



## Bhagiradha Chemicals & Industries Limited

CIN: L24219TG1993PLC015963

**Regd. Off:** #8-2-269/S/3/A, Plot No.3, Sagar Society,  
Road No. 2, Banjara Hills, Hyderabad-500034

**website:**www.bhagirad.com; **email:**info@bhagirad.com

Notice is hereby given that the First Extra-Ordinary General Meeting ("EGM") of the Members of **Bhagiradha Chemicals & Industries Limited** (the "Company") for the Financial Year 2023-24 (EGM No. 1/2023-24) will be held on Saturday, November 04, 2023 at 11:00 A.M (IST) through Video Conferencing / Other Audio-Visual Means ("VC"/ "OAVM"), to transact the following business:

### **SPECIAL BUSINESS:**

#### **Item No.1**

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

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

(one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupee Ten One Only) (“**Equity Share(s)**”) each at a price of Rs. 1332/- (Rupees one thousand three hundred thirty-two only) (“**here in after referred as warrant issue price**”) including the Warrant face value of Rs. 10/- each and premium of Rs. 1322/- payable in cash, aggregating up to Rs.341,18,18,100/- (Rupees Three hundred forty-one crores eighteen lakh eighteen thousand one hundred Only) (“**Total Issue Size**”) on a preferential basis subject to the entitlement of each Warrant Holder as specified below and upon receipt of Rs. 333/- (Rupees Three Hundred and Thirty-Three Only) for each Warrant, which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price as upfront payment (“**Warrant Subscription Price**”) entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants and on payment of Rs. 999/- (Rupees Nine Hundred and Ninety- Nine only) which is equivalent to remaining 75% (Seventy- five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect to persons / entity listed below (“**Warrant Holder(s)**” / “**Proposed Allottees(s)**”):

S. No	Name, PAN and Address of the Proposed Allottee(s)			Category	No. of Convertible Warrants proposed to be allotted
	Name	PAN	Address		
1.	SINGAVARAPU CHANDRASEKHAR	AUQPS8036G	403 VISWASAI APARTMENTS JAYAPRAKASH NAGAR, YELLAREDDYGUDA HYDERABAD - 500073.	Promoter (Individual)	82,580
2.	KUDARAVALLI RAMAKRISHNA	AJCPK9446P	H.NO. 8 3 319/9 YELLAREDDYGUDA, AMEERPET, HYDERABAD - 500073.	Promoter (Individual)	30,030
3.	PLUTUS WEALTH MANAGEMNET LLP	AATFP4879R	EMPIRE COMPLEX, 1ST FLOOR, SMS DEPT 414, S.B. MARG, LOWER PAREL(W) MUMBAI, MAHARASHTRA-400013	Non Promoter (LLP)	3,75,375
4.	360 ONE SPECIAL OPPORTUNITIES FUND: SERIES 9	AABTI9465N	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, PO BOX NO. 1142, FORT MUMBAI-400001	Non Promoter (AIF)	1,87,685
5.	360 ONE SPECIAL OPPORTUNITIES FUND: SERIES 10	AABTI9466R	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, PO BOX NO. 1142, FORT MUMBAI-400001	Non Promoter (AIF)	1,87,685

6.	RATNABALI INVESTMENT PRIVATE LIMITED	AADCR8417N	5A, WOOD BURN PARK ROAD WOODBURN CENTRAL, 2RD FLOOR, KOLKATA, WB-700020	Non Promoter (Body Corporate)	3,75,375
7.	EMERALD COMPANY PRIVATE LIMITED	AADCE2623D	31, CHOWRINGHEE ROAD, KOLKATA - 700016	Non Promoter (Body Corporate)	3,75,375
8.	MIRACLE INVESTMENTS	ABSFM6886H	1701 LODHA SUPREMUS SENAPATI BAPAT MARG LOWER PAREL MUMBAI 400013	Non Promoter (Partnership Firm)	1,87,685
9.	RISHITH SINHA	DRBPS8298R	57 BY 3, BALLYGUNGE CIRCULAR ROAD, KOLKATA-700019.	Non Promoter (Individual)	1,87,685
10.	MEHUL MOHANKA	AFDPM0572R	146, BLOCK - G, NEW ALIPORE, KOLKATA, WESTBENGAL,INDIA, KOLKATA, 700053.	Non Promoter (Individual)	1,65,165
11.	AGROCEL INDUSTRIES PRIVATE LIMITED	AACCA7205J	B-701/702, 7TH FLOOR, FLEXCEL PARK, 184-187 , S.V ROAD, JOGESHWARI(W), MUMBAI 400102	Non Promoter (Body Corporate)	1,12,610
12.	VSN ENTERPRISES	AALFV8193J	IDEAL PLAZA, 4TH FLOOR, 11/1, SARAT BOSE ROAD, KOLKATA-700020	Non Promoter (Partnership Firm)	1,12,610
13.	UNIVERSE PROPERTY LLP	AAEFU1944P	9, MANGOE LANE, 3rd FLOOR, ROOM NO.23, KOLKATA-700001	Non Promoter (LLP)	22,520
14.	SWYOM INDIA ALFA FUND	ABFTS6177G	11 A M D ROAD, 2ND FLOOR, ROOM NO 1, KOLKATA , WEST BENGAL - 700007	Non Promoter (AIF)	15,015
15.	SAKHI SINGHI	FMTPS4873P	RAJASTHALI BLOCK B-2, 3,JAMADAR KHAN LANE, KOLKATA,WEST BENGAL-700019.	Non Promoter (Individual)	11,260
16.	JAISHANKAR NATARAJAN	AGAPN8897Q	381 A9 VELACHERY, MAIN ROAD, VELACHERY, CHENNAI - 600042  TAMILNADU - INDIA	Non Promoter (Individual)	7,505

17.	BONDALAPATI NAVEENKRISHNA	AKTPB0414A	FN 103 SANTHAPETA, SAI BABA TEMPLE ONGOLE, PRAKASAM DIST- 523001	Non Promoter (Individual)	7,505
18.	ARVIND KUMAR ANEGONDI	AEJPA8710L	12-2, 417/46/22, MEHDIPATNAM, SHARADA NAGAR COLONY HYDERABAD, TELENGANA - 500067	Non Promoter (Individual)	7,505
19.	ABHINAV CHANDAK	AHMPC7607A	BHAGABANDH PARA, PURULIA MUNICIPALITY, WARD NO-3, PURULIA-723101, WEST BENGAL, INDIA.	Non Promoter (Individual)	7,505
20.	RAKESH PANDIYA	AFCPP9409H	P-125, SUVADA USHA PARK, GARIA SRIRAMPUR FARIA, SOUTH TWENTY FOUR PARGANAS 700084.	Non Promoter (Individual)	4,125
21.	DEVIKA SETHI	BFHPJ1945J	3RD FLOOR, FLAT-3A, 35/4, PADDAPUKUR ROAD, L.R.SARANI, KOLKATA-700020, WEST BENGAL,INDIA.	Non Promoter (Individual)	3,750
22.	PANKAJ GUPTA	ADOPG8635Q	GANGES GARDEN, D2-2B 106, KIRAN CHAND SINGHA RD, SIBPUR ALOKA CINEMA, HOWRAH, WEST BENGAL-711102.	Non Promoter (Individual)	3,750
23.	NAVIN MIMANI	ADRPM6807D	B 89, PALACE ORCHARD COLONY, PHASE 3, KOLAR ROAD, BHOPAL- 462042.	Non Promoter (Individual)	3,750
24.	PURNA CHANDRA RAO N	ADJPN1914E	37-1-718/207, SANTHA PETA BESIDE SAI BABA TEMPLE, ONGOLE , PRAKASAM DIST, ONGOLE -523001	Non Promoter (Individual)	3,750
25.	TATINENI SATISH	AEQPT3303K	MIG 206 ,PHASE 1 ROAD NO 1 , NEAR IRIS FACTORY OUT LET, K P H B COLONY, HYDERABAD, TELANGANA, INDIA, 500072.	Non Promoter (Individual)	3,750

26.	LAKSHMI MANDAVA	ANOPM5294K	P NO 117 118 , FLAT NO 204, 3RD FLOOR, BALAJI RESIDENCE, R. NO 10, VIJAYANAGAR COLONY, KUKAT PALLY , HYDERABAD - 500072	Non Promoter (Individual)	3,750
27.	PUFNACHANDRA RAO POTINI	ACUPP4721B	FLAT NO 403, VISWASAI ENCLAVE, JAYAPRAKASH NAGAR, YELLAREDDY GUDA, KHAIRATABAD, HYDERABAD - 500073	Non Promoter (Individual)	3,750
28.	KONDALA RAO EDARA	AMEPK9255F	H NO 28, ENVIRON ENCLAVE, SAIBABA NAGAR, NEAR METRO, RANGA REDDY- 500072	Non Promoter (Individual)	3,750
29.	SUBBA RAJU DANDU	AKLPD9729Q	8202 VISWANADHA RESIDENCY, SAINIK, NEAR TURBO MACHINERY, BACHUPALLI, KV RANGA REDDY, TELENGANA -500090	Non Promoter (Individual)	3,750
30.	LINGAMANENI SOWJANYA	AJZPL6242M	FLAT NO G2 SAIS CHANDANA APARTMENT NEER SAI BABA TEMPLE SANTHA PETA PRAKASAM ONGOLE 523001	Non Promoter (Individual)	3,750
31.	M KALYANA CHAKRAVARTHY	CAIPK1883R	3-30 HANUMANTHAPURAM HANUMANTHAPURAM KRISHNA 521246	Non Promoter (Individual)	3,750
32.	TATINENI SRIVENKATASIVALAKSHMI	AYHPT5430G	FLAT NO-G1, SAIS CHANDANA APPARTMENT, SANTHAPETA, NEAR SAIBABA TEMPLE,ONGOLE, PRAKASAM-523001.	Non Promoter (Individual)	3,750
33.	VEERAMACHINENI SURESH	BJKPS9467H	15 141 JUVVALA PALEM JUVVALAPALEM, VELLATURU GUNTUR GUNTUR 522257	Non Promoter (Individual)	3,750

34.	MANDAVA SOWJITHA	EYEPM0683P	58-4-20 CHUNDURI VARO VEEDHI SANTHAPETA, NEAR VETARNERY HOSPITAL PRAKASAM, ANDHRA PRADESH, INDIA PRAKASAM 523001	Non Promoter (Individual)	3,750
35.	BONTHU PREMALATHA	ALNPB7248R	FLAT 107 MASTERS ENCLAVE SANTHAPEAT ONGOLE ONGOLE PRAJASAM, 523001, ANDHRA PRADESH	Non Promoter (Individual)	3,750
36.	RAJASEKHAR CHUNDURI	AIBPC7745B	5 92 MAIN ROAD, VENKATARAJUPALEM, DODDAVARAPPADU, PRAKASAM - 523211	Non Promoter (Individual)	3,750
37.	BHARAT JAIN	AHTPJ0439Q	IDEAL EXOTICA, BLOCK A, 10TH FLOOR, FLAT 10 B 21, PRAMATHA CHOWDHURY, SARANI NEAR NEW ALIPORE POLICE STATION, KOLKATA- 700053.	Non Promoter (Individual)	3,000
38.	SWATI HIROO MALOO	AHHPH6570N	BRINDAVAN GARDENS, BLOCK B1, 11 FLOOR, FLAT 3 98 CHRISTOPHER RD, GOBINDA KHATICK ROAD, KOLKATA- 700046, WEST BENGAL, INDIA.	Non Promoter (Individual)	1,875
39.	NISHANT SHAH	BQSPS9265A	KISHORE BHAWAN COMPOUND, RANCHI ROAD, PURULIA-723101, WEST BENGAL, INDIA.	Non Promoter (Individual)	1,875
40.	RAJESH DAGA	ADLPD7722J	P-308 C I T ROAD SCHEME VI, ABOVE TANISHQ SHOWROOM, KANKURGACHI, KOLKATA, WEST BENGAL-700054.	Non Promoter (Individual)	1,875
41.	SUSHMITA DAS	AKAPD3356Q	2A SHANTI RESIDENCY, 1ST FLOOR FLR, 465, MOTILAL GUPTA ROAD PURBA BARISHA, NEAR NILKANTHA COMMUNITY HALL KOLKATA WEST BENGAL INDIA 700008	Non Promoter (Individual)	1,875

42.	VALLABHANENI BHARGAV	AIUPV9680M	D NO 1-1485, BANK COLONY, MANGALAGIRI-522503	Non Promoter (Individual)	1,875
43.	BANDHAKAVI KRISHNA MOHAN RAO	ADAPB3460E	PLOT NO 128, B FLAT NO 201, SAI BINDU APARTMENT KALYAN NAGAR-3, HYDERABAD- 500018	Non Promoter (Individual)	1,875
44.	ANURADHA KANNEGANTI	AURPK0785H	12- 13-198-103, STREET NO 1, TARNAKA GAYATRI TOWERS, SECUNDERABAD - 500017	Non Promoter (Individual)	1,875
45.	VENKATESAN SUBBUSAMY	ARRPS3163J	FLAT NO 202, PEACE COURT APPT, 1ST STREET, UMA NAGAR, BEGUMPET, BEHIND COUNTRY CLUB, HYDERABAD- 500068	Non Promoter (Individual)	1,875
46.	MANDALA AMAN RAJ	BQOPM5312C	S/O MANDALA MANOHAR RAO 8-3-1046 FLAT NO 402 NARAYANA REDDY SARASWATHI APARTMENT SRINAGAR COLONY, PUNJAGUTTA, YELLAREDDYGUDA, HYDERABAD 500073 TELANGANA INDIA	Non Promoter (Individual)	1,875
47.	CHENNAREDDY SRINIVASA RAO	AEXPC1306G	37-1-59/5, NEAR VENKAIAH, SWAMY TEMPLE ANNAVARAPPADU, ONGOLE, PRAKASAM 523001 ANDHRA PRADESH, INDIA	Non Promoter (Individual)	1,875
48.	MALLIPEDDI LAKSHMI PAVAN	AHVPL3107B	2 92 CHITTURPU, CHITTURPU KRISHNA, KRISHNA 521132	Non Promoter (Individual)	1,875
49.	KOGANTI BHARGAV	FQCPB0431H	4 35, MARRIVADA, MARRIVADA KRISHNA KRISHNA 521256	Non Promoter (Individual)	1,875
50.	VEMULAPPALI VENKATA PRADEEP KUMAR	BAWPV8144B	2 32, SAJJAVARIPALEM DISTRICT GUNTUR, GUNTUR 522265	Non Promoter (Individual)	1,875

51.	ADUSUMALLI SRINIVASULU	AGSPA3886G	D NO 8-69 MARLA PADU VIA VALLURU TANGUTUR PRAKASAM PRAKASAM 5233272	Non Promoter (Individual)	1,875
52.	SYED MAHABOOB SUBHANI	AWDPS6761R	1-41/1 GANIKAPUDI GANIKAPUDI GUNTUR GUNTUR, 522019 ANDHRA PRADESH, INDIA	Non Promoter (Individual)	1,875
53.	PREM CHAND DIGUMARTHI	BTLPD2138K	GOLLAPUDI APATMENT, FLAT NO- 403, C R DAS STREET, SANTHAPETA, ONGOLE, PRAKASAM- 523001, ANDHRA PRADESH.	Non Promoter (Individual)	1,875
54.	GUDURU RAJA CHANDRA CHOWDARY	CGYPG9345L	P H 1, GNANISHA RESIDENCY, MEGA TOEN SHIP, AYYAPPA NAGAR, KRISHNA URBAN, VIJAYAWADA - 520007	Non Promoter (Individual)	1,875
55.	C H SRINIVASULU	BUMPS7043E	PONDURU, PRAKASAM DIST ANDHRA PRADESH - 523273	Non Promoter (Individual)	1,875
56.	MAHENDRA UDAY BHALERAO	AFBPB3306C	PLOT NO 57, ASBESTOS COLONY KHARKHANA, SECUNDERABAD HYDERABAD 500009, ANDHRA PRADESH, INDIA	Non Promoter (Individual)	1,875
<b>Total</b>					<b>25,61,425</b>

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

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

1. In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for conversion to fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.



2. The Warrant Holders shall be entitled to exercise his/their option to convert the Warrants into Equity Shares of the Company in one or more tranches on a date as may be mutually agreed between the issuer and the warrant holder after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders.
3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the bank account. (The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).)
4. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months by making the full payment for the entire allotment from the date of allotment of Warrants, the Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited; (The conversion of warrants into equity shares shall happen at any time within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations on a date as may be mutually agreed between the issuer and the warrant holder )
5. The Equity Shares arising out of conversion of Warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
6. The Equity Shares so allotted on conversion of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
7. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;
8. The Warrants and Equity Shares allotted pursuant to the conversion of the Warrants shall be locked-in as prescribed under the ICDR Regulations.”
9. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.
10. Warrants shall be issued and allotted by the Company only in dematerialized form.

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

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

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

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

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

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

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

**“RESOLVED FURTHER THAT** in connection with any of the aforesaid resolutions, the Board of Directors/ Sub-Committee(s) of the Board of the Company be and are hereby severally authorized to execute and deliver any documents, papers and to do or cause to be done any or all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the aforesaid resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

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

**Registered Office:**

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

Date: October 11, 2023  
Place: Hyderabad

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

## Notes:

1. In compliance with MCA vide its General Circular No. 09/ 2023 dated September 25, 2023 read with the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circulars No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No.3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs ("MCA") read together with such other circulars issued by MCA in this regard (hereinafter collectively referred to as "MCA Circulars") and circulars issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an Extraordinary General Meeting ("EGM"/"Meeting") of the Company is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The detailed procedure for participating in the Meeting through VC/OAVM Facility is mentioned hereunder. The deemed venue for the EGM shall be the Registered Office of the Company.
2. The EGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA and SEBI Circulars
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and the MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM and facility for those Members participating in the EGM to cast vote through e-Voting system during the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. NSDL will be providing facility for voting through remote e-voting, for participation in the EGM through VC/OAVM facility and e-Voting during the EGM. The instructions and other information relating to e-voting are given in the notes to notice.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Attendance Slip and Proxy Form is not annexed.
5. Corporate Members intending to authorise their representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
6. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, October 27, 2023 shall only be entitled to attend and vote at the EGM. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.
8. Since the EGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.

9. The Board of Directors had appointed Sri. Y. Ravi Prasada Reddy, (M. No: FCS 5783, CP No: 5360), Proprietor of M/s RPR & Associates, Practicing Company Secretaries to act as Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the EGM and votes casted through remote e-voting), within two working days from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on Company's website at <https://bhagirad.com/>, on the website of the Stock Exchanges i.e BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of Company's Registrar & Transfer Agent

10. 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 Friday, October 27, 2023
11. Members may also note that the Notice of the Extraordinary General Meeting is available on the Company's website: <https://bhagirad.com/>. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to [cs@bhagirad.com](mailto:cs@bhagirad.com).
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice will also be available on the Company's website at <https://bhagirad.com/>, on the website of the Stock Exchanges i.e BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of Company's Registrar & Transfer Agent.
13. Members are requested to follow the process detailed below and intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, XL Softech Systems Limited at <a href="mailto:xlfield@rediffmail.com">xlfield@rediffmail.com</a>	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3

	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available on the website of the company at <a href="https://www.bhagirad.com/">https://www.bhagirad.com/</a>	
Demat	Please contact your DP and register your email address, bank account details in your demat account, as per the process advised by your DP.	

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

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.



6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://bhagirad.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

**The remote e-voting period begins on Tuesday, October 31, 2023 at 09 :00 A.M. IST and ends on Friday, November 03, 2023 at 05:00 P.M IST. 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. Friday, October 27, 2023, 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 Friday, October 27, 2023.**

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

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





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider</b></li> </ol>

	<p><b>i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 [yvafcs@gmail.com](mailto:yvafcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to ( Smt. Supratim Mitra; Sri. Swapneel Puppala) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ([cs@bhagirad.com](mailto:cs@bhagirad.com)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([cs@bhagirad.com](mailto:cs@bhagirad.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([cs@bhagirad.com](mailto:cs@bhagirad.com)). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [cs@bhagirad.com](mailto:cs@bhagirad.com). The same will be replied by the company suitably.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as speakers by sending their request in advance at least 10 days prior to meeting, mentioning their name, Demat account number/folio number, email id, mobile number at company email id [cs@bhagirad.com](mailto:cs@bhagirad.com).

8. The shareholders who do not wish to speak during the EGM but have queries, may send their queries in advance 10 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at company email id cs@bhagirad.com. These queries will be replied to by the company suitably by email.
9. Those shareholders who have registered themselves as speakers will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time during the EGM.

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

**The following explanatory Statement sets out all the material facts relating to the Special Business mentioned in Item No. 1 of the Notice of EGM:**

#### **Item No. 1**

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

To increase the manufacturing capacity of the company, Bheema Fine Chemicals Private Limited, a wholly owned subsidiary, was incorporated in the year 2020. The said subsidiary is setting up a manufacturing unit in Kadachur, Yadgir District, Karnataka. The environmental clearance from MOEF&CC, Government of India has been received for a production capacity of 9002 MT per annum. The project envisages construction of three production blocks in the facility and the civil construction work of the 1st production block is in progress. The 1st tranche of the proceeds of the proposed warrants amounting to about Rs.85.30 Cr shall be utilized for part funding the capex cost and to meet the preliminary and preoperative expenses besides meeting the working capital needs after the commencement of the commercial production of the 1st block. The balance proceeds of about Rs.255.88 Cr, which shall be received before completion of 18 months, shall be utilized for part funding the implementation of the other two blocks.

The Board of Directors of the Company at their meeting held on October 11, 2023, approved raising of funds aggregating up to Rs. 341,18,18,100/ (Rupees Three hundred forty one crore eighteen lakh eighteen thousand one hundred Only) by way of issuance of up to 25,61,425 (Twenty five lakh sixty one thousand four hundred twenty five only) convertible warrants of Rs. 10/-, each at a price of Rs. 1332/- convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each and premium of Rs. 1322/- payable in cash, aggregating up to Rs.341,18,18,100/- (Rupees Three hundred forty-one crores eighteen lakh eighteen thousand one hundred Only) ("**Total Issue Size**") on a preferential basis subject to the entitlement of each Warrant Holder as specified below and upon receipt of Rs. 333/- (Rupees Three Hundred and Thirty-Three Only) for each Warrant, which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price as upfront payment ("**Warrant Subscription Price**") entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants and on payment of Rs. 999/- (Rupees Nine Hundred and Ninety- Nine only) which is equivalent to remaining 75% (Seventy- five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board which may be exercised in one or more tranches during the period commencing from the date of allotment of



the Warrants until expiry of 18 (eighteen) months, to persons belonging to the Promoter/Promoter Group category of the Company and to the persons belonging to Non-Promoter category by way of a preferential issue, to the allottees who have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”).

In accordance with Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, approval of the Members of the Company, by way of special resolution, is required to issue securities by way of preferential basis.

Accordingly, in terms of the Companies Act, 2013 and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating up to Rs. 341,18,18,100/- (Rupees Three hundred forty one crore eighteen lakh eighteen thousand one hundred Only) by way of issue and allotment of up to 25,61,425 (Twenty five lakh sixty one thousand four hundred twenty five only) Convertible Warrants of Rs. 10/- each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs.1332/- (Rupees one thousand three hundred thirty two only) each payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the Promoters/Promoter Group of the Company and to the persons belonging to Non-Promoter category (hereinafter referred to as “Proposed Allottees”/ “Warrant Holders”), by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act. The proposed preferential issue of convertible warrants is within the limits of the Authorised Share Capital of the company.

