books from Friday, July 24, 2026 to Friday, July 31, 2026 (both days inclusive) for determining the names of member(s) eligible for dividend on Equity Shares, if declared at the Meeting.
- iii. As per relevant Circulars, payment of dividend shall be made through electronic mode to the members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the members who have not updated their bank account details. To avoid delay in receiving dividend, members are requested to update their bank account details with their Depository Participants in case securities are held in demat mode and members holding securities in physical form should send a request for updating their bank details to the Company's Registrar & Share Transfer Agents i.e. XL Softech Systems Ltd.
- iv. Payment of Dividend shall be subject to deduction of tax at source (TDS) at applicable rates as notified by the Government of India.
- v. Pursuant to the amendments introduced by the Finance Act, 2020, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members w.e.f. April 01, 2020. No tax will be deducted on payment of dividend to the resident individual members if the total dividend paid does not exceed ₹10,000/-. The withholding tax rate would vary depending on the residential status of the member and documents registered with the Company as follows:



**A2.** No Tax Deductible at Source on dividend payment to resident members if the Members submit and register the following documents as mentioned in the below table with the Company/or RTA i.e. M/s. XL Softech Systems Limited/Depository Participant on or before July 20, 2026.

S. No.	Particulars	Withholding tax rate	Documents required (if any)
1.	Submission of form 121 with valid & operative PAN.	Nil	Declaration in Form No. 121 fulfilling certain conditions.
2.	Member to whom section 393(1) [Table: Sl. No. 7] of the Income-Tax Act, 2025 does not apply as per section 393(4) [Table: Sl. No. 10] such as LIC, GIC. etc.	Nil	Valid documentary evidence for exemption u/s 393(4) [Table Sl. No 10] of the Income-Tax Act, 2025.
3.	Member covered u/s 393(5) of the Income Tax Act, 2025 such as Government, RBI, Corporations established by Central Act & mutual funds	Nil	Valid documentary evidence for coverage u/s 393(5) of the Income-Tax Act, 2025.
4.	Category I and II Alternative investment Fund	Nil	SEBI registration certificate to claim benefit under section 400(1) of the Income-Tax Act, 2025.
5.	<ul style="list-style-type: none"> <li>• Recognised provident funds</li> <li>• Approved superannuation fund</li> <li>• Approved gratuity fund</li> </ul>	Nil	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6.	National Pension Scheme	Nil	No TDS as per section 393(9) of the Income Tax Act, 2025. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7.	Any resident member exempted from TDS deduction as per the provisions of the Income-Tax Act, 2025 or by any other law or notification	Nil	Valid documentary evidence substantiating exemption from deduction of TDS.

**B. NON-RESIDENT MEMBERS:**

Withholding tax on dividend payment to non-resident members if the non-resident members submit and register the following documents as mentioned in the below table with the Company / RTA.

S. No.	Particulars	Withholding tax rate	Documents required (if any)
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate
2.	Other Non-resident members	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: <ol style="list-style-type: none"> <li>i. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received</li> <li>ii. PAN or declaration as per Rule 217 of the Income-Tax Rules, 2026 in a specified format</li> <li>iii. E-filed Form 41</li> <li>iv. Self-declaration for non-existence of permanent establishment/ fixed base in India</li> </ol> (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company)
3.	Indian Branch of a Foreign Bank	Nil	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India.
4.	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

## Notes:

i. The Company will issue soft copy of the TDS certificate to its members through email registered with the Company / RTA post filing of TDS return as per statutory timelines specified under the Income-Tax Act, 2025. Members will be able to download Form 168 from the Income Tax Department's website <https://www.incometax.gov.in/iec/foportal/>.

ii. The aforesaid documents such as Form 121, documents under section 393(5), 400(1), FPI / FII Registration Certificate, Tax Residency Certificate, Lower Tax certificate, Rule 203 declaration, etc. can be sent to [cs@bhagirad.com](mailto:cs@bhagirad.com) and [ccare@xlsofttech.com](mailto:ccare@xlsofttech.com), [xlfield@gmail.com](mailto:xlfield@gmail.com) on or before July 20, 2026, to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any documents / communication on the tax determination / deduction received after July 20, 2026 shall not be considered.

NSDL has provided a facility for submission of tax documents for claiming nil/low tax deduction from dividend whereby the Resident Non-Individual members i.e. Insurance Companies, Mutual Funds and Alternative Investment Funds (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before July 20, 2026.

iii. Application of TDS rate is subject to necessary verification by the Company of the member details as available in Register of Members as on the Record Date and other documents available with the Company / RTA.

iv. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.

v. No TDS will be deducted in case of resident individual members whose dividend does not exceed ₹10,000. However, where the PAN is not updated in Company / RTA / Depository Participant records or in case of an invalid PAN or cumulative dividend payment to individual member is more than ₹10,000, the Company will deduct TDS / Withholding tax u/s 393(1) [Table: Sl. No. 7] with reference to Section 397(2) of the Income-Tax Act, 2025.

All the members are requested to update their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / RTA (if shares are held in physical mode) against all their folio holdings on or before July 20, 2026.

vi. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such Member(s) will be responsible to

indemnify the Company and also provide the Company with all information/documents and cooperation in any appellate proceedings.

vii. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

## OTHER INFORMATION

i. Members holding shares in physical mode are:

- Required to submit their Permanent Account Number (PAN) and bank account details to the Company at [cs@bhagirad.com](mailto:cs@bhagirad.com) and RTA i.e. XL Softech Systems Limited at [xlfield@gmail.com](mailto:xlfield@gmail.com) and [ccare@xlsofttech.com](mailto:ccare@xlsofttech.com) along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
- Advised to register nomination in respect of their shareholding in the Company.

ii. Members holding shares in electronic mode are:

- requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
- advised to contact their respective DPs for registering nomination.

iii. Non-Resident Indian members are requested to inform RTA/ respective DPs, immediately of:

- Change in their residential status on return to India for permanent settlement.
- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

iv) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents i.e. XL Softech Systems Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the member(s).

v). Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.



- vi). Pursuant to Section 101 and Section 136 of the Companies Act, 2013, read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/ her Depository Participant / the Company's Registrar & Share Transfer Agent as the case may be. Members who have not registered their e-mail address either with the Company / Registrar & Share Transfer Agent or with the Depository are requested to register as soon as possible.
- vii). Members are requested to follow the process detailed below and intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, XL Softech Systems Limited at <a href="mailto:xlfield@gmail.com">xlfield@gmail.com</a> and <a href="mailto:ccare@xlsofttech.com">ccare@xlsofttech.com</a>	
	Form for availing investor services to register PAN, KYC details or changes / updation thereof for securities held in physical form	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rule 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration Form for Opting-out of Nomination	Form ISR-3
	Cancellation or Variation of Nomination	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available on the website of the company at <a href="https://www.bhagirad.com/wp-content/uploads/2025/12/investorcomm.pdf">https://www.bhagirad.com/wp-content/uploads/2025/12/investorcomm.pdf</a>	
Demat	Please contact your DP and register your email address, bank account details in your demat account, as per the process advised by your DP.	

Members may also note that the 33<sup>rd</sup> Annual Report for the financial year 2025-26, will be available on the Company's website at <https://www.bhagirad.com/>. For any communication, the members may also send requests to the Company's investor email id: [info@bhagirad.com](mailto:info@bhagirad.com).

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name.
- You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. Thursday, July 23, 2026, may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register

of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as e-Voting during the AGM.

- Any member(s) holding shares in physical form or non-individual member who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, July 23, 2026, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if a person is already registered with NSDL for remote e-Voting then the Members can use their existing User ID and password for casting the vote.

In case of Individual Shareholder holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares in demat mode as on the cut-off date may follow the steps mentioned under 'Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode'

- Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will

also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The e-Voting module on the day of the AGM shall be disabled by NSDL for voting within 15 minutes after the conclusion of the Meeting.

6. Members are encouraged to join the Meeting through Laptops for better experience
7. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [cs@bhagirad.com](mailto:cs@bhagirad.com). The same will be replied by the company suitably.
10. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as speakers by sending their request in advance at least 10 days prior to meeting, mentioning their name, Demat account number/folio number, email id, mobile number at company email id [cs@bhagirad.com](mailto:cs@bhagirad.com).
11. The shareholders who do not wish to speak during the AGM but have queries, may send their queries in advance 10 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at company email id [cs@bhagirad.com](mailto:cs@bhagirad.com) These queries will be replied to by the company suitably by email.
12. Those shareholders who have registered themselves as speakers will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM.

#### **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.bhagirad.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time



**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Monday, July 27, 2026 at 09:00 A.M. and ends on Thursday, July 30, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, July 23, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, July 23, 2026.

**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 and joining virtual meeting 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.	<ol style="list-style-type: none"> <li><b>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>.</b> You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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 or joining virtual meeting & voting during the meeting.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting 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?**

- 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, 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.

- How to retrieve your 'initial password'?
  - 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'.
  - 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:

- 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](http://www.evoting.nsdl.com).
- "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- 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 and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 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 [corporateadvocatejagan@](mailto:corporateadvocatejagan@)

gmail.com with a copy marked to [evoting@nsdl.com](mailto: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 <https://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 <https://www.evoting.nsdl.com/> or call on: 022 - 4886 7000 or send a request to Mr. Swapneel Puppala at [evoting@nsdl.com](mailto: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](mailto:cs@bhagirad.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](mailto:cs@bhagirad.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in Item No. 4 of the Notice of 33<sup>rd</sup> Annual General Meeting:**

### **Item No. 4.**

#### **To ratify the remuneration of Cost Auditors for the financial year 2026-27**

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on May 19, 2026, has approved the appointment of M/s. Sagar & Associates, Cost accountants (Firm Registration No. 000118), Hyderabad, to conduct the Cost audit of the Company for the Financial Year 2026-27 at a remuneration of ₹1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) excluding applicable taxes and reimbursement of actual out of pocket expenses in performance of their duties.

In terms of the provisions of Section 148(3) of the Companies Act, 2013, read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for the ratification of the remuneration payable to the Cost Auditors for the Financial Year 2026-27, as approved by the Board of Directors on the recommendation of the Audit Committee.

Accordingly, consent of the members is sought for item no. 4 of this notice by way of an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-27.

None of the Directors or the Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested financially or otherwise, in the resolution as set out in item no. 4 of this notice.

#### **Registered Office:**

Unit No.1011A, Level 1,  
Sky One (Wing A), Prestige SkyTech,  
Financial District,  
Hyderabad, Telangana,  
India, 500032  
CIN: L24219TG1993PLC015963  
Ph: 040-6544 0409  
E-mail: [info@bhagirad.com](mailto:info@bhagirad.com)

Date: May 19, 2026  
Place: Hyderabad

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

**Sharanya. M**  
Company Secretary & Compliance Officer  
M. No: FCS-13842

## Annexure - 1

### Information of Director seeking re-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

<b>Name of the Director</b>	<b>Sri. Suresh Kumar Somani</b>																								
Category / Designation	Non-Executive, Non -Independent Director																								
Director Identification Number (DIN)	00031096																								
Date of Birth	19/05/1963																								
Age	63 years																								
Nationality	Indian																								
Date of First Appointment on the Board	04.11.2023																								
A brief resume of the director/Qualifications	Sri. Suresh Kumar Somani is a commerce graduate from St Xavier's College.																								
Nature of expertise in specific functional areas / Experience/ Profile	Sri. Suresh Kumar Somani 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.																								
Disclosure of relationships between directors inter-se, Relationship with Manager and other Key Managerial Personnel of the Company	Sri. Suresh Kumar Somani is not related to any Directors, Manager and other Key Managerial Personnel of the Company.																								
*Names of listed entities/other entities in which the person also holds the directorship and the membership/chairmanship of the Committees of the board (as on March 31, 2026)	<table border="1"> <thead> <tr> <th colspan="2"><b>Directorship in other entities</b></th> </tr> </thead> <tbody> <tr> <td>Astra Microwave Products Limited (L29309TG1991PLC013203)</td> <td>Director</td> </tr> <tr> <td>Ratnabali Investment Private Limited (U45400WB2007PTC120860)</td> <td>Director</td> </tr> <tr> <td>Ratnabali Equity Private Limited (U74140WB1991PTC053207)</td> <td>Director</td> </tr> <tr> <td>IAC Research Foundation (U85300WB2019NPL230774)</td> <td>Director</td> </tr> <tr> <td>IAC Patrons Foundation (U74999WB2019NPL230562)</td> <td>Director</td> </tr> <tr> <td>Clayfin Technologies Private Limited (U65100TN2009PTC070519)</td> <td>Director</td> </tr> <tr> <th colspan="2"><b>Committee membership/chairmanship</b></th> </tr> <tr> <td>Bhagiradha Chemicals and Industries Limited (CIN: L24219TG1993PLC015963)</td> <td></td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Astra Microwave Products Limited (L29309TG1991PLC013203)</td> <td></td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> </tbody> </table>	<b>Directorship in other entities</b>		Astra Microwave Products Limited (L29309TG1991PLC013203)	Director	Ratnabali Investment Private Limited (U45400WB2007PTC120860)	Director	Ratnabali Equity Private Limited (U74140WB1991PTC053207)	Director	IAC Research Foundation (U85300WB2019NPL230774)	Director	IAC Patrons Foundation (U74999WB2019NPL230562)	Director	Clayfin Technologies Private Limited (U65100TN2009PTC070519)	Director	<b>Committee membership/chairmanship</b>		Bhagiradha Chemicals and Industries Limited (CIN: L24219TG1993PLC015963)		Nomination and Remuneration Committee	Member	Astra Microwave Products Limited (L29309TG1991PLC013203)		Audit Committee	Member
<b>Directorship in other entities</b>																									
Astra Microwave Products Limited (L29309TG1991PLC013203)	Director																								
Ratnabali Investment Private Limited (U45400WB2007PTC120860)	Director																								
Ratnabali Equity Private Limited (U74140WB1991PTC053207)	Director																								
IAC Research Foundation (U85300WB2019NPL230774)	Director																								
IAC Patrons Foundation (U74999WB2019NPL230562)	Director																								
Clayfin Technologies Private Limited (U65100TN2009PTC070519)	Director																								
<b>Committee membership/chairmanship</b>																									
Bhagiradha Chemicals and Industries Limited (CIN: L24219TG1993PLC015963)																									
Nomination and Remuneration Committee	Member																								
Astra Microwave Products Limited (L29309TG1991PLC013203)																									
Audit Committee	Member																								
Listed entities from which the person has resigned in the past three years	Nil																								
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Sri. Suresh Kumar Somani holds NIL shares in the company. He is the Director of M/s Ratnabali Investment Private Limited which holds 1,82,48,320 equity shares in the company constituting 14.07 % of the share capital of the company.																								
Shareholding in the Company	Nil																								



Terms and conditions of appointment	Sri. Suresh Kumar Somani (DIN: 00031096) Non- Executive Non-Independent Director who retires by rotation at the 33 <sup>rd</sup> AGM and being eligible, offers himself for re-appointment, be and is hereby appointed as Director of the Company.
Remuneration last drawn	Sri. Suresh Kumar Somani does not draw any remuneration from the company.
Remuneration sought to be paid	Sri. Suresh Kumar Somani is not paid any remuneration in the company.
Number of Meetings of the Board attended during the year	Sri. Suresh Kumar Somani attended all Five (5) board meetings held during the F.Y. 2025-26.
Remuneration Proposed to be paid	Sri. 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.

\*Directorship includes Directorship of other Indian Companies and Committee memberships includes Audit Committee, Stakeholder's Relationship Committee and other committees of Public Limited Company (Whether Listed or not).

-Information pertaining to remuneration paid to the Director who is being appointed/ re-appointed and the number of Board Meetings attended by the Director during the year 2025-26, have been provided in the Corporate Governance Report forming part of the Annual Report.

**Registered Office:**

Unit No.1011A, Level 1,  
Sky One (Wing A), Prestige SkyTech,  
Financial District,  
Hyderabad, Telangana,  
India, 500032  
CIN: L24219TG1993PLC015963  
Ph: 040-6544 0409  
E-mail: [info@bhagirad.com](mailto:info@bhagirad.com)

Date: May 19, 2026  
Place: Hyderabad

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

**Sharanya. M**  
Company Secretary & Compliance Officer  
M. No: FCS-13842