

BDH
INDUSTRIES LTD.

Date –14/02/2024

Ref. No. – BDH/SEC/150/2023-24

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001

Subject – Notice of Postal Ballot

Dear Sir,

Kindly find the enclosed herewith the a copy of Notice of Postal Ballot (Notice) of our Company dated 13th February 2024 alongwith the relevant statement pursuant to the applicable provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for seeking approval of members of the Company on the special resolutions forming part of the Notice.

In compliance with the applicable circulars issued by the Ministry of Company Affairs (MCA) and Securities and Exchange Board of India (SEBI), the Company has dispatched the Notice alongwith the Explanatory Statement only through electronic mode to all the members whose email addresses are registered with the Company/Depository Participants/RTA as on the Cut-off date i.e. Friday 9th February 2024. Physical copy of the Notice alongwith Postal Ballot Form and pre-paid business envelope are not being sent to the Members for this Postal Ballot Process and accordingly communication of assent or dissent of the Members would take place through the remote e-voting system.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to its Members. The remote e-voting period commences on Thursday 15th February 2024 at 9.00 a.m. (IST) and shall end on Friday 15th March 2024 at 5.00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-Off Date, i.e. Friday, 9th February, 2024. The instructions for remote e-voting are provided in the Notice.

The Notice is also available on the website of the Company at www.bdhind.com, website of BSE Limited at www.bseindia.com and website of NSDL at www.evoting.nsdl.com

The Board of Directors of the Company has appointed Mr. Ankit Varia (Membership No. 151266) of M/s Ankit Varia & Co., Practicing Chartered Accountant as Scrutinizer for conducting the postal ballot in a fair and transparent manner.



STAR EXPORT HOUSE



WHO-GMP Accreditation



ISO 9001:2015



The result of the Postal Ballot shall be declared on or before Sunday 17th March 2024. The result declared alongwith the Scrutinizers Report shall be placed on the website of the Company at www.bdhind.com , website of NSDL at www.evoting.nsdl.com and shall be communicated to BSE Limited where the equity shares of the Company are listed.

The Special Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Friday, 15th March 2024.

The disclosure is being given pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time.

Kindly note the information on record.

Yours Faithfully,
For BDH Industries Limited,

Nikita Phatak
Company Secretary

Encl. – As above



STAR EXPORT HOUSE



WHO-GMP Accreditation



ISO 9001:2015



BDH INDUSTRIES LIMITED

Registered Office : Nair Baug, Akurli Road, Kandivali (East) Mumbai – 400101, Maharashtra, India.

Tel. No. :+91-22-61551234, Email: investors@bdhind.com Website:www.bdhind.com

CIN: L24100MH1990PLC059299

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

E-voting commences on	E-voting concludes on
Thursday, 15 th February 2024 at 9.00 a.m.	Friday, 15 th March 2024 till 5.00 p.m.

Dear Members,

NOTICE is hereby given pursuant to Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ('SS-2') including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021 and Circular Nos. 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot by voting through electronic means (remote e-voting) only.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts in respect of the Special Resolutions proposed to be passed is annexed to this Postal Ballot Notice and forms part of this Postal Ballot Notice ("Notice").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent ('RTA'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

If your email address is not registered with the Company/ Depositories/RTA, please follow the process provided in the Notes to receive this Notice. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations, the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members to enable them to cast their votes electronically on the resolutions proposed in this Notice. The instructions for remote e-voting are appended to this Notice.

Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR)or dissent (AGAINST)by following the procedure as stated in the Notes forming part of the Notice for casting votes by remote e-voting. Thereafter, the e-voting module shall be disabled by National Securities Depository Limited ("NSDL").



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SPECIAL BUSINESS

1. Appointment of Mr. Prabhakar Dalal (DIN: 00544948) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 & 17 (1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Prabhakar Dalal (DIN: 00544948), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 1st April, 2024 till 31st March, 2029 and he shall continue to act as an Independent Director of the Company on attaining age of 75 years during the aforesaid tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Appointment of Dr. Mitul Patel (DIN: 10413137) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Mitul Patel (DIN: 10413137), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 1st April, 2024 till 31st March, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Appointment of Mr. Suresh Chandra Kookada (DIN: 01738594) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Suresh Chandra Kookada (DIN: 01738594), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 1st April, 2024 till 31st March, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



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CIN: L24100MH1990PLC059299

By order of the Board
For BDH Industries Limited
Sd/-

Jayashree Nair
Chairperson & Managing Director
DIN: 00027467

Mumbai, 13thFebruary 2024

Registered Office:-

Nair Baug, Akurli Road,
Kandivli (East), Mumbai 400101

Tel. No.: 022-61551234

Email: investors@bdhind.com

Website: www.bdhind.com

CIN: L24100MH1990PLC059299

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) along with details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, setting out the material facts relating to the aforesaid Resolution is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. The Notice is being sent only in electronic form to those Members whose names appear in the Company’s Register of Members / List of Beneficial Owners as received from the Depositories as on Friday, 9thFebruary, 2024 (“Cut-Off Date”) and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date, i.e. Friday, 9th February, 2024.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting.
4. It is clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. Members are requested to carefully follow the instructions under the Section ‘Instructions for Remote E-voting’ for exercising their votes.
6. The Notice is also available on the website of the Company www.bdhind.com , website of BSE Limited www.bseindia.com and the website of NSDL www.evoting.nsdl.com.
7. The remote e-voting shall commence on Thursday, 15thFebruary, 2024 at 9.00 a.m. (IST) and shall end on Friday, 15thMarch, 2024 at 5.00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
8. The Board of Directors of the Company has appointed Mr. Ankit Varia (Membership No. 151266) of M/s Ankit Varia & Co., Practicing Chartered Accountant as Scrutinizer for conducting the postal ballot in a fair and transparent manner.



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9. The Scrutinizer will submit his report to the Chairperson or any other person authorized by her, after scrutiny of the votes cast, the result of the Postal Ballot within 48 hours of the end of remote e-voting process. The Scrutinizer’s decision on the validity of votes cast will be final.
10. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bdhind.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairperson or any other person authorized by her and the same shall be communicated to BSE Limited where the equity shares of the Company are listed.
11. The Special Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Friday, 15th March 2024.
12. Physical Copy of the Notice of Postal Ballot along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot process and accordingly, members are required to communicate their assent or dissent through the remote e-voting services provided by National Securities Depository Limited (“NSDL”).
13. Members desirous of inspecting the documents referred in the Notice and Explanatory Statements may send their requests to investors@bdhind.com from their registered e-mail addresses mentioning their names, folio number/DP ID and Client ID between Thursday, 15th February, 2024 to Friday, 15th March 2024.
14. Members holding shares in electronic mode, who have not registered their email address are requested to register their email addresses with their respective Depository Participant (DP).

Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at csg-unit@tcplindia.co.in. Members may follow the process detailed below for availing other services from RTA:

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 i.e., Link Intime India Private Limited at C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai 400083	
	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 Rule 19 of the 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 at www.bdhind.com	
Demat	Please contact your depository participant(DP) and register your email address and bank account details in your demat account as per the process advised by your DP.	

15. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company’s RTA - Link Intime India Private Limited at csg-unit@tcplindia.co.in. The forms for updating the same are available at www.bdhind.com. Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).



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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 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 address 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.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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. 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>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.



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

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

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

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

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

Your User ID details are given below :

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

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

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



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

How to retrieve your ‘initial password’?

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

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

If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

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

Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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

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

After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

7. Now, you will have to click on “Login” button.

After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



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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 scrutinizer@bdhind.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre / Mr. Amit Vishal at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 investors@bdhind.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 investors@bdhind.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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CIN: L24100MH1990PLC059299

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors on the recommendation of the Nomination and Remuneration Committee (“NRC”) considered and recommended the appointment of Mr. Prabhakar Dalal (DIN: 00544948) as an Independent Director of the Company for a term of 5 (five) years with effect from 1st April, 2024 to 31st March, 2029 and he shall continue to act as an Independent Director of the Company on attaining age of 75 years during the aforesaid tenure of his appointment, subject to approval of the Members.

Mr. Prabhakar Dalal, aged 70 years holds qualification of M. Com and LL.B. He is a certified associate in banking (CAIIB). He also holds a post graduate diploma in Foreign Exchange and Risk Management (PGDFERM) and Securities Law (PGDSL) and also is a fellow member of the Indian Institute of Banking and Finance (FIIBF). Mr. Prabhakar Dalal is a highly experienced banker in commercial and development banking with thirty seven years of experience and extensive international exposure across the globe. He has also led Exim Bank’s consulting teams to SAARC Development Fund (reactivation of their investment and infrastructure windows) and to Nigerian Exim Bank (launch of their film financing program). He has served as Independent Director on the Boards of several companies in sectors like Finance, Pharmaceuticals, Textiles and Engineering including on the Board of a Lome-headquartered regional development bank viz. West African Development Bank. Mr. Prabhakar Dalal has served as Exim Bank’s Resident Representative for Africa based out of Abidjan (Cote d’Ivoire) and Johannesburg (South Africa).

The NRC has identified amongst others Corporate and retail banking, International trade and overseas project finance, SME lending, Human Resources management, International relations, Corporate and Securities Law, General Management and Corporate Governance and business planning as the skills required for this role. After reviewing the profile of Mr. Prabhakar Dalal, the NRC and the Board of Directors was of the view that Mr. Prabhakar Dalal possess appropriate skills, experience and knowledge as required for the role of an Independent Director. His background, skills and rich experience would benefit the Company. Accordingly, the Board of Directors in the interest of the Company has recommended his candidature as an Independent Director of the Company for a term of 5 (five) years with effect from 1st April, 2024 to 31st March, 2029 even on attaining age of 75 years during the currency of the proposed tenure.

He does not hold any Equity Shares in the Company.

He is a Director in the following Companies:

1. Ajanta Pharma Limited
2. Poonawalla Fincorp Limited

He is a member of Audit committee and Chairman of Nomination and Remuneration committee of Ajanta Pharma Limited.

He is a Chairman of Audit committee, Stakeholder Relationship committee and Nomination and Remuneration committee and member of Corporate Social Responsibility committee of Board of Directors of Poonawalla Fincorp Limited.

He has not resigned from any listed entity in past three years.



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The Company has received declaration from Mr. Prabhakar Dalal that he is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and has given his consent to act as a Director. The Company has also received declaration from Mr. Prabhakar Dalal confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority. Mr. Prabhakar Dalal has also confirmed that he is in compliance with applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (‘IICA’).

He is not related to any of the Directors and Key Managerial Personnel of the Company.

The Board of Directors, on the basis of confirmations / declarations provided by Mr. Prabhakar Dalal is of the opinion that he fulfills the conditions / criteria specified under the Act, the Rules framed there under and the Listing Regulations in relation to his appointment as an Independent Director of the Company and is independent of the management of the Company.

None of the Directors, Key Managerial Personnel or their relatives (except Mr. Prabhakar Dalal, being the appointee himself and his relatives) are interested, financially or otherwise, in the Resolution as set out in this Notice.

Accordingly, based on the recommendation of the NRC, the Board of Directors after considering his experience and expertise recommends the resolution as set out in item No. 1 of the Notice for approval by the members as a special resolution.

Item No. 2

The Board of Directors on the recommendation of the Nomination and Remuneration Committee (“NRC”) has considered and recommended the appointment of Dr. Mitul Patel (DIN: 10413137) as an Independent Director of the Company for a term of 5 (five) years with effect from 1st April, 2024 to 31st March, 2029, subject to approval of the Members.

Dr. Mitul Patel, aged 45 years holds the qualification of MBBS and M. D PAED. He has fifteen years of clinical experience specializing in child care, case management and communication. He is practicing in consulting child and new born specialist. He has developed individualized treatment plans for a variety of medical conditions and diseases. He analyzes lab tests and blood work to identify abnormalities and prescribe medication to treat chronic and non- life threatening illness.

