Bhagiradha Chemicals & Industries Limited.
Plot No.3,
Sagar Society,
Road No.2, Banjara Hills,
Hyderabad - 500 034, Telangana, INDIA.
Tel : +91-40-42212323/42221212
Fax : +91-40-23540444
E-mail : info@bhagirad.com

Ref: BCIL/SE/2022/03

January 5, 2022

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

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

Scrip Code: 531719

Symbol: BHAGCHEM

Sub: Submission of Postal Ballot Notice

Dear Sir / Madam,

In continuation of our letter dated January 4, 2022, we wish to inform you that the Board of Directors of the Company have approved to conduct the postal ballot for seeking approval of the members of the Company by way of ordinary and special resolutions (as applicable) for following matters through remote e-voting:

Sl. No.	Businesses to be transacted through Postal Ballot	Resolution Type
1.	Increase in Authorised Share Capital of the Company from existing ₹ 10,00,00,000 to ₹ 15,00,00,000 by addition of 50,00,000 equity shares of ₹ 10/- each	Ordinary
2.	Alteration of the Capital Clause of the Memorandum of Association of the Company pursuant to the increase in the authorized share capital	Ordinary
3.	Appointment of Sri. K S Raju (DIN: 00008177) as a Non-Executive Independent Director (in the category of Chairman) of the Company	Ordinary
4.	Employee Reservation along with Rights Issue up to such limits as would be decided by the Rights Issue Committee or any other limit prescribed under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations) for the existing employees (as defined under Regulation 2(1)(o) of the SEBI ICDR Regulations) of the Company.	Special

In this regard, please find enclosed herewith the Postal Ballot Notice dated January 4, 2022 together with the Explanatory Statement.

The copy of the said Postal Ballot Notice has been uploaded on the website of the Company at www.bhagirad.com.

In terms of the MCA Circulars, in view of the current circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-voting in accordance with the provisions of the Companies Act and

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Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

Accordingly, the Company has sent Postal Ballot Notice in electronic form only to all its Members who have registered their e-mail IDs with the Depositories through the concerned Depository Participants and/or with the Company's Registrar and Share Transfer Agent ('RTA'), Xl Softech Systems Limited ('Xl Softech'). Also, Members are required to communicate their assent or dissent through the 'remote e-voting' system only. No hard copy of the said Notice along with Postal Ballot Forms and pre-paid business envelope will be sent to the Members for this Postal Ballot.

The remote e-voting facility will commence from **Friday, January 7, 2022** at **09:00 a.m. (IST)** and ends on **Saturday, February 5, 2022** at **05:00 p.m. IST** *(both days inclusive).*

Procedure to be followed for registering the e-mail IDs, in case of Members of the Company who have not registered their e-mail address:

1. For Physical shareholders- please provide necessary details like 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 info@bhagirad.com (Company)/ xlsoftech@gmail.com (RTA email id).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Please note that the Results of Postal Ballot will be declared on or before February 7, 2022 i.e. not later than 48 hours of conclusion of voting through Postal Ballot and E-Voting.

This is for your information, as also for the information of the public at large.

Thanking you,

Yours Faithfully,

For **Bhagiradha Chemicals and Industries Limited**

Saheli Banerjee

Saheli Banerjee
Company Secretary & Compliance Officer

Enc: a/a

Bhagiradha Chemicals & Industries Limited

CIN: L24219TG1993PLC015963

Regd. Off: #8-2-269/3/A, Plot No.3, Sagar Society,
Road No. 2, Banjara Hills, Hyderabad-500034
website:www.bhagirad.com **email**:info@bhagirad.com

REMOTE-E-VOTING	
Commencement date	09:00 A.M. on January 07, 2022
End date	05:00 P.M. on February 05, 2022

Postal Ballot Notice

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

To,
The Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") and Rule 20(1) and 22 of the Companies (Management & Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), read with Secretarial Standard on General Meetings (SS-2), the Company is required to provide its shareholders the facility to exercise their vote by post or through electronical means for transacting the items of business(es) through Postal Ballot. In the light of COVID-19 pandemic, vide Ministry of Corporate Affairs (MCA) General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th Sept, 2020, 39/2020 dated 31st Dec, 2020, and 10/2021 dated 23rd June, 2021, due to ongoing impact of COVID-19 pandemic, the timeline to transact items through postal ballot in accordance with the framework provided in the aforesaid circulars, has been extended till **30th June, 2022** vide circular no. 20/2021 dated 08th December 2021. Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company or depository participant pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014, which provides that the Rule 20 regarding voting by electronic means shall apply as far as applicable, mutatis mutandis to this respect of passing of certain items only through postal ballot without convening a general meeting.

Approval of Members of the Company is sought for:

1. Increase in Authorised Share Capital of the Company from existing ₹ 10,00,00,000 to ₹ 15,00,00,000 by addition of 50,00,000 equity shares of ₹ 10/- each
2. Alteration of the Capital Clause of the Memorandum of Association of the Company pursuant to the increase in the authorized share capital
3. Appointment of Sri. K S Raju (DIN: 00008177) as a Non-Executive Independent Director (in the category of Chairman) of the Company
4. Employee Reservation along with Rights Issue up to such limits as would be decided by the Rights Issue Committee or any other limit prescribed under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations) for the existing employees (as defined under Regulation 2(1)(o) of the SEBI ICDR Regulations) of the Company.

The proposed Resolutions along with the Explanatory statement pursuant to Section 102 of the Act setting out the material facts and reasons thereof are given hereunder.

In accordance with the provisions of the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed

there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Assent or Dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company (the "Board") has appointed Mr. Y. Ravi Prasada Reddy, (M. No: FCS 5783, CP No: 5360), proprietor of M/s RPR & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with the Rule 20 of the said Rules and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing option of e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Central Depository Services Limited (CDSL), to enable the Members to cast their votes electronically. For e-voting members are requested to read the Notes under the Section "E -Voting Procedure" to this Postal Ballot Notice.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company as authorized by the Board and the result of the Postal Ballot will be announced on February 06, 2022. The said result along with the Scrutinizer's Report will be displayed on the Company's website bhagirad.com and will be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", together with BSE, the "Stock Exchanges") on which the shares of the Company are listed.

Item of businesses requiring consent of shareholders through Postal Ballot/ e-voting:

Item No 1: **Increase in the Authorized Share Capital of the Company**

The members are requested to consider and if thought fit, pass the following resolution as Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 61 and 64, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, and other applicable provisions, if any, of the Companies Act, 2013, and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares having face value of Rs.10/- each by addition of 50,00,000 (Fifty lakhs) Equity Shares having face value of Rs.10/- each to Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares having face value of Rs. 10/- each."

RESOLVED FURTHER THAT, the Board of Directors (which expression shall also include a Committee thereof) or any officer /executive / representative and /or any other person so authorized by the Board, be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard. "

Item No 2: **Alteration of the Capital Clause of Memorandum of Association of the Company**

The members are requested to consider and if thought fit, pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 the existing clause V(a) of the Memorandum of Association is substituted by the following figures and words namely:

V. *(a) "The Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into* 1,50,00,000 (One Crore Fifty Lakhs*) Equity Shares having face value of Rs. 10/- each."*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof) or any officer /executive / representative and /or any other person so authorized by the Board, be and is hereby authorised to do all such acts, deeds, steps and actions including delegation of any of its powers herein conferred to any of its Directors and / or Company Secretary."

Item No 3: **Appointment of Sri. K S Raju (DIN: 00008177) as a Non-Executive Independent Director (in the category of Chairman) of the Company**

The members are requested to consider and if thought fit, pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014("Rules") including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and pursuant to the Articles of Association of the Company and on recommendation of the Board (which expression shall also include Nomination and Remuneration Committee thereof), Sri. K S Raju (DIN: 00008177), being eligible for appointment has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, be and is hereby appointed as a Non- Executive Independent Director of the Company, to hold office for a term of 3 (three) consecutive years with effect from December 14, 2021 to December 13, 2024 and not liable to retire by rotation."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof) or any officer /executive / representative and /or any other person so authorized by the Board, be and is hereby authorised to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental consequential and connected therewith and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) and / or Company Secretary to give effect to the aforesaid resolution."

Item No 4: **Approval for Employee Reservation along with Rights Issue of the Company**

The members are requested to consider and if thought fit, pass the following resolution as Special Resolution:

"**RESOLVED THAT**, pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) and subject to and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the provisions of the Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), and the agreements entered into with the respective Stock Exchanges where the equity shares of the Company ("Equity Shares") are listed and subject to the approval to the extent applicable of the Government of India, Securities and Exchange Board of India ("SEBI"), and all other concerned Statutory and other relevant authorities and such other approvals, consents, permissions, sanctions and the like, as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which shall include a duly authorized Committee for the time being exercising the powers conferred upon it by the Board, including the power conferred by this resolution), consent of the members of the Company be and is hereby granted to create, offer, issue and allot such number of equity shares as per the permissible limits prescribed under SEBI ICDR Regulations, as decided by the Rights Issue Committee to

the existing employees (as defined under Regulation 2(1)(o) of the SEBI ICDR Regulations) of the Company only, whether shareholder of the Company or not (the "Issue"), and it will be reserved for them under Regulation 74(3) of the SEBI ICDR Regulations along with the Rights issue of the Equity Shares ("Rights Issue") as approved by the Board in its meeting held on 14th December, 2021, through issue of offer document, in the manner, and on the terms and conditions, including basis of the offer to the employees, at the same price as of the Rights Issue, as may be decided by the Board in consultation with the Merchant Banker ("MB"), getting the Equity Shares listed on Stock Exchanges and that the Board may finalize all matters incidental thereto as it may in its discretion think fit."

"RESOLVED FURTHER THAT in terms of Regulation 74(3) of the SEBI ICDR Regulations and subject to other applicable provisions of SEBI ICDR Regulations, which permit the issuer to make reservation for employees along with Rights Issue, the Board be and is hereby authorised to reserve, issue, allot shares to one or more or all employees of the Company subject to the condition that value of allotment to any one employee shall not exceed Rs. 2,00,000/- (Rupees two lakhs only), provided that in the event of under-subscription in the employee reservation portion, the unsubscribed portion may be allotted on a proportionate basis, for a value in excess of two lakhs rupees, subject to the total allotment to an employee not exceeding Rs. 5,00,000/- (Rupees five lakhs only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot Equity Shares under the Issue, as specified above, at such time as it may deem fit subject to the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT any new Equity Shares allotted shall rank *pari passu* in all respects with the then existing fully paid-up Equity Shares of the Company including dividend to be declared, if any, for the concerned financial year."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Issue of equity shares to the employees of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of Equity Shares in the Issue and to give such directions and / or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions related to the terms and conditions, to vary the size of the Issue, enter into any agreements or other instruments for such purpose, to remunerate all such intermediaries / agencies including the payments of commissions, brokerages, fees and the likes, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or may *suo moto* decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters, to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorised herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or make any variation in relation to the Issue, in consultation with the MB and / or SEBI or such other authorities as may be required."

"RESOLVED FURTHER THAT any of the Directors of the Board or Sri. S Chandra Sekhar, Managing Director, or Sri. A Arvind Kumar, Chief Executive Officer, or Sri. B Krishna Mohan Rao, Chief Financial Officer or Smt Saheli Banerjee, Company Secretary & Compliance Officer, be and are hereby severally authorized to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be specifically required in connection with the above."

"RESOLVED FURTHER THAT the Board (including the Committees thereof) be and is hereby authorised to accept any modifications in the proposal as may be required by the authorities involved in the Issue but subject to such conditions as the SEBI or such other appropriate authority, may impose at the time of their approval and as agreed by the Board."

