



Bodal Chemicals Ltd.
COLOURS. INTEGRATION. INNOVATION.

By Online Submission

Sec/19-20/111
Date: 23-08-2019

To,
The General Manager,
BSE Ltd.
1st Floor, New Trading Ring,
Rotunda Building, P.J. Tower,
Dalal Street, Fort
Mumbai- 400 001
BSE Code: 524370

To,
The General Manager,
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051.
NSE CODE: BODALCHEM


Dear Sir / Madam,

Sub: Notice of Annual General Meeting

We herewith enclose Notice of 33rd Annual General Meeting of the company will be held on 20th day of September 2019 at 11.00 a.m. at ATMA Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad - 380009.

This is for your information and record please.

Thanking You,
Yours Faithfully,
For, BODAL CHEMICALS LTD.


Ashutosh B. Bhatt
Company Secretary &
Compliance officer
Encl-a/a



HEAD OFFICE:

Plot No. 123-124, Phase-1,
G.I.D.C, Vatva, Ahmedabad- 382 445.,
Gujarat, India.

www.bodal.com

CIN No. : L24110GJ1986PLC009003

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BODAL CHEMICALS LTD.

CIN: L24110GJ1986PLC009003

Regd. Office: Plot No.123-124,Phase-1,GIDC,Vatva,Ahmedabad-382 445

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of BODAL CHEMICALS LTD. (CIN: L24110GJ1986PLC009003) will be held on Friday, the 20th day of September, 2019 at 11.00 A.M. at ATMA Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad -380 009 to transact the following business:

ORDINARY BUSINESS:

1. a. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2019 and the reports of the Board of Directors' and Auditors' thereon; and
b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2019 and the reports of Auditors' thereon.
2. To declare dividend ₹ 0.80 (40% on FV of ₹ 2/-) on equity shares for the financial year 2018-19.
3. To appoint a Director in place of Mr. Bhavin S. Patel (Holding Din: 00030464), who retires by rotation and being eligible offers himself for reappointment.
4. To Appoint Statutory Auditors and to determine their remuneration.

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

"RESOLVED THAT Pursuant to Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.: 117366W/W-100018), the retiring Statutory Auditors of the Company be and are hereby reappointed as an Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and the Board of Directors of the Company be and are hereby authorised to fix their remuneration for the said period."

SPECIAL BUSINESS:

5. To ratify remuneration of Cost auditors.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, [including any statutory modifications(s) or re-enactment thereof, for the time being in force], the remuneration of ₹ 1,50,000 (Rupees One Lacs fifty thousand only) plus GST as applicable and reimbursement of actual expenses, to be paid to M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad (FRN: 000025), Cost Auditors of the Company, for the year 2019-2020, as per recommendation of Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution."

6. To re-appoint Mr. Ankit S. Patel as an Executive Director of the Company:

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

"RESOLVED THAT pursuant to sections 196, 197 and 203 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, and on recommendation of Nomination and Remuneration committee and as agreed, by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the Company be and is hereby accorded to re-appoint Mr. Ankit S. Patel (DIN: 02173231), who fulfills the conditions prescribed under schedule V of the Companies Act, 2013, be and is hereby re-appointed as Executive Director of the Company for a period of five years with effect from 24th May 2019.



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RESOLVED FURTHER THAT pursuant to the provisions of section 196 and 197 and all other applicable sections of the Companies Act, 2013 read with schedule V of the said Act, and on recommendation of Nomination and Remuneration committee and as agreed, by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the Company be and is hereby accorded to fix and pay following remuneration and perquisites with effect from 01st April 2019 to Mr. Ankit S. Patel, Executive Director and whose period of office shall be liable to retire by rotation.”:

- (1) Basic Salary: ₹ 6,00,000/- per month in the scale of 6,00,000 to 16,00,000 per month for annual increment of 20%. The Annual increments which will be effective 1st April each year (Starting from April 2020) will be decided by Board based on the recommendations of the Nomination and Remuneration Committee and take into the account the Company's performance as well.
- (2) Commission will be payable upto @ 2% of the net profit of the Company, as calculated for the whole financial year.
- (3) Perquisites:

In addition to Salary and commission, perquisites include

- i) House Rent Allowance:
The House Rent allowance will be paid as per the rules of the Company but subject to maximