BHATIA
COLOUR CHEM LIMITED

BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878
Regd Office: Plot No.A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat 394210
Mob No.9104294564 **Email Id:** cs@bccindia.com **Weblink:** www.bccl.info

Date: 03/08/2026

To,
BSE Limited
Phiroze Jeejeebhoy towers,
Dalal Street,
Mumbai- 400 001.

Scrip ID / Code / ISIN	: BCCL / 543497 / INE0KQ001017
Subject	: Notice of 5th Annual General Meeting of the Company.
Reference No.	: Regulation 30 and Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

With reference to the above captioned subject, please find enclosed herewith the notice of 5th Annual General Meeting of the members of the Company scheduled to be held on Tuesday, August 25, 2026 at 02.00 P.M. at the Registered Office of the company situated at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210 approved by the Board in its meeting held on July 31, 2026.

This enclosure is now being submitted under Regulation 30 and schedule III of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

For **Bhatia Colour Chem Limited**

RENU GARG
Digitally signed by RENU GARG
Date: 2026.08.03 15:12:11 +05'30'

Renu Garg
Company Secretary & Compliance Officer
Place: Surat

Encl: Notice of 05th Annual General Meeting of the company.

BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878
Regd Office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat 394210
Mob No. 9104294564 **Email Id:** cs@bccindia.com **Weblink:** www.bccl.info

NOTICE OF 5TH ANNUAL GENERAL MEETING

Notice is hereby given that the 5th Annual General Meeting of the Members of **BHATIA COLOUR CHEM LIMITED** will be held on Tuesday, August 25, 2026 at 02.00 P.M. at the Registered Office of the company situated at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on March 31, 2026 together with the report of the Board of Directors & Auditors' thereon.

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

"**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2026 together with the report of the Board of Directors and report of the Statutory Auditor thereon, as circulated to the shareholders, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Rameshchand Chanduram Bhatia (DIN: 09431185) Whole Time Director of the company, liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

*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) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Rameshchand Chanduram Bhatia (DIN: 09431185) Whole Time Director of the company, who retires by rotation at this annual general meeting, be and is hereby reappointed as Whole Time Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditor for the financial year 2026-27.

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this Meeting, to be paid to the **M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519)** appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2026-27, be and is hereby ratified."

4. To approve reappointment of Mr. Bharat Brijlal Bhatia, (DIN: 09095082) Managing Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article of Association of the company, approval of the members be and is hereby accorded for the re-appointment of **Mr. Bharat Brijlal Bhatia (DIN: 09095082)** as Managing Director for a period of 5 years commencing from January 21, 2027 to January 20, 2032.

RESOLVED FURTHER THAT all other terms and conditions of his appointment, including remuneration, perquisites and benefits, as approved by the Members and remaining in force immediately prior to such re-appointment, shall continue to remain unchanged and effective during the aforesaid term, unless modified by the Board of Directors from time to time in accordance with the applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

5. To approve reappointment of Mr. Rameshchand Chanduram Bhatia, (DIN: 09431185) Whole Time Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article of Association of the company, approval of the members be and is hereby accorded for the re-appointment of **Mr. Rameshchand Chanduram Bhatia (DIN: 09431185)** Whole Time Director for a period of 5 years commencing from January 21, 2027 to January 20, 2032.

RESOLVED FURTHER THAT all other terms and conditions of his appointment, including remuneration, perquisites and benefits, as approved by the Members and remaining in force immediately prior to such re-appointment, shall continue to remain unchanged and effective during the aforesaid term, unless modified by the Board of Directors from time to time in accordance with the applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

6. To approve reappointment of Mr. Ravi Ashokkumar Bhatia, (DIN: 09431186) Whole Time Director of the Company and increase in remuneration.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article of Association of the company, approval of the members be and is hereby accorded for the re-appointment of **Mr. Ravi Ashokkumar Bhatia, (DIN: 09431186)** Whole Time Director for a period of 5 years commencing from January 21, 2027 to January 20, 2032.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ravi Ashokkumar Bhatia, (DIN: 09431186) shall be ₹2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month, inclusive of all perquisites and other benefits payable under the terms of his appointment.

RESOLVED FURTHER THAT where in any financial year during the tenure of Whole Time Director, the Company has no profits or its profits are inadequate as contemplated under the provision of Schedule V to the Companies Act, 2013, the Company shall pay such remuneration as the minimum remuneration provisions of the law.

RESOLVED FURTHER THAT apart from the abovementioned remuneration**,** all other terms and conditions of his appointment, as approved by the Members and remaining in force immediately prior to such re-appointment, shall continue to remain unchanged and effective during the aforesaid term, unless modified by the Board of Directors from time to time in accordance with the applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

7. To approve Material Related Party Transaction(s) with Mr. Bharat Brijlal Bhatia.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an ***Ordinary Resolution****:*

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the Company's Policy on Related Party Transaction(s) ('RPT') and based on the recommendations of the Audit Committee and Board of Directors and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and in supersession of all prior approvals granted by the Members and/or the Audit Committee of the Company, from time to time, in respect of such related party transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), to enter into, continue, modify, renew, extend, ratify and/or approve, from time to time, one or more related party transaction(s), contract(s), arrangement(s) and/or understanding(s), whether individually or in a series of transactions with Mr. Bharat Brijlal Bhatia, Managing Director, including any amendments, modifications, renewals or extensions thereto, for an aggregate value not exceeding ₹ 2,21,04,00,000 (Rupees Two Hundred Twenty One Crores Four Lakhs Only) on such principal terms and conditions as detailed in the Explanatory Statement for the period commencing from the 5th Annual General Meeting conclusion of the 6th Annual General Meeting of the Company subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, thereof and finalising and executing necessary documents, including agreement(s) and such other documents, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board including Committee constituted by the Board ('Board'), be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Key Managerial Personnel(s), Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

8. To approve Material Related Party Transaction(s) with Mr. Rameshchand Chanduram Bhatia.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an ***Ordinary Resolution:***

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the Company's Policy on Related Party Transaction(s) ('RPT') and based on the recommendations of the Audit Committee and Board of Directors and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and in supersession of all prior approvals granted by the Members and/or the Audit Committee of the Company, from time to time, in respect of such related party transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), to enter into, continue, modify, renew, extend, ratify and/or approve, from time to time, one or more related party transaction(s), contract(s), arrangement(s) and/or understanding(s), whether individually or in a series of transactions with Mr. Rameshchand

Chanduram Bhatia, Whole-time Director, including any amendments, modifications, renewals or extensions thereto, for an aggregate value not exceeding ₹ 21,04,00,000 (Rupees Twenty One Crores Four Lakhs Only) on such principal terms and conditions as detailed in the Explanatory Statement for the period commencing from the 5th Annual General Meeting conclusion of the 6th Annual General Meeting of the Company subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, thereof and finalising and executing necessary documents, including agreement(s) and such other documents, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board including Committee constituted by the Board ('Board'), be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Key Managerial Personnel(s), Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

9. To approve Material Related Party Transaction(s) with Mr. Ravi Ashokkumar Bhatia.

*To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the Company's Policy on Related Party Transaction(s) ('RPT') and based on the recommendations of the Audit Committee and Board of Directors and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and in supersession of all prior approvals granted by the Members and/or the Audit Committee of the Company, from time to time, in respect of such related party transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), to enter into, continue, modify, renew, extend, ratify and/or approve, from time to time, one or more related party transaction(s), contract(s), arrangement(s) and/or understanding(s), whether individually or in a series of transactions with Mr. Ravi Ashokkumar Bhatia, Whole-time Director, including any amendments, modifications, renewals or extensions thereto, for an aggregate value not exceeding ₹ 40,30,00,000 (Rupees Forty Crores Thirty Lakhs Only) on such principal terms and conditions as detailed in the Explanatory Statement for the period commencing from the 5th Annual General Meeting conclusion of the 6th Annual General Meeting of the Company subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, thereof and finalising and executing necessary documents, including agreement(s) and such other documents, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board including Committee constituted by the Board ('Board'), be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Key Managerial Personnel(s), Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

10. To approve Material Related Party Transaction(s) with M/s Vapchem, Partnership firm.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an ***Ordinary Resolution****:*

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the Company's Policy on Related Party Transaction(s) ('RPT') and based on the recommendations of the Audit Committee and Board of Directors and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and in supersession of all prior approvals granted by the Members and/or the Audit Committee of the Company, from time to time, in respect of such related party transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), to enter into, continue, modify, renew, extend, ratify and/or approve, from time to time, one or more related party transaction(s), contract(s), arrangement(s) and/or understanding(s), whether individually or in a series of transactions with M/s Vapchem, Partnership firm, including any amendments, modifications, renewals or extensions thereto, for an aggregate value not exceeding ₹ 2,20,00,00,000 (Rupees Two Hundred Twenty Crores Only) on such principal terms and conditions as detailed in the Explanatory Statement for the period commencing from the 5th Annual General Meeting conclusion of the 6th Annual General Meeting of the Company subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, thereof and finalising and executing necessary documents, including agreement(s) and such other documents, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board including Committee constituted by the Board ('Board'), be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Key Managerial Personnel(s), Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Date: July 31, 2026
Regd Office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat 394210
Email Id: cs@bccindia.com
Weblink: www.bccl.info

For and on behalf of the Board of Directors
BHATIA COLOUR CHEM LIMITED

Sd/-
Renu Garg
Company Secretary and Compliance Officer

NOTES:

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the annual general meeting (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. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. However, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The Proxy holders shall provide his identity at the time of attending the meeting. A proxy form for the AGM is enclosed.
3. Pursuant to Section 113 of the Companies Act, 2013, Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Karta in case of HUF/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, Polling paper or Proxy form.
5. Pursuant to the provisions of section 148 of the Companies Act, 2013 and the Rules made thereunder, M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519) Cost Accountants are appointed to conduct the audit of cost records of the Company for the financial year 2026-27 by the Board at the Meeting held at May 21, 2026, the remuneration set out in the Statement annexed to the Notice shall be ratified by the shareholders in the ensuing annual general meeting
6. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Saturday, Sunday and holidays) between 12.00 noon to 4.00 p.m. up to the date of the Annual General Meeting.
7. Members seeking any information/document as referred in the notice are requested to write to the Company on or before August 25, 2026 through email at cs@bccindia.com. The same will be addressed by the Company suitably.
8. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
9. Members are requested to quote their DP-ID and Client ID No. in all their correspondences.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, and the Register of Contracts & arrangements in which director are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
11. The Shareholders are requested to direct change of address notifications and update details to their respective Depository Participant(s).

12. Equity shares of the Company are under compulsory demat trading by all Investors.

13. The Annual Report 2025-26, the Notice of the 5^{th} AGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

14. Members may also note that the Notice of the 5^{th} AGM and the Annual Report 2025-26 will be available on Company's website, https://www.bccl.info/annual-reports.php

15. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: https://www.bigshareonline.com/InvestorRegistration.aspx or Company

16. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

    Bigshare Services Private Limited
    Office No S6-2, 6th floor Pinnacle Business Park,
    Next to Ahura Centre, Mahakali Caves Road,
    Andheri (East) Mumbai - 400093, India.
    Tel No : +91 22-62638200
    Fax No : +91 22-62638299
    Website: www.bigshareonline.com
    E-Mail: info@bigshareonline.com

    Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding

17. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.

18. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.

19. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on August 18, 2026.

20. The route map of the venue of Annual General Meeting is appended to this report. The prominent land mark near the venue is INS Hospital, Surat.

21. **Information and other instructions relating to e-voting are as under:**

    I. Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL. The facility available for voting through polling paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through polling paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

II. If Members are opting for remote e-voting, they shall not vote by Polling paper and vice versa. However, in case Members cast their vote both by Polling paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by Polling paper will be treated as invalid.

III. Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.

IV. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. August 18, 2026.

V. A person, whose name is recorded in the register of members as on the cut-off date, i.e. August 18, 2026 only shall be entitled to avail the facility of remote e-voting / as well as voting through the Polling Papers at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

VI. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. August 18, 2026 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Polling Papers at the AGM by following the procedure mentioned in this part.

VII. The Remote e-voting period will commence on Saturday, August 22, 2026 at 9.00 a.m. and will end on Monday, August 24, 2026 at 5.00 p.m. During this period, the members of the Company holding shares as on the Cut-off date i.e. August 18, 2026, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.

VIII. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

IX. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 2 working days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.

X. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 25, 2026.

XI. **Instructions to Members for e-voting are as under:**

The remote e-voting period starts on Saturday, August 22, 2026 on open of working hours (i.e 9:00 hours) and ends on, Monday, August 24, 2026, on the close of working hours (i.e. 17:00 hours). 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. August 18, 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 August 18, 2026.

XII. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. August 18, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 224 430 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 18, 2026 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 **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 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider**

	i.e. **NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System

	Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL *eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
(a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
(b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
(c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 140643 then user ID is 140643001***

5. Password details for shareholders other than Individual shareholders are given below:

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

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.'=nsdl.com.

b) **<u>Physical User Reset Password?</u>**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Sarita Mote at

evoting@nsdl.com .

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@bccindia.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@bccindia.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 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.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 as well as voting at the AGM through polling paper. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

Date: July 31, 2026
Regd Office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat 394210
Email Id: cs@bccindia.com
Weblink: www.bccl.info

For and on behalf of the Board of Directors
BHATIA COLOUR CHEM LIMITED

Sd/-
Renu Garg
Company Secretary and Compliance Officer

The Route Map of Venue of AGM of the Company.

ANNEXURES TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Item No. 03

As per the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014.

The Board, based on the recommendation of the Audit Committee, has approved the appointment of M/s V.M. Patel & Associates, Practising Cost Accountants (Firm Registration No. 101519) as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year 2026-27, at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses. In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year 2026-27.

The Board commends ratification of remuneration of Cost Auditors, as set out in Resolution no. 3 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

Item No. 4

Mr. Bharat Brijlal Bhatia (DIN: 09095082), was appointed as a Managing Director of the Company for a period of 5 (Five) years commencing from January 21, 2022 till January 20, 2027, through the shareholders' resolution passed in the Extra-Ordinary General Meeting of the Company. He will be successfully completing his tenure as Managing Director of the Company on January 20, 2027.

Pursuant to the provisions of Sections 196, 197, and all other applicable provisions of the Act, read with the Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder, all applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is proposed to seek approval of the Members by way of special resolution, for re-appointment of Mr. Bharat Brijlal Bhatia (DIN: 09095082), as a Managing Director of the Company for a term of five commencing from January 21, 2027 to January 20, 2032.

Mr. Bharat Brijlal Bhatia (DIN: 09095082) has been associated with the Company since incorporation and has been instrumental in driving the Company's strategic growth, operational excellence, business expansion, and value creation for stakeholders. Under his leadership, the Company has strengthened its market position, improved operational efficiencies, and achieved sustainable financial performance. Considering his extensive industry experience, leadership capabilities, business acumen, and significant contribution to the Company, the Board believes that his continued leadership will be beneficial to the Company.

The principal terms and conditions of his re-appointment are as follows:

1. Tenure: Five (5) years commencing from January 21, 2027 to January 20, 2032.
2. Remuneration: Rs. 7,00,000/- p.m.

Mr. Bharat Brijlal Bhatia is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI Order or any other relevant authority.

The Company has also received the following documents from Mr. Bharat Brijlal Bhatia, in compliance with the regulatory requirements:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
(ii) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with the sub-section (1) and (2) of Section 164 of the Companies Act, 2013; and
(iii) Declaration that he is not debarred or disqualified from holding the office of director by virtue of any SEBI order or any other such authority.

In view of the above, Nomination and Remuneration Committee ("NRC") in its meeting held on July 31, 2026 reviewed the performance and progressive development of Mr. Bharat Brijlal Bhatia. After evaluating the same, NRC recommended the reappointment of Mr. Bharat Brijlal Bhatia, including the remuneration as approved earlier, to the Board of Directors of the Company, for their approval.

Following the recommendation of NRC, the Board of Directors of the Company in its meeting held on July 31, 2026 approved the re-appointment of Mr. Bharat Brijlal Bhatia (DIN: 09095082), as the Managing Director of the Company, subject to the approval of the Members of the Company.

The Board of Directors of your Company recommends the Special Resolution as set out at Item No. 4 of the Notice for the approval of Members of the Company.

The Board of Directors (including any Committee thereof) shall be authorised to alter, revise, enhance or vary the remuneration and other terms and conditions of appointment from time to time, provided such variation is within the limits prescribed under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable laws.

None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, except Mr. Bharat Brijlal Bhatia and their relatives to the extent of their shareholding interest in the Company.

Item No. 5

Mr. Rameshchand Chanduram Bhatia (DIN: 09431185), was appointed as a Whole Time Director of the Company for a period of 5 (Five) years commencing from January 21, 2022 till January 20, 2027, through the shareholders' resolution passed in the Extra-Ordinary General Meeting of the Company. He will be successfully completing his tenure as Whole Time Director of the Company on January 20, 2027.

Pursuant to the provisions of Sections 196, 197, and all other applicable provisions of the Act, read with the Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder, all applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is proposed to seek approval of the Members by way of special resolution, for re-appointment of Mr. Rameshchand Chanduram Bhatia (DIN: 09431185), as a Whole Time Director of the Company for a term of five years commencing from January 21, 2027 to January 20, 2032.

Mr. Rameshchand Chanduram Bhatia (DIN: 09431185) has been associated with the Company since its incorporation and has played a significant role in its growth and development. With extensive expertise in research and development in the chemical and dyestuffs industry, he oversees laboratory operations, evaluates new product viability, and drives innovation and operational excellence. He also supervises staff training, strengthens internal controls, and oversees the finance, sales, and administrative functions of the Company, contributing to its efficient and sustainable operations. The Board believes that his continued leadership will be beneficial to the Company.

The principal terms and conditions of his re-appointment are as follows:

1. Tenure: Five (5) years commencing from January 21, 2027 to January 20, 2032.
2. Remuneration: Rs. 7,00,000/- p.m.

Mr. Rameshchand Chanduram Bhatia (DIN: 09431185) is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI Order or any other relevant authority.

The Company has also received the following documents from Mr. Rameshchand Chanduram Bhatia (DIN: 09431185), in compliance with the regulatory requirements:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
(ii) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with the sub-section (1) and (2) of Section 164 of the Companies Act, 2013; and
(iii) Declaration that he is not debarred or disqualified from holding the office of director by virtue of any SEBI order or any other such authority.

In view of the above, Nomination and Remuneration Committee ("NRC") in its meeting held on July 31, 2026 reviewed the performance and progressive development of Mr. Rameshchand Chanduram Bhatia. After evaluating the same, NRC recommended the reappointment of Mr. Rameshchand Chanduram Bhatia, including the remuneration as approved earlier, to the Board of Directors of the Company, for their approval.

Following the recommendation of NRC, the Board of Directors of the Company in its meeting held on July 31, 2026 approved the re-appointment of Mr. Rameshchand Chanduram Bhatia (DIN: 09431185), as the Whole Time Director of the Company, subject to the approval of the Members of the Company.

The Board of Directors of your Company recommends the Special Resolution as set out at Item No. 5 of the Notice for the approval of Members of the Company.

The Board of Directors (including any Committee thereof) shall be authorised to alter, revise, enhance or vary the remuneration and other terms and conditions of appointment from time to time, provided such variation is within the limits prescribed under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable laws.

None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, except Mr. Rameshchand Chanduram Bhatia and their relatives to the extent of their shareholding interest in the Company.

Item No. 6

Mr. Ravi Ashokkumar Bhatia (DIN: 09431186), was appointed as a Whole Time Director of the Company for a period of 5 (Five) years commencing from January 21, 2022 till January 20, 2027, through the shareholders' resolution passed in the Extra-Ordinary General Meeting of the Company. He will be successfully completing his tenure as Whole Time Director of the Company on January 20, 2027.

Pursuant to the provisions of Sections 196, 197, and all other applicable provisions of the Act, read with the Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder, all applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is proposed to seek approval of the Members by way of special resolution, for re-appointment of Mr. Ravi Ashokkumar Bhatia (DIN: 09461186), as a Whole Time Director of the Company for a term of five years commencing from January 21, 2027 to January 20, 2032.

The Company not only became quality product organization in India but also diversified into various product categories, under the leadership of Mr. Ravi Ashokkumar Bhatia. He possesses strong leadership and public relations skills, enabling him to maintain effective relationships with dealers, suppliers, and other stakeholders. He also oversees the Company's administrative functions and plays a key role in the formulation and implementation of human resource policies, contributing to the overall organizational development and operational efficiency. The Board believes that his continued leadership will be beneficial to the Company.

The principal terms and conditions of his re-appointment are as follows:

1. Tenure: Five (5) years commencing from January 21, 2027 to January 20, 2032.
2. Remuneration: Rs. 2,50,000/- p.m.

The Company, in compliance with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

a) The payment of remuneration is approved by a resolution passed by the Board at a meeting held on July 31, 2026 and also by the Nomination and Remuneration Committee of Directors at a meeting held on July 31, 2026.
b) Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Mr. Ravi Ashokkumar Bhatia (DIN: 09461186) is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI Order or any other relevant authority.

The Company has also received the following documents from Mr. Ravi Ashokkumar Bhatia (DIN: 09461186), in compliance with the regulatory requirements:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

(ii) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with the sub-section (1) and (2) of Section 164 of the Companies Act, 2013; and

(iii) Declaration that he is not debarred or disqualified from holding the office of director by virtue of any SEBI order or any other such authority.

Accordingly, the statement as required under Section II, Part II of the Schedule V to the Act with reference to Special Resolution at Item No. 6 is as follows:

<table>
<tr><th>SN
(I)</th><th>General Information</th><th>Particular</th></tr>
<tr><td>1.</td><td>Nature of Industry</td><td>Company is engaged in the trading and manufacturing of Textile Chemical and auxiliary products</td></tr>
<tr><td>2.</td><td>Date of Commencement of Commercial Pr oduction</td><td>Commercial operations commenced from December 18, 2021</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable</td></tr>
<tr><td>4.</td><td>Financial Performance based on given indicators</td><td>As per Standalone Audited Financials
<table>
<tr><th>Particulars</th><th>Financial Year 2025-26
(Rs. in lacs)</th></tr>
<tr><td>Paid up Capital</td><td>1413.935</td></tr>
<tr><td>Reserves excluding Revaluation Reserves</td><td>8185.026</td></tr>
<tr><td>Total Income</td><td>15499.700</td></tr>
<tr><td>Total Expenses</td><td>14855.381</td></tr>
<tr><td>Profit before Tax</td><td>644.320</td></tr>
<tr><td>Exceptional Item</td><td>0.639</td></tr>
<tr><td>Tax Expenses</td><td>225.919</td></tr>
<tr><td>Profit after Tax</td><td>417.762</td></tr>
</table></td></tr>
<tr><td>5.</td><td>Foreign investments or collaborators, if any</td><td>The Company has not entered into any foreign collaborations and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs, are investors in the Company on account of past issuance of securities /purchase of shares of the Company from the secondary market.</td></tr>
<tr><td>(II)</td><td>Information about the Directors</td><td>Mr. Ravi Ashokkumar Bhatia</td></tr>
<tr><td>1.</td><td>Background details</td><td>As Per Explanatory Statement item no 6</td></tr>
</table>

2.	Past remuneration	Rs. 2,00,000/- p.m.
3.	Recognition or awards	NIL
4.	Job profile and his suitability	As Per Explanatory Statement item no. 6
5.	Remuneration proposed	Rs. 2,50,000/- p.m.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profiles and the positions, the remuneration is justifiable and comparable to that prevailing in the industry.
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Not Applicable
8.	Other Information 1. Reasons of loss or inadequate profits 2. Steps taken or proposed to be taken for improvement 3. Expected increase in productivity and profits in measurable terms	As the company is engaged in the manufacturing sector, the material expenses are high. The Company takes various steps on a regular basis such as cost control and improving efficiency. The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained growth in the future. As the Company is growth oriented, it is majorly incurring capital expenditures for its capacity expansion to cope with the ever-increasing customer demands. In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.

In view of the above, Nomination and Remuneration Committee ("NRC") in its meeting held on July 31, 2026 reviewed the performance and progressive development of Mr. Ravi Ashokkumar Bhatia. After evaluating the same, NRC recommended the reappointment of Mr. Ravi Ashokkumar Bhatia, including the increase in remuneration to Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month, to the Board of Directors of the Company, for their approval.

Following the recommendation of NRC, the Board of Directors of the Company in its meeting held on July 31, 2026 approved the re-appointment of Mr. Ravi Ashokkumar Bhatia (DIN: 09461186), as the Whole Time Director of the Company including the remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month, subject to the approval of the Members of the Company.

The Board of Directors of your Company recommends the Special Resolution as set out at Item No. 6 of the Notice for the approval of Members of the Company.

The Board of Directors (including any Committee thereof) shall be authorised to alter, revise, enhance or vary the remuneration and other terms and conditions of appointment from time to time, provided such variation is within the limits prescribed under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable laws.

None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, except Mr. Ravi Ashokkumar Bhatia and his relatives to the extent of their shareholding interest in the Company.

Item No. 07, 08, 09 and 10

Pursuant to the provisions of related party transaction under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any amendments thereto, all related party transactions that exceeds Rs. 50 Crore (Rupees Fifty Crores Only) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the SME listed entity, whichever is lower, shall be termed as Material Related Party transactions and shall require prior approval of shareholders.

In view of the above threshold for determining the material related party transactions and Bhatia Colour Chem Limited ("the Company"), being a trader & manufacturer of chemicals, dyes and auxiliary products, participates in the dealing and contracting with different entities in Bhatia group and partners in respective entities' growth and transformation journeys. Hence, the company seeks the approval of the shareholders to approve entering into contracts/arrangements with the related parties of the company as stated in item no. 07, 08, 09 and 10 of the notice, wherein the estimated value of proposed transactions is likely to exceed the materiality thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The details of transactions that require approval are given below:

A(1) Basic details of the related party

S. N.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mr. Bharat Brijlal Bhatia
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Managing Director and Promoter of a company engaged in Trading of Textile Chemical and dyes Products.

A(2) Relationship and ownership of the related party

S. N.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: 1. Shareholding of the listed entity/	Promoter holding 10.66% shares and Managing Director of the listed entity NA

	subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 2. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 3. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA The related party directly and indirectly holds 19.72% in the listed entity

A(3) Details of previous transactions with the related party

S. N.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Nature of Transactions: FY 2025-2026 (INR) Purchase of goods or services: 10,80,77,418/- Sales of goods or services: 4,25,425/- leasing of property of any kind: 8,40,000/- Repayment of Unsecured Loan: 1,60,07,173/- Director Remuneration: 84,00,000/-
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	*Rs. 23,10,000.00/-*
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its	NA

	subsidiary during the last financial year.	