"RESOLVED FURTHER THAT the acts, deeds and things already done by the Board or any designated officer of the Company in this regard be and are hereby confirmed, approved and ratified."

By Order of the Board of Directors of
Bhagiradha Chemicals & Industries Limited
Company Secretary & Compliance Officer

sd/-
SAHELI BANERJEE
M No: ACS 44382

Registered Office:
#8-2-269/3/A, Plot No.3, Sagar Society
Road No-2, Banjara Hills,
Hyderabad – 500 082,
CIN: L24219TG1993PLC015963
Ph: 040-42221212/2323
E-mail: info@bhagirad.com
Date: January 4, 2022

Notes:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time setting out the material facts and reasons for the resolution in respect of the business set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the Company website www.bhagirad.com, and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed.

2. The Notice is being sent to/published/displayed for all the Members, whose names appear in the Register of Member/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 31st December, 2021 in accordance with the provisions of the Companies Act 2013 read with Rules made thereunder and the relevant circulars issued by Ministry of Corporate Affairs, Government of India.

3. The Postal Ballot Notice is being sent by e-mail to all those Members who have registered their e-mail address with the Company or with their Depository Participants. Members who have not registered their e-mail addresses with either the Company's RTA or their Depository participant (DP) are requested to register the same with the RTA in accordance with the process specified herein below at point no. 13B, for procuring user id and password and registration of e-mail ids for E-voting for the resolution set out in this Postal Ballot Notice.

4. The Portal for E-voting will remain open for the Members for exercising their voting from January 07, 2022 at 09:00 a.m. India Standard Time ('IST') to February 05, 2022 at 05:00 p.m. (IST) both days inclusive. Please note that E-voting module will be disabled for voting by Central Depository Services (India) Limited (CDSL) after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on 31st December, 2021 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

5. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. February 05, 2022.

6. In line with the MCA Circulars, the Postal Ballot Notice is being sent by e-mail to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. 31st December, 2021 and who have registered their e-mail addresses in respect of electronic holdings with the Depositories

through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. Xl Softech Systems Limited. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the Company as on cut-off date.

7. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

8. The Board of Directors has appointed Mr. Y. Ravi Prasada Reddy, (M. No: FCS 5783, CP No: 5360), proprietor of M/s RPR & Associates, Practicing Company Secretary, as Scrutinizer for scrutinizing the E-voting process and in a fair and transparent manner and Scrutinizer's decision on the validity of the E-voting will be final.

9. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced by the Chairman or the Company Secretary of the Company on February 06, 2022. The results of the Postal Ballot will be posted on the Company's website www.bhagirad.com and will also be communicated to the Stock Exchanges where the Company's shares are listed.

10. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company's website www.heritagefoods.in to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. February 06, 2022.

11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to dispatch of Postal Ballot notice and result will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).

12. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 (Secretarial Standard on General Meeting) and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the Company is providing facility for voting by E-voting to all the Members of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) and have made necessary arrangements with RTA to facilitate E-voting. In line with MCA Circulars voting can be done only by E-voting. The Members are advised to use the E-voting procedure by themselves and not through any other person/proxies. The detailed procedure with respect to E-voting is as follows:

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

(i) The voting period begins on January 07, 2022 and ends on February 05, 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st December, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account**

holders, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

	2) If the user is 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	**Helpdesk details**
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.comor contact at 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant <Company Name> ("Bhagiradha Chemicals and Industries Limited") on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@bhagirad.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 info@bhagirad.com **(Company)/ xlsoftech@gmail.com (RTA email id)**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

Considering the overall business growth plans and the operational needs, the Company is in the process of raising funds for its operations by way of issuing equity shares to the existing shareholders of the Company on rights basis, for which it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting or through Postal ballot, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

The current capital structure of the Company consists of 83,09,700 equity shares of Rs 10/- each fully paid up and the Authorised Capital of the Company stands at 1,00,00,000 shares of Rs 10/- each. As currently the Company has a very small room in authorised share capital to consider the equity fund raise by way of rights issue, it is felt desirable to increase the authorized share capital from Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares having face value of Rs.10/- each by addition of 50,00,000 (Fifty lakhs) Equity Shares having face value of Rs.10/- each to Rs. 15,00,00,000 (Rupees Fifteen crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares having face value of Rs. 10/- each, and be in readiness to offer enough number of shares on rights basis to meet the fund raising goal.

Consequently, the existing clause V (a) of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorised share capital and substitution of the proposed increased Authorised Share Capital.

The above-mentioned increase in the Authorised Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members. The Board of Directors recommends the resolutions at item nos. 1 & 2 to be passed as Ordinary Resolution(s).

It is requested to note that the draft of the Altered Memorandum of Association of the Company shall be open for inspection by the members at the Registered Office of the Company during 11:00 AM (IST) to 5:00 PM (IST) on all working days (Monday – Friday) (i.e. except Saturday(s), Sunday(s) and Public Holidays) from the date of dispatch of the Notice till the last date for voting.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item nos. 1 & 2 above, except to the extent of their shareholding, if any.

Item No. 3

On the recommendation of the Nomination and Remuneration Committee, the Board resolved to change the designation of Sri K S Raju (DIN: 00008177) as an Non- Executive Director (in the category of Chairman) of the Company, to Non- Executive Independent Director (in the category of Chairman) of the Company for a term of 3 (three) consecutive years w.e.f. December 14. 2021 till December 13, 2024, subject to the approval of shareholders of the Company. Sri K S Raju (DIN: 00008177) has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act,2013 along with the rules framed thereunder and Regulation 16 of SEBI Listing Regulations.

Sri K S Raju (DIN: 00008177) aged about 71 years, is a graduate in Mechanical Engineering from the University of Mysore. He is a renowned entrepreneur having more than 30 years of industry experience in chemicals and fertilizers, and serves as a Director in several other Companies.

In compliance with Listing Regulations and Secretarial Standards-2 on General Meetings, the brief resume of Sri K S Raju (DIN: 00008177) is separately annexed and forming part of this notice.

The Board considers that association of Sri K S Raju (DIN: 00008177) as a Non-Executive Independent Director would be of immense benefit to the Company. In the opinion of the Board, Sri K S Raju (DIN: 00008177) fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI Listing Regulations, as amended from time to time.

Save and except the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the shareholders.

Item No. 4

The Company is interested in the well-being of its employees and duly recognizes their contribution in the growth and performance of the Company. To reward the employees for the same, the Board of Directors in its Meeting held on January 4, 2022, has also resolved to reserve equity shares for employees (as defined under Regulation 2(1)(o) of the SEBI ICDR Regulations) of the Company in addition to the equity shares to be issued under Rights Issue as approved by the Board of Directors.

An Eligible Employee is an employee as defined under Regulation 2(1)(o) of the SEBI ICDR Regulations, as on the Record Date, who makes an application under the reserved portion and who continues to be in such employment till the allotment of shares under the Issue.

The equity shares to be reserved will be at the same price as that of the Rights Issue and will be subject to the limits prescribed under SEBI ICDR Regulations and shareholders' approval.

The provisions of Section 62 of the Companies Act, 2013, provides for further issue of shares to any person other than the existing shareholders at the discretion of the Board by way of special resolution. Accordingly, this item is proposed for shareholders' approval as special resolution by way of Postal Ballot authorizing the Board of Directors to issue and allot, further equity shares of Rs 10 each, at such a premium, subject to the permissible limits as prescribed under SEBI ICDR Regulations, being offered to the Eligible Employees of the Company only and will be reserved for them as per Regulation 74(3) of the SEBI ICDR Regulations, along with the Rights Issue of shares.

Regulation 74(3) of the SEBI ICDR Regulations permits the Board of Directors to reserve, issue, allot shares to one or more or all employees of the Company subject to the condition that value of allotment to any one employee shall not exceed Rs. 2,00,000/- (Rupees two lakhs only), provided that in the event of under-subscription in the employee reservation portion, the unsubscribed portion may be allotted on a proportionate basis, for a value in excess of two lakhs rupees, subject to the total allotment to an employee not exceeding Rs. 5,00,000/- (Rupees five lakhs only).