The proposed Preferential Issue is in terms of the provisions of the Chapter V of SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

**The information as required under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and as per the provisions of the Companies Act, 2013 read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are given below:**

### **1. Objects of the preferential issue**

The main objects clause of Memorandum of Association and the objects incidental and ancillary to the main objects of our Company and wholly owned subsidiary enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association and the proceeds of the preferential issue shall be utilized for meeting the following objects.

1.Part funding the capital expenditure for setting up of new manufacturing unit under the wholly owned subsidiary of the company, Bheema Fine Chemicals Private Limited in Kadachur Industrial area, Yadgir district Karnataka, which involves construction of three production blocks, acquisition and erection of required plant and machinery and capex for creation of other utilities/assets. The 1<sup>st</sup> tranche of this issue of warrants amounting to about Rs.85.30 Cr, being 25% of the issue size, shall be utilized for part funding the Capex needed for implementation of the 1<sup>st</sup> production block, which is in progress. The balance issue amount of Rs.255.88 Cr, which

will be received before completion of 18 months shall be utilized for part funding the implementation of the 2<sup>nd</sup> and 3<sup>rd</sup> production blocks.

2. Part funding the working capital requirements of the Proposed Project of the said subsidiary post commencement of commercial production and for meeting the preliminary and preoperative expenditure of the project.

## **2. Utilization of Gross Proceeds**

As the funds to be received by the company against the allotment of convertible warrants and against equity shares on warrants conversion will be in tranches and quantum of funds required on different dates may vary, the Broad Range of intended use of the Gross Proceeds of the Issue is as under inclusive of the issue expenses:

<b>S. No.</b>	<b>Particulars</b>	<b>Total estimated amount to be utilized (Rs. In Crores)*</b>	<b>Tentative timelines for utilization of issue proceeds from the date of receipt of funds</b>
1.	Part Funding the capital expenditure for setting up of new manufacturing unit under the wholly owned subsidiary of the company, Bheema Fine Chemicals Private Limited in Kadechur Industrial area, Yadgir district Karnataka, which involves construction of three production blocks, acquisition and erection of required plant and machinery and capex for creation of other utilities/assets. The 1 <sup>st</sup> tranche of this issue of warrants amounting to about Rs. 85.30 Cr, being 25% of the issue size, shall be utilized for part funding the Capex needed for implementation of the 1 <sup>st</sup> production block which is in progress. The balance issue amount which will be received before completion of 18 months shall be utilized for part funding the implementation of the 2 <sup>nd</sup> and 3 <sup>rd</sup> production blocks.	320.00	24 months
2.	Part Funding the working capital requirements of the Proposed Project of the said subsidiary post commencement of commercial production and for meeting the preliminary and preoperative expenditure of the project inclusive the issue expenses.	21.18	15 months
	<b>Total</b>	<b>341.18</b>	



### **3. Monitoring of Utilization of Funds**

1. In terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed India Ratings & Research, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Issue.
2. The monitoring agency shall submit its report to the Company in the format specified in Schedule XI of SEBI ICDR Regulations on a quarterly basis, till 100% of the proceeds of the issue have been utilized.
3. The Board of Directors and the management of the Company shall provide their comments on the findings of the monitoring agency as specified in Schedule XI of SEBI ICDR Regulations.
4. The Company shall, within 45 days from the end of each quarter, upload the report of the monitoring agency on its website and also submit the same to the Stock Exchanges on which the equity shares are listed.

### **4. Relevant Date**

In terms of the provisions of Chapter V of SEBI ICDR Regulations, the relevant date for determining the minimum issue price of Warrants shall be Thursday, **October 05, 2023** being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Saturday, November 04, 2023

### **5. The price or price band at/within which the allotment is proposed/ basis on which the price has been arrived at**

The Equity Shares of the Company are listed on Stock Exchanges viz, BSE Limited ('BSE') and National Stock Exchange of India Limited (NSE). For the purpose of this regulation National Stock Exchange of India Limited shall be the recognised stock exchange(s) in which the equity shares of the company are listed and in which the highest trading volume in respect of the equity shares of the company had been recorded during the preceding 90 trading days prior to the relevant date.

The Equity Shares of the company are frequently traded shares as per Regulation 164(1) of SEBI ICDR, the traded turnover on the recognized stock exchange during the 240 trading days preceding the relevant date being more than ten per cent of the total number of shares of such class of shares of the company.

As per the provisions of the Regulation 164 of the SEBI (ICDR) Regulations, the convertible Warrants will be issued at a price of Rs.1332/- (Rupees one thousand three hundred thirty two only) including a premium of Rs. 1322/- per warrant which is not less than higher of the following:

- a) Rs. 1,330.97/- per convertible Warrant – being the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) Rs. 1,287.82/- per convertible Warrant – being the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The price determined above and the number of Equity Shares to be allotted on exercise of the convertible Warrant shall be subject to appropriate adjustments, as may be required under the applicable rules, regulations and laws as applicable from time to time.

**6. Lock-in Period:**

- a) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.
- b) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

**7. Maximum number of specified securities to be issued:**

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating up to Rs. 341,18,18,100/- (Rupees Three hundred forty one crore eighteen lakh eighteen thousand one hundred Only) by way of issue of up to 25,61,425 (Twenty five lakh sixty one thousand four hundred twenty five only ) convertible Warrants of Rs. 10/- each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs.10/- each at a price of Rs.1332/- (Rupees one thousand three hundred thirty two only)/- ("Warrant Exercise Price") each payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months from the date of allotment of the warrants to Promoters, Promoter Group and Non-Promoter Category on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations. An amount of Rs.333/- (Rupees Three Hundred Thirty-Three Only) which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holders will be required to make payment of balance 75% of the Warrants Issue Price i.e Rs. 999/- (Rupees Nine Hundred and Ninety-Nine Only) each, at the time of exercise of the right attached to Warrant(s) for conversion to equity share(s).

**8. Intent of the promoters, directors, key managerial personnel or senior management of the company to subscribe to the offer**

The following Promoters, Director(s) or Key Managerial Personnel of the Company intend to subscribe to the Convertible Warrants by way of Preferential Issue

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

Except as mentioned above, no other Promoters, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer.

## 9. Shareholding pattern of the company before and after the preferential issue;

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

### Notes:

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

## 10. Time frame within which the preferential issue shall be completed

In terms of Regulation 170 of the SEBI ICDR Regulations, the preferential allotment of said Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

**11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees; The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the company consequent to the preferential issue**

S.No	Name of the proposed allotee	Category (promoter /non promoter)	Ultimate Beneficial Owners (If applicable)	Pre Issue Equity holding		No. of warrant s propose d to be allotted	Post issue Equity holding (After conversion of Warrants)		
				No. of shares	% of holdin g			No. of shares	% of holdin g
1.	SINGAVARAPU CHANDRASEKHAR	Promoter (Individual)	N.A	15,90,194	15.28	82,580	16,72,774	12.90	
2.	KUDARAVALLI RAMAKRISHNA	Promoter (Individual)	N.A	30,882	0.30	30,030	60,912	0.47	
3.	PLUTUS WEALTH MANAGEMNET LLP	Non Promoter (LLP)	01. Siyani Ramesh Keshubhai - AGNPS8002R 02. Arpit Khandelwal - ANXPK6134F	-	-	3,75,375	3,75,375	2.89	
4.	360 ONE SPECIAL OPPORTUNITIES FUND: SERIES 9	Non Promoter (AIF)	Nidhi Ghuman AKZPP1191Q (AIF Registered with SEBI, managed by the above)	-	-	1,87,685	1,87,685	1.45	
5.	360 ONE SPECIAL OPPORTUNITIES FUND: SERIES 10	Non Promoter (AIF)	Nidhi Ghuman AKZPP1191Q (AIF Registered with SEBI, managed by the above)	-	-	1,87,685	1,87,685	1.45	
6.	RATNABALI INVESTMENT PRIVATE LIMITED	Non Promoter (Body Corporate)	01. Vikash Somani - ATLPS8405M 02. Suresh Kumar Somani - ALLPS7238J 03. Jaishree Somani - AKOPS6741G 04. Namita Somani - AAUPS1437K 05. Divya Somani - HDLPS3547B 06. Kalpesh Suresh Somani - EIGPS2558B 07. Satyanarayan Somani - HUF - AAHHS0019J 08. Vikash Somani - HUF - AACHV8089A 09. Suresh Kumar Somani - HUF - AAJHS5749B	14,49,457	13.93	3,75,375	18,24,832	14.07	
7.	EMERALD COMPANY PRIVATE LIMITED	Non Promoter (Body Corporate)	Krishna Kumar Bangur - ADJPB4754E	2,31,065	2.22	3,75,375	6,06,440	4.68	

8.	MIRACLE INVESTMENTS	Non Promoter (Partnership Firm)	01. Aayushman Rajesh Nuwal - AJQPN7152H 02. Ayush Abhay Shah - EYJPS3332A	-	-	1,87,685	1,87,685	1.45
9.	RISHITH SINHA	Non Promoter (Individual)	N.A	-	-	1,87,685	1,87,685	1.45
10.	MEHUL MOHANKA	Non Promoter (Individual)	N.A	-	-	1,65,165	1,65,165	1.27
11.	AGROCEL INDUSTRIES PRIVATE LIMITED	Non Promoter (Body Corporate)	01. DIPESH KANTISEN SHROFF - AJMPS3622D 02. PREETI DIPESH SHROFF - AAPPS1759K 03. ASHWIN CHAMPRAJ SHROFF - ALNPS6493H 04. RAVI ASHWIN SHROFF - AAZPS0268D 05. HRISHIT ASHWIN SHROFF - AJGPS8707H 06. ATUL GOVINDIJI SHROFF - AACPS7330R	1,39,729	1.34	1,12,610	2,52,339	1.95
12.	VSN ENTERPRISES	Non Promoter (Partnership Firm)	01. NARAIN PRASAD DALMIA - AFSPD6333E 02. SURYAKANT DALMIA - ADGPD0822J 03. VEDANT DALMIA - AJUPD3548D 04. SIDDANTH DALMIA - AJUPD3553A	1,26,000	1.21	1,12,610	2,38,610	1.84
13.	UNIVERSE PROPERTY LLP	Non Promoter (LLP)	01. MALI RAM AGRAWAL - ABPPA7946P 02. M/S HARMONY DEALTRADE PVT LTD - AACCH8025K	-	-	22,520	22,520	0.17
14.	SWYOM INDIA ALFA FUND	Non Promoter (AIF)	ORBIS TRUSTEE SHIP SERVICES PRIVATE LIMITED - AADCO1598F	-	-	15,015	15,015	0.12
15.	SAKHI SINGHI	Non Promoter (Individual)	N.A	-	-	11,260	11,260	0.09
16.	JAISHANKAR NATARAJAN	Non Promoter (Individual)	N.A	-	-	7,505	7,505	0.06
17.	BONDALAPATI NAVEENKRISHNA	Non Promoter (Individual)	N.A	-	-	7,505	7,505	0.06
18.	ARVIND KUMAR ANEGONDI	Non Promoter (Individual)	N.A	1,132	0.01	7,505	8,637	0.07
19.	ABHINAV CHANDAK	Non Promoter (Individual)	N.A	-	-	7,505	7,505	0.06
20.	RAKESH PANDIYA	Non Promoter (Individual)	N.A	-	-	4,125	4,125	0.03

<b>21.</b>	DEVIKA SETHI	Non Promoter (Individual)	N.A	-	-	3,750	3,750	0.03
<b>22.</b>	PANKAJ GUPTA	Non Promoter (Individual)	N.A	-	-	3,750	3,750	0.03
<b>23.</b>	NAVIN MIMANI	Non Promoter (Individual)	N.A	-	-	3,750	3,750	0.03
<b>24.</b>	PURNA CHANDRA RAO N	Non Promoter (Individual)	N.A	50	0.00	3,750	3,800	0.03
<b>25.</b>	TATINENI SATISH	Non Promoter (Individual)	N.A	-	-	3,750	3,750	0.03
<b>26.</b>	LAKSHMI MANDAVA	Non Promoter (Individual)	N.A	-	-	3,750	3,750	0.03
<b>27.</b>	PURNACHANDRA RAO POTINI	Non Promoter (Individual)	N.A	2	0.00	3,750	3,752	0.03
<b>28.</b>	KONDALA RAO EDARA	Non Promoter (Individual)	N.A	1	0.00	3,750	3,751	0.03
<b>29.</b>	SUBBA RAJU DANDU	Non Promoter (Individual)	N.A	1,536	0.01	3,750	5,286	0.04
<b>30.</b>	LINGAMANENI SOWJANYA	Non Promoter (Individual)	N.A	11	0.00	3,750	3,761	0.03
<b>31.</b>	M KALYANA CHAKRAVARTHY	Non Promoter (Individual)	N.A	200	0.00	3,750	3,950	0.03
<b>32.</b>	TATINENI SRIVENKATASIVALAKSH MI	Non Promoter (Individual)	N.A	-	-	3,750	3,750	0.03
<b>33.</b>	VEERAMACHINENI SURESH	Non Promoter (Individual)	N.A	-	-	3,750	3,750	0.03
<b>34.</b>	MANDAVA SOWJITHA	Non Promoter (Individual)	N.A	-	-	3,750	3,750	0.03
<b>35.</b>	BONTHU PREMALATHA	Non Promoter (Individual)	N.A	2,000	0.02	3,750	5,750	0.04
<b>36.</b>	RAJASEKHAR CHUNDURI	Non Promoter (Individual)	N.A	-	-	3,750	3,750	0.03
<b>37.</b>	BHARAT JAIN	Non Promoter (Individual)	N.A	-	-	3,000	3,000	0.02
<b>38.</b>	SWATI HIROO MALOO	Non Promoter (Individual)	N.A	67	0.00	1,875	1,942	0.01
<b>39.</b>	NISHANT SHAH	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
<b>40.</b>	RAJESH DAGA	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01

41.	SUSHMITA DAS	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
42.	VALLABHANENI BHARGAV	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
43.	BANDHAKAVI KRISHNA MOHAN RAO	Non Promoter (Individual)	N.A	9	0.00	1,875	1,884	0.01
44.	ANURADHA KANNEGANTI	Non Promoter (Individual)	N.A	2	0.00	1,875	1,877	0.01
45.	VENKATESAN SUBBUSAMY	Non Promoter (Individual)	N.A	1,032	0.01	1,875	2,907	0.02
46.	MANDALA AMAN RAJ	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
47.	CHENNAREDDY SRINIVASA RAO	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
48.	MALLIPEDDI LAKSHMI PAVAN	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
49.	KOGANTI BHARGAV	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
50.	VEMULAPPALI VENKATA PRADEEP KUMAR	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
51.	ADUSUMALLI SRINIVASULU	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
52.	SYED MAHABOOB SUBHANI	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
53.	PREM CHAND DIGUMARTHI	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
54.	GUDURU RAJA CHANDRA CHOWDARY	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
55.	C H SRINIVASULU	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
56.	MAHENDRA UDAY BHALERAO	Non Promoter (Individual)	N.A	-	-	1,875	1,875	0.01
<b>Total</b>				<b>35,73,369</b>		<b>25,61,425</b>	<b>61,34,794</b>	

**Notes:**

1. Assuming all the Warrants issued pursuant to this issue are converted into Equity Shares of the Company.
2. The pre-issue shareholding pattern is as on Friday, October 06, 2023;
3. In the event any corporation action between the date of *this notice and the date of allotment of Equity Shares on conversion of warrants, the shareholding pattern shall stand modified accordingly;*
4. There is no change in control of the company post preferential issue expect change of shareholding by the respective shareholders.

**12. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue**

The percentage of post preferential issue capital that may be held by the allottee(s) has been mentioned under point 11 above. Upon the issuance and allotment of the warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company expect change of shareholding by the respective shareholders.

**13. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so**

Not applicable for the proposed issue of convertible warrants.

**14. Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees**

Not applicable for the proposed issue of convertible warrants.

**15. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:**

The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower.

None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.

**16. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.**

S. No.	Name of Allottee	Current Status	Post Status
1.	SINGAVARAPU CHANDRASEKHAR	Promoter	Promoter
2.	KUDARAVALLI RAMAKRISHNA	Promoter Group	Promoter Group
3.	PLUTUS WEALTH MANAGEMNET LLP	Non Promoter	Non Promoter
4.	360 ONE SPECIAL OPPORTUNITIES FUND: SERIES 9	Non Promoter	Non Promoter
5.	360 ONE SPECIAL OPPORTUNITIES FUND: SERIES 10	Non Promoter	Non Promoter
6.	RATNABALI INVESTMENT PRIVATE LIMITED	Non Promoter	Non Promoter
7.	EMERALD COMPANY PRIVATE LIMITED	Non Promoter	Non Promoter
8.	MIRACLE INVESTMENTS	Non Promoter	Non Promoter
9.	RISHITH SINHA	Non Promoter	Non Promoter
10.	MEHUL MOHANKA	Non Promoter	Non Promoter
11.	AGROCEL INDUSTRIES PRIVATE LIMITED	Non Promoter	Non Promoter



<b>12.</b>	VSN ENTERPRISES	Non Promoter	Non Promoter
<b>13.</b>	UNIVERSE PROPERTY LLP	Non Promoter	Non Promoter
<b>14.</b>	SWYOM INDIA ALFA FUND	Non Promoter	Non Promoter
<b>15.</b>	SAKHI SINGHI	Non Promoter	Non Promoter
<b>16.</b>	JAISHANKAR NATARAJAN	Non Promoter	Non Promoter
<b>17.</b>	BONDALAPATI NAVEENKRISHNA	Non Promoter	Non Promoter
<b>18.</b>	ARVIND KUMAR ANEGONDI	Non Promoter	Non Promoter
<b>19.</b>	ABHINAV CHANDAK	Non Promoter	Non Promoter
<b>20.</b>	RAKESH PANDIYA	Non Promoter	Non Promoter
<b>21.</b>	DEVIKA SETHI	Non Promoter	Non Promoter
<b>22.</b>	PANKAJ GUPTA	Non Promoter	Non Promoter
<b>23.</b>	NAVIN MIMANI	Non Promoter	Non Promoter
<b>24.</b>	PURNA CHANDRA RAO N	Non Promoter	Non Promoter
<b>25.</b>	TATINENI SATISH	Non Promoter	Non Promoter
<b>26.</b>	LAKSHMI MANDAVA	Non Promoter	Non Promoter
<b>27.</b>	PURNACHANDRA RAO POTINI	Non Promoter	Non Promoter
<b>28.</b>	KONDALA RAO EDARA	Non Promoter	Non Promoter
<b>29.</b>	SUBBA RAJU DANDU	Non Promoter	Non Promoter
<b>30.</b>	LINGAMANENI SOWJANYA	Non Promoter	Non Promoter
<b>31.</b>	M KALYANA CHAKRAVARTHY	Non Promoter	Non Promoter
<b>32.</b>	TATINENI SRIVENKATASIVALAKSHMI	Non Promoter	Non Promoter
<b>33.</b>	VEERAMACHINENI SURESH	Non Promoter	Non Promoter
<b>34.</b>	MANDAVA SOWJITHA	Non Promoter	Non Promoter
<b>35.</b>	BONTHU PREMALATHA	Non Promoter	Non Promoter
<b>36.</b>	RAJASEKHAR CHUNDURI	Non Promoter	Non Promoter
<b>37.</b>	BHARAT JAIN	Non Promoter	Non Promoter
<b>38.</b>	SWATI HIROO MALOO	Non Promoter	Non Promoter
<b>39.</b>	NISHANT SHAH	Non Promoter	Non Promoter
<b>40.</b>	RAJESH DAGA	Non Promoter	Non Promoter
<b>41.</b>	SUSHMITA DAS	Non Promoter	Non Promoter
<b>42.</b>	VALLABHANENI BHARGAV	Non Promoter	Non Promoter

43.	BANDHAKAVI KRISHNA MOHAN RAO	Non Promoter	Non Promoter
44.	ANURADHA KANNEGANTI	Non Promoter	Non Promoter
45.	VENKATESAN SUBBUSAMY	Non Promoter	Non Promoter
46.	MANDALA AMAN RAJ	Non Promoter	Non Promoter
47.	CHENNAREDDY SRINIVASA RAO	Non Promoter	Non Promoter
48.	MALLIPEDDI LAKSHMI PAVAN	Non Promoter	Non Promoter
49.	KOGANTI BHARGAV	Non Promoter	Non Promoter
50.	VEMULAPPALI VENKATA PRADEEP KUMAR	Non Promoter	Non Promoter
51.	ADUSUMALLI SRINIVASULU	Non Promoter	Non Promoter
52.	SYED MAHABOOB SUBHANI	Non Promoter	Non Promoter
53.	PREM CHAND DIGUMARTHI	Non Promoter	Non Promoter
54.	GUDURU RAJA CHANDRA CHOWDARY	Non Promoter	Non Promoter
55.	C H SRINIVASULU	Non Promoter	Non Promoter
56.	MAHENDRA UDAY BHALERAO	Non Promoter	Non Promoter

#### **17. Practicing Company Secretary's Certificate:**

The certificate from Mr. Y. Ravi Prasada Reddy, (M. No: FCS 5783, CP No: 5360), Proprietor of M/s RPR & Associates, Practicing Company Secretaries, having office at Flat No: 401, 4<sup>th</sup> Floor, Sri Sai Sarawathi Nilayam, H.No: 5-5-33/26/A/1, Plot No. 77, Maitri Nagar, Kukatpally, Hyderabad – 500072, certifying that the preferential issue of Shares is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as required under Chapter V, Regulation 163 of SEBI ICDR Regulations has been obtained. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://bhagirad.com/>

#### **18. Listing:**

The Company will make an application to the Stock Exchanges at which the Existing equity shares of the company are listed, for listing of the Equity Shares to be allotted on conversion of Warrants. The Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company in all respects.

#### **19. Terms of Issue of the Warrants**

- In accordance with Regulation 169(2) of the SEBI ICDR Regulations, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Balance exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.

- ii. The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) Months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions mutually agreeable and as applicable.
- iii. In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) Months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- iv. The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;
- v. The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- vi. The Warrants proposed to be allotted and the Equity Shares resulting from the exercise of the option under the Warrants shall be subject to a lock-in as provided under the provisions of the SEBI ICDR Regulations.
- vii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.
- viii. The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so.

**20. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

Not Applicable, since the Company has not made preferential issue of any Security during the year

**21. Undertakings:**

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

- The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, do not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company;
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- The Company is in compliance with the conditions for continuous listing;
- Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of regulation and;
- The Proposed Allottees and the promoter and promoter group have not sold any equity shares during 90 trading days preceding the Relevant Date.

Accordingly, consent of the members is sought for item no. 1 of this notice by way of a Special Resolution for allotment of convertible warrants on preferential basis.

Sri. S. Chandra Sekhar, Director and Promoter and other Promoter and Promoter Group of the company, Sri. A. Arvind Kumar, Executive Director & CEO, Sri. B. Krishna Mohan Rao, Chief Financial Officer and Smt. Sharanya. R, Company Secretary and Compliance Officer and their relatives are concerned or interested in the resolution at Item No. 1 of the notice only to the extent of their shareholding interest in the Company/ investing in the proposed preferential issue, if any, in the Company.

The other Directors / Key Managerial Personnel(s) of the Company or their relatives are not concerned or interested, financially or otherwise, in the above referred resolutions at Item No. 1, except to the extent of their shareholding interest.

**Registered Office:**

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

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

Date: October 11, 2023  
Place: Hyderabad

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