A(4) Amount of the proposed transaction(s)

<table>
<tr><th>S. N.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>₹ 221.04 Crores</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>142.96%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>988.13%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:

(the latest audited details have been considered i.e. FY 2024-25)

Explanations:

The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2024-2025 (INR)</th></tr><tr><td>Turnover</td><td>22,36,94,352</td></tr><tr><td>Profit After Tax</td><td>-10752597</td></tr><tr><td>Net worth</td><td>4,46,44,490</td></tr></table></td></tr>
</table>

A(5) Basic details of the proposed transaction

S. N.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1. Purchase of goods 2. Leasing of Property 3. Sale of goods 4. Borrowings 5. Remuneration
2.	Details of each type of the proposed transaction	1. Purchase of goods-₹ 100 Cr. 2. Leasing of Property - ₹ 20 Lakhs 3. Sale of goods- ₹ 100 Cr. 4. Borrowings- ₹ 20 Cr. 5. Remuneration- ₹ 7 Lakh Per Month *Note: These are continuing business transactions in the ordinary course of business. The above breakup of transactions is indicative & may change during the course of business, within the same limit of ₹ 221.04 Crores*
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5th Annual General Meeting to 6th Annual General Meeting
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 221.04 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions with the Managing Director are in the interest of the Company as they are undertaken in the ordinary course of business and on an arm's length basis. The transactions relating to purchase and sale of goods facilitate efficient

		business operations and leverage the Managing Director's industry expertise, network, and resources. Remuneration proposed to be paid is commensurate with the responsibilities entrusted and is in accordance with the applicable provisions of the Companies Act, 2013. Further, any loan and service arrangements provide operational and financial flexibility to the Company on commercially competitive terms, ensuring continuity of business activities and optimizing resource utilization. Accordingly, the Board is of the view that these transactions are beneficial to the Company and its stakeholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Bharat Brijlal Bhatia, Managing Director and promoter. Consequently, Mrs. Madhu Brijlal Bhatia and Mrs. Sonal Bharat Bhatia, being relatives and member of promoter group
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	The related party directly and indirectly holds 19.72% in the listed entity
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

<u>B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</u>

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The transactions for sale and purchase of goods are proposed to be undertaken in the ordinary course of business based on commercial negotiations, prevailing market conditions, quality requirements, delivery timelines, and business exigencies. As the

		transactions are with a related party possessing the requisite expertise and resources, no separate bidding process has been undertaken. The terms of the transactions, including pricing, are reviewed to ensure that they are at arm's length and comparable with those prevailing in the market.
2.	Basis of determination of price.	NA
3.	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Up to such amount as may be required for operational/business requirements within the overall transaction limit approved by the shareholders.
	b. Tenure	1 Year
	c. Whether same is self-liquidating?	Yes. The trade advances are expected to be adjusted against the supply of goods under the respective transactions and are therefore self-liquidating in nature.

<u>B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</u>

S. N.	**Particulars of the information**	**Information provided by the management**
1.	Material covenants of the proposed transaction	While there are no material covenants, each facility will be structured based on specific business requirements, the standard terms of which are expected to be as under: 1. Maturity of loan Facilities are repayable on demand. 2. Loan Facilities are unsecured, considering that these are intergroup transactions. 3. Interest rate – 8.5% Per annum

2.	Interest rate (*in terms of numerical value or base rate and applicable spread*)	8.5% Per annum
3.	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	8.5-9% Per annum
4.	Maturity / due date	Repayable on demand
5.	Repayment schedule & terms	Repayable on demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds will be utilized for the principal business of the listed entity

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	**Particulars of the information**	**Information provided by the management**
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.*	
	a. Before transaction	0.02
	b. After transaction	0.02 Note: The Debt-to-Equity Ratio after the proposed transaction cannot be determined with certainty at this stage.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.*	
	a. Before transaction	3.92

	b. After transaction	3.92 Note: The Debt Service Coverage Ratio after the proposed transaction cannot be determined with certainty at this stage.

Related Party Transaction with Mr. Rameshchand Chanduram Bhatia

A(1) Basic details of the Related Party

S. N.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mr. Rameshchand Chanduram Bhatia
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Whole-time Director and Promoter of a company engaged Trading of Textile Chemical and Dyes products.

A(2) Relationship and ownership of the related party

S. N.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Promoter holding 9.21% shares and Whole Time Director of the listed entity
	1. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA
	2. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	3. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	The related party directly and indirectly holds 18.27% in the listed entity

A(3) Details of previous transactions with the related party

<table>
<tr><th>S. N.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table><tr><th>Nature of Transactions</th><th>FY 2025-2026 (INR)</th></tr><tr><td>Leasing of property of any kind</td><td>6,00,000/-</td></tr><tr><td>Repayment of Unsecured Loan</td><td>2,60,33,018/-</td></tr><tr><td>Director Remuneration</td><td>84,00,000/-</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 22,50,000/-</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>NA</td></tr>
</table>

A(4) Amount of the proposed transaction(s)

S. N.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 21.04 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction	Yes

	a material RPT?	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	13.60%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	5160.03%
6.	Financial performance of the related party for the immediately preceding financial year: (the latest audited details have been considered i.e. FY 2024-25) ***Explanations:*** *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	**Particulars**: FY 2024-25 (INR) **Turnover**: 40,77,499 **Profit After Tax**: 13,35,499 **Net worth**: 5,01,36,255

Particulars	FY 2024-25 (INR)
Turnover	40,77,499
Profit After Tax	13,35,499
Net worth	5,01,36,255

A(5) Basic details of the proposed transaction

S. N.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of	1. Borrowings 2. Leasing of Property 3. Remuneration

	goods/services, purchase of goods/services, giving loan, borrowing etc.)	
2.	Details of each type of the proposed transaction	1. Borrowings- ₹ 20 Cr. 2. Leasing of Property- ₹ 20 lakhs 3. Remuneration- ₹ 7 Lakhs Per Month *Note: These are continuing business transactions in the ordinary course of business. The above breakup of transactions is indicative & may change during the course of business, within the same limit of ₹ 21.04 Crores*
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5th Annual General Meeting to 6th Annual General Meeting
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 21.04 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions with the Whole Time Director are in the interest of the Company as they are undertaken in the ordinary course of business and on an arm's length basis. Remuneration proposed to be paid is commensurate with the responsibilities entrusted and is in accordance with the applicable provisions of the Companies Act, 2013. Further, any loan and service arrangements provide operational and financial flexibility to the Company on commercially competitive terms, ensuring continuity of business activities and optimizing resource utilization. Accordingly, the Board is of the view that these transactions are beneficial to the Company and its stakeholders.

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Rameshchand Chanduram Bhatia, Whole Time Director and Promoter. Consequently, Mrs. Reena Ramesh Bhatia and Mr. Dhawal Rameshchand Bhatia, being relatives and member of promoter group
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	The related party directly and indirectly holds 18.27% in the listed entity
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	**Particulars of the information**	**Information provided by the management**
1.	Material covenants of the proposed transaction	While there are no material covenants, each facility will be structured based on specific business requirements, the standard terms of which are expected to be as under: 1. Maturity of loan Facilities are repayable on demand. 2. Loan Facilities are unsecured, considering that these are intergroup transactions. 3. Interest rate – 8.5% Per annum
2.	Interest rate (*in terms of numerical value or base rate and applicable spread*)	8.5 % Per annum
3.	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	8.5-9% Per annum

4.	Maturity / due date	Repayable on demand
5.	Repayment schedule & terms	Repayable on demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds will be utilized for the principal business of the listed entity

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.*	
	a. Before transaction	0.02
	b. After transaction	0.02 Note: The Debt-to-Equity Ratio after the proposed transaction cannot be determined with certainty at this stage.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.*	
	a. Before transaction	3.92
	b. After transaction	3.92 Note: The Debt Service Coverage Ratio after the proposed transaction cannot be determined with certainty at this stage.

Related Party Transaction with Mr. Ravi Ashokkumar Bhatia:

A(1) Basic details of the Related Party

S. N.	Particulars of the information	Information provided by the management
1.	Name of the related party	Mr. Ravi Ashokkumar Bhatia
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Whole Time Director and Promoter of a company engaged in Trading of Textile Chemical and Dyes Products.

A(2) Relationship and ownership of the related party

S. N.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Promoter holding 2.51% shares and Whole Time Director of the listed entity
	1. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA
	2. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	3. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	The related party directly and indirectly holds 2.51% in the listed entity

A(3) Details of previous transactions with the related party

<table>
<tr><th>S. N.</th><th>Particulars of the information</th><th colspan="2">Information provided by the management</th></tr>
<tr><td rowspan="3">1.</td><td rowspan="3">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>Nature of Transactions</td><td>FY 2025-2026 (INR)</td></tr>
<tr><td>Sales of goods or services</td><td>74,06,850/-</td></tr>
<tr><td>Repayment of Unsecured Loan</td><td>4,62,900/-</td></tr>
</table>

		and interest	
		Director Remuneration	24,00,000/-
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	*Rs. 15,80,750/-*	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA	

A(4) Amount of the proposed transaction(s)

S. N.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 40.30 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	26.06%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed	NA

<table>
<tr><td></td><td>entity is not a party to the transaction)</td><td></td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>5400.80%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:

(the latest audited details have been considered i.e. FY 2024-25)

Explanations:

The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td><table>
<tr><td>Particulars</td><td>FY 2024-2025 (INR)</td></tr>
<tr><td>Turnover</td><td>74,61,852</td></tr>
<tr><td>Profit After Tax</td><td>-3,64,918</td></tr>
<tr><td>Net worth</td><td>36,816</td></tr>
</table></td></tr>
</table>

<u>A(5) Basic details of the proposed transaction</u>

S. N.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1. Purchase of goods 2. Sale of goods 3. Borrowings 4. Remuneration
2.	Details of each type of the proposed transaction	1. Purchase of goods - ₹ 15 Cr. 2. Sale of goods- ₹ 15 Cr. 3. Borrowings- ₹ 10 Cr. 4. Remuneration- ₹ 2.5 lakh Per Month *Note: These are continuing business transactions in the ordinary course of business. The above breakup of transactions is indicative & may change during the course of business, within the same limit of ₹ 40.30 Crores*
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5th Annual General Meeting to 6th Annual General Meeting

4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 40.30 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions with the Whole Time Director are in the interest of the Company as they are undertaken in the ordinary course of business and on an arm's length basis. The transactions relating to purchase and sale of goods facilitate efficient business operations and leverage the Whole Time Director's industry expertise, network, and resources. Remuneration proposed to be paid is commensurate with the responsibilities entrusted and is in accordance with the applicable provisions of the Companies Act, 2013. Further, any loan arrangements provide operational and financial flexibility to the Company on commercially competitive terms, ensuring continuity of business activities and optimizing resource utilization. Accordingly, the Board is of the view that these transactions are beneficial to the Company and its stakeholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Ravi Ashokkumar Bhatia, Whole Time Director and promoter.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	The related party directly and indirectly holds 2.51% in the listed entity
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The transactions for sale and purchase of goods are proposed to be undertaken in the ordinary course of business based on commercial negotiations, prevailing market conditions, quality requirements, delivery timelines, and business exigencies. As the transactions are with a related party possessing the requisite expertise and resources, no separate bidding process has been undertaken. The terms of the transactions, including pricing, are reviewed to ensure that they are at arm's length and comparable with those prevailing in the market.
2.	Basis of determination of price.	NA
3.	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Up to such amount as may be required for operational/business requirements within the overall transaction limit approved by the shareholders.
	b. Tenure	1 Year
	c. Whether same is self-liquidating?	Yes. The trade advances are expected to be adjusted against the supply of goods under the respective transactions and are therefore self-liquidating in nature.

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed	While there are no material covenants, each facility will be structured based on

	transaction	specific business requirements, the standard terms of which are expected to be as under: 1. Maturity of loan Facilities are repayable on demand. 2. Loan Facilities are unsecured, considering that these are intergroup transactions. 3. Interest rate – 8.5% Per annum
2.	Interest rate (*in terms of numerical value or base rate and applicable spread*)	8.5 % Per annum
3.	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	8.5-9% Per annum
4.	Maturity / due date	Repayable on demand
5.	Repayment schedule & terms	Repayable on demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds will be utilized for the principal business of the listed entity

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	**Particulars of the information**	**Information provided by the management**
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.*	
	a. Before transaction	0.02
	b. After transaction	0.02 Note: The Debt-to-Equity Ratio after the proposed transaction cannot be determined with certainty at this stage.

2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.*	
	a. Before transaction	3.92
	b. After transaction	3.92 Note: The Debt Service Coverage Ratio after the proposed transaction cannot be determined with certainty at this stage.

Related Party Transaction with M/s Vapchem, Partnership firm

A(1) Basic details of the related party

S. N.	Particulars of the information	Information provided by the management
1.	Name of the related party	M/s Vapchem, Partnership firm
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Partnership Firm and engaged in Manufacturing, Import, Export and Trading of synthetic organic dyes, Textile dyes, chemicals and axillaries, etc. and that of trading of yarn and fabrics

A(2) Relationship and ownership of the related party

S. N.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: 1. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Mr. Bharat Brijlal Bhatia, Managing Director is a partner NA NA

	2. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 3. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA

A(3) Details of previous transactions with the related party

<table>
<tr><th>S. N.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table><tr><td>Nature of Transactions</td><td>FY 2025-2026 (INR)</td></tr><tr><td>Purchase of goods or services</td><td>9,72,67,466 /-</td></tr><tr><td>Sales of goods or services</td><td>4,34,91,318 /-</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 1,77,31,139/-</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>NA</td></tr>
</table>

A(4) Amount of the proposed transaction(s)

S.	Particulars of the information	Information provided by

<table>
<tr><th>N.</th><th></th><th>the management</th></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>₹ 220 Crores</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>142.28%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>270.93%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:

(the latest audited details have been considered i.e. FY 2024-25)

Explanations:

The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td><table>
<tr><th>Particulars</th><th>FY 2024-2025 (INR)</th></tr>
<tr><td>Turnover</td><td>81,20,17,977</td></tr>
<tr><td>Profit After Tax</td><td>29,12,253</td></tr>
<tr><td>Net worth</td><td>17,43,07,797</td></tr>
</table></td></tr>
</table>

A(5) Basic details of the proposed transaction

S. N.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of	1. Purchase of goods 2. Sale of goods

	goods/services, purchase of goods/services, giving loan, borrowing etc.)	3. Borrowings
2.	Details of each type of the proposed transaction	1. Purchase of goods - 100 Cr. 2. Sale of goods- 100 Cr. 3. Borrowings- 20 Cr. *Note: These are continuing business transactions in the ordinary course of business. The above breakup of transactions is indicative & may change during the course of business, within the same limit of ₹ 220 Crores*
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5th Annual General Meeting to 6th Annual General Meeting
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 220 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions with the Partnership Firm are in the interest of the Company as they are undertaken in the ordinary course of business and on an arm's length basis. The transactions relating to purchase and sale of goods facilitate efficient business operations. Further, any loan and service arrangements provide operational and financial flexibility to the Company on commercially competitive terms, ensuring continuity of business activities and optimizing resource utilization. Accordingly, the Board is of the view that these transactions are beneficial to the Company and its stakeholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	

	a. Name of the director / KMP	Mr. Bharat Brijlal Bhatia, Managing Director and promoter.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	The related party directly and indirectly holds 19.27% in the listed entity
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The transactions for sale and purchase of goods are proposed to be undertaken in the ordinary course of business based on commercial negotiations, prevailing market conditions, quality requirements, delivery timelines, and business exigencies. As the transactions are with a related party possessing the requisite expertise and resources, no separate bidding process has been undertaken. The terms of the transactions, including pricing, are reviewed to ensure that they are at arm's length and comparable with those prevailing in the market.
2.	Basis of determination of price.	NA
3.	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	Up to such amount as may be required for operational/business requirements within the overall transaction limit approved by the shareholders.
	b. Tenure	1 Year

	c. Whether same is self-liquidating?	Yes. The trade advances are expected to be adjusted against the supply of goods under the respective transactions and are therefore self-liquidating in nature.

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	While there are no material covenants, each facility will be structured based on specific business requirements, the standard terms of which are expected to be as under: 1. Maturity of loan Facilities are repayable on demand. 2. Loan Facilities are unsecured, considering that these are intergroup transactions. 3. Interest rate – 8.5% Per annum
2.	Interest rate (*in terms of numerical value or base rate and applicable spread*)	8.5 % Per annum
3.	Cost of borrowing *Note: This shall include all costs associated with the borrowing*	8.5-9% Per annum
4.	Maturity / due date	Repayable on demand
5.	Repayment schedule & terms	Repayable on demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds will be utilized for the principal business of the listed entity

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management

1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.*	
	a. Before transaction	0.02
	b. After transaction	0.02 Note: The Debt-to-Equity Ratio after the proposed transaction cannot be determined with certainty at this stage.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.*	
	a. Before transaction	3.92
	b. After transaction	3.92 Note: The Debt Service Coverage Ratio after the proposed transaction cannot be determined with certainty at this stage.

Except as mentioned above and their relatives, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financial or otherwise in the resolution set out at item no. 07, 08, 09 and 10.

The board recommends the resolution set out at 07, 08, 09 and 10 of the notice for approval of the members.

Date: July 31, 2026
Regd Office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat 394210
Email Id: cs@bccindia.com
Weblink: www.bccl.info

For and on behalf of the Board of Directors
BHATIA COLOUR CHEM LIMITED

Sd/-
Renu Garg
Company Secretary and Compliance Officer

DETAILS OF DIRECTOR/KMP SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Companies Secretaries of India)

Item No. 2 and 5

Mr. Rameshchand Chanduram Bhatia (DIN: 09431185), is proposed to be re-appointed as Whole Time Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name of Director	**Mr. Rameshchand Chanduram Bhatia**
DIN	09431185
Date of Birth	20/07/1957 (69 years)
Qualification	B.SC
Expertise in specific functional areas	Chemical Engineering
Experience	Research and Development in chemical and dyestuffs field
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item No 2 of the notice convening this meeting, Mr. Rameshchand Chanduram Bhatia is liable to retire by rotation at the meeting and eligible for re-appointment
Remuneration Last drawn	7,00,000 P.M
Remuneration Proposed	7,00,000 P.M
Date of First Appointment	10/12/2021
Relationship with Directors/ Key Managerial Personnel	Mr. Rameshchand Chanduram Bhatia is an uncle of Mr. Bharat Brijlal Bhatia.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board	Bhatia Colour Chem Limited 1. Whole Time Director 2. Member of CSR Committee
Listed entities from which the person has resigned in the past three years	Nil
No. of Meetings of the Board Attended during the year	13
Listed entities from which the person has resigned in the past three years	Nil

Item No. 4

Mr. Bharat Brijlal Bhatia (DIN: 09095082), is proposed to be re-appointed as Managing Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name of Director	Mr. Bharat Brijlal Bhatia
DIN	09095082
Date of Birth	06/11/1978 (47 years)
Qualification	Diploma in Chemical Engineering
Expertise in specific functional areas	Chemical Engineering
Experience	More than 20 years of experience in chemical and dyestuffs business
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item No 4 of the notice convening this meeting
Remuneration Last drawn	7,00,000 P.M
Remuneration Proposed	7,00,000 P.M
Date of First Appointment	10/12/2021
Relationship with Directors/ Key Managerial Personnel	Mr. Bharat Brijlal Bhatia is a nephew of Mr. Rameshchand Chanduram Bhatia.
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board	Bhatia Colour Chem Limited 1. Managing Director 2. Member of Audit Committee 3. Member of Stakeholders Relationship Committee 4. Chairman of CSR Committee
Listed entities from which the person has resigned in the past three years	Nil
Shareholding	15,28,750 Equity shares
No. of Meetings of the Board Attended during the year	13
Listed entities from which the person has resigned in the past three years	Nil