The NRC has identified amongst others General Management, Consulting, Leadership and Corporate Governance and business planning as the skills required for this role. After reviewing the profile of Dr. Mitul Patel, the NRC and the Board of Directors was of the view that Dr. Mitul Patel possesses appropriate skills, experience and knowledge as required for the role of an Independent Director. His skills coupled with experience would benefit the Company. Accordingly, the Board of Directors in the interest of the Company has recommended his candidature as an Independent Director of the Company.

He does not hold any Equity Shares in the Company. He is not a director in any other Company.

He has not resigned from any listed entity in past three years.



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CIN: L24100MH1990PLC059299

The Company has received a declaration from Dr. Mitul Patel that he is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and has given his consent to act as a Director. The Company has also received declaration from Dr. Mitul Patel confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority. Dr. Mitul Patel has also confirmed that he is in compliance with applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (‘IICA’).

He is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board, on the basis of confirmations / declarations provided by Dr. Mitul Patel is of the opinion that he fulfills the conditions / criteria specified under the Act, the Rules framed there under and the Listing Regulations in relation to his appointment as an Independent Director of the Company and is independent of the management of the Company.

None of the Directors, Key Managerial Personnel or their relatives (except Dr. Mitul Patel, being the appointee himself and his relatives) are interested, financially or otherwise, in the Resolution as set out in this Notice.

Accordingly, based on the recommendation of the NRC, the Board of Directors after considering his experience and expertise recommends the resolution as set out in item No. 2 of the Notice for approval by the members as a special resolution.

Item No. 3

The Board of Directors on the recommendation of the Nomination and Remuneration Committee (“NRC”) has considered and recommended the appointment of Mr. Suresh Chandra Kookada (DIN: 01738594) as an Independent Director of the Company for a term of 5 (five) years with effect from 1st April, 2024 to 31st March, 2029, subject to approval of the Members.

Mr. Suresh Chandra Kookada, aged 64 years is a Practicing Chartered Accountant. He holds qualification of Bachelor’s of Commerce and is a member of ICAI and ICSI. He is the proprietor of firm named M/s Suresh Kookada & Co., Chartered Accountants. He has an experience of over 40 years in audits, taxation and corporate matters.

The NRC has identified amongst others Corporate and Securities Law, Audit and Taxation, General Management, Corporate Governance and business planning as the skills required for this role. After reviewing the profile of Mr. Suresh Chandra Kookada, the NRC and the Board of Directors was of the view that Mr. Suresh Chandra Kookada possesses appropriate skills, experience and knowledge as required for the role of an Independent Director. His skills, expertise and rich experience would benefit the Company. Accordingly, the Board of Directors in the interest of the Company has recommended his candidature as an Independent Director of the Company.

He does not hold any Equity Shares in the Company. He is not a director in any other Company.

He has not resigned from any listed entity in past three years.



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CIN: L24100MH1990PLC059299

The Company has received a declaration from Mr. Suresh Chandra Kookada that he is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”)and has given his consent to act as a Director. The Company has also received declaration from Mr. Suresh Chandra Kookada confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI")or any such authority. Mr. Suresh Chandra Kookada has also confirmed that he is in compliance with applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (‘IICA’).He is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board of Directors, on the basis of confirmations / declarations provided by Mr. Suresh Chandra Kookada is of the opinion that he fulfills the conditions / criteria specified under the Act, the Rules framed there under and the Listing Regulations in relation to his appointment as an Independent Director of the Company and is independent of the management of the Company.

None of the Directors, Key Managerial Personnel or their relatives (except Mr. Suresh Chandra Kookada, being the appointee himself and his relatives) are interested, financially or otherwise, in the Resolution as set out in this Notice.

Accordingly, based on the recommendation of the NRC, the Board of Directors after considering his experience and expertise recommends the resolution as set out in item No. 3 of the Notice for approval by the members as a special resolution.

By order of the Board
For BDH Industries Limited

Sd/-
Jayashree Nair
Chairperson & Managing Director
DIN: 00027467

Mumbai, 13th February 2024
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