This Special Resolution of the Postal Ballot Notice seeks approval of the members authorizing the Board/ Committee to make the proposed issue of shares to the Eligible Employees of the Company and to deal with any other matter connected with the issue.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item no. 4, except to the extent of their shareholding in the Company and that the shares that will be offered/ allotted to them.

ANNEXURE TO THE NOTICE

PURSUANT TO SECTION 152 OF THE COMPANIES ACT, 2013, REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETING

<table>
<tr><td>Name of the Director</td><td>Sri Satyanarayana Raju Kanumuru</td></tr>
<tr><td>Director Identification Number</td><td>00008177</td></tr>
<tr><td>Date of Birth</td><td>29.06.1950</td></tr>
<tr><td>Nationality</td><td>Indian</td></tr>
<tr><td>Profile / Qualifications & Experience</td><td>Sri K S Raju (DIN: 00008177) is a graduate in Mechanical Engineering from the University of Mysore. He is a renowned entrepreneur having more than 30 years of industry experience in chemicals and fertilizers, and serves as a Director in several other Companies.</td></tr>
<tr><td>Terms and Conditions of Appointment/Re-appointment</td><td>As mentioned in the letter of appointment as an Independent Director for first term of 3 years effective from December 14, 2021.</td></tr>
<tr><td>Remuneration Proposed to be paid</td><td>Will be entitled to only Sitting Fees for Board and Committee Meetings of the Company as approved by the Members of the Company.</td></tr>
<tr><td>List of Directorships held in other companies</td><td>
<table>
<tr><th>Sl. No</th><th>Name of the Companies / bodies corporate/ firms/association of individuals</th><th>Nature of interest or concern / Change in interest or concern</th></tr>
<tr><td>1.</td><td>Global Horizon Urban Infra Private Limited</td><td>Director</td></tr>
<tr><td>2.</td><td>Himagiri Hydro Energy Private Limited</td><td>Director & member</td></tr>
<tr><td>3.</td><td>Himagiri Enterprises Private Limited</td><td>Director</td></tr>
<tr><td>4.</td><td>Kanumuru Properties and Images Private Limited</td><td>Director & Member</td></tr>
<tr><td>5.</td><td>K.V.K. Raju International Leadership Academy</td><td>Member</td></tr>
<tr><td>6.</td><td>KLR Green Biologicals Private Limited</td><td>Director</td></tr>
<tr><td>7.</td><td>The Fertiliser Association of India</td><td>Director</td></tr>
<tr><td>8.</td><td>Nagarjuna Shubho Technologies Private Limited</td><td>Director</td></tr>
<tr><td>9.</td><td>Sphere Global Services Limited (formerly Color Chips (India) Limited)</td><td>Member</td></tr>
<tr><td>10.</td><td>Nagarjuna Consultants LLP</td><td>DP Nominee</td></tr>
</table>
</td></tr>
<tr><td>Chairman/Member of the Committees of the Boards of other companies in which he is Director</td><td>Nil</td></tr>
<tr><td>Shareholding in the Company</td><td>Nil</td></tr>
<tr><td>Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.</td><td>Not related to any Director / Key Managerial Personnel</td></tr>
<tr><td colspan="2">Directorship includes Directorship of other Indian Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).</td></tr>
</table>

By Order of the Board of Directors of
Bhagiradha Chemicals & Industries Limited
Company Secretary & Compliance Officer

sd/-
SAHELI BANERJEE
M No: ACS 44382

Registered Office:
#8-2-269/3/A, Plot No.3, Sagar Society
Road No-2, Banjara Hills,
Hyderabad – 500 082,
CIN: L24219TG1993PLC015963
Ph: 040-42221212/2323
E-mail: info@bhagirad.com
Date: January 4, 2022