Item No. 6

Mr. Ravi Ashokkumar Bhatia (DIN: 09431186), is proposed to be re-appointed as Whole-time Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name of Director	Mr. Ravi Ashokkumar Bhatia
DIN	09431186
Date of Birth	21/01/1979 (47 years)
Qualification	Under-graduate
Expertise in specific functional areas	Product Development and Marketing in chemical and dyestuffs field
Experience	More than 25 years in Chemical Industry
Terms and Conditions of Appointment/ Reappointment	As per the resolution at item No 6 of the notice convening this meeting
Remuneration Last drawn	2,00,000 P.M
Remuneration Proposed	2,50,000 P.M
Date of First Appointment	10/12/2021
Relationship with Directors/ Key Managerial	--

Personnel	
Names of all listed entities in which the person also holds the directorship and the membership of committees of the board *	Bhatia Colour Chem Limited 1. Whole Time Director
Listed entities from which the person has resigned in the past three years	Nil
Shareholding	3,60,000 Equity shares
No. of Meetings of the Board Attended during the year	13
Listed entities from which the person has resigned in the past three years	Nil

Date: July 31, 2026
Regd Office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat 394210
Email Id: cs@bccindia.com
Weblink: www.bccl.info

For and on behalf of the Board of Directors
BHATIA COLOUR CHEM LIMITED

Sd/-
Renu Garg
Company Secretary and Compliance Officer

BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878
Regd office: Plot No.A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat 394210
Mob No.9104294564 **Email Id:** cs@bccindia.com **Weblink:** www.bccl.info

ATTENDANCE SLIP

Name of the member (s):	
Registered Address	

Folio No		***DP ID**	
No. Of Shares		***Client ID**	

* Applicable to holders holding Shares in demat /electronic form

I hereby record my attendance at the 05th Annual General Meeting of the Company held on Tuesday, August 25, 2026 at 02.00 p.m. at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210

____

Shareholders Signature

Notes:

1. Please fill attendance slip and hand it over at the entrance of the Meeting Hall.
2. Member's signature should be in accordance with the specimen signature in the Register of Members of the Company.
3. Members are requested to bring their copy of the Annual Report and this Attendance Slip at the Annual General Meeting of the Company.

BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878

Regd office: Plot No.A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat 394210

Mob No.9104294564 **Email Id:** cs@bccindia.com **Weblink:** www.bccl.info

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L24290GJ2021PLC127878
Name: BHATIA COLOUR CHEM LIMITED
Registered office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210

Name of the member(s):
Registered address:
E-mail Id:
Folio No/ Client Id:
*DP ID:
* Applicable for holders holding shares in demat/electronic mode

I/We, being the member (s) of …………. shares of the above named company, hereby appoint

1. Name:..Address:..
.
E-mail Id:..Signature..**or failing him**

2. Name:..Address:..
.
E-mail Id:..Signature..**or failing him**

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 05th Annual General Meeting of the company, to be held on Tuesday, August 25, 2026 at 02.00 p.m. at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210 and at any adjournment thereof in respect of such resolutions as are indicated below:

SN.	ORDINARY BUSINESS
1.	To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on March 31, 2026 together with the report of the Board of Directors & Auditors' thereon.
2.	To appoint a Director in place of Mr. Rameshchand Chanduram Bhatia (DIN: 09431185) Whole Time Director of the company, liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
	SPECIAL BUSINESS
3.	To ratify the remuneration of Cost Auditor for the financial year 2026-27.
4.	To approve reappointment of Mr. Bharat Brijlal Bhatia, (DIN: 09095082) Managing Director of the Company.
5.	To approve reappointment of Mr. Rameshchand Chanduram Bhatia, (DIN: 09431185) Whole Time Director of the Company.
6.	To approve reappointment of Mr. Ravi Ashokkumar Bhatia, (DIN: 09431186) Whole Time Director of the Company and increase in remuneration.
7.	To approve Material Related Party Transaction(s) with Mr. Bharat Brijlal Bhatia.
8.	To approve Material Related Party Transaction(s) with Mr. Rameshchand Chanduram Bhatia.
9.	To approve Material Related Party Transaction(s) with Mr. Ravi Ashokkumar Bhatia.
10.	To approve Material Related Party Transaction(s) with M/s Vapchem, Partnership Firm.

Signed this …… day of ……… 2026

Affix a Re. 1 Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A holder may vote either for or against each resolution.

BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878
Regd office: Plot No.A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat 394210
Mob No.9104294564 **Email Id:** cs@bccindia.com **Weblink:** www.bccl.info

Form No. MGT- 12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

CIN: L24290GJ2021PLC127878
Name: BHATIA COLOUR CHEM LIMITED
Registered Office: Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210

1. Name of the First Named Shareholder (In block letters) Postal Address :
2. Registered folio No./ DP ID No./Client ID No.* (*Applicable to investors holding Shares in dematerialized form) :

Class of Shares

1. I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of Annual General Meeting of Company scheduled to be held on Tuesday, August 25, 2026 at 02.00 p.m. at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat-394210, which is proposed to be placed for consideration of members at the aforesaid AGM of the Company, by sending my/our assent (FOR) and/or dissent (AGAINST) to the said Resolution(s) by placing the tick () mark at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of Shares	I/we assent to the resolution (FOR)	I/we assent to the resolution (AGAINST)	(ABSTAIN)
1.	To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on March 31, 2026 together with the report of the Board of Directors & Auditors' thereon.	Ordinary				
2.	To appoint a Director in place of Mr. Rameshchand Chanduram Bhatia (DIN: 09431185) Whole Time Director of the company, liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.	Ordinary				
3.	To ratify the remuneration of Cost Auditor for the financial year 2026-27.	Ordinary				
4.	To approve reappointment of Mr. Bharat Brijlal Bhatia, (DIN: 09095082) Managing Director of the Company.	Special				
5.	To approve reappointment of Mr. Rameshchand Chanduram Bhatia, (DIN: 09431185) Whole Time Director of the Company.	Special				
6.	To approve reappointment of Mr. Ravi Ashokkumar Bhatia, (DIN: 09431186) Whole Time Director of the Company and increase in remuneration.	Special				
7.	To approve Material Related Party Transaction (s) with Bharat Brijlal Bhatia.	Ordinary				
8.	To approve Material Related Party Transaction(s) with Mr. Rameshchand Chanduram Bhatia.	Ordinary				
9.	To approve Material Related Party Transaction(s) with Mr. Ravi Ashokkumar Bhatia.	Ordinary				
10.	To approve Material Related Party Transaction(s) with M/s Vapchem, Partnership Firm.	Ordinary				

Place: Surat
Date:

(Member)

EVEN (E VOTING EVENT NUMBER)
EVEN : 140643

E-Voting shall start on Saturday, August 22, 2026 (09.00 a.m) and will be open till Monday, August 24, 2026 till the close of working hours (i.e. 05.00 p.m.)
Note: Please read the instruction printed overleaf carefully before exercising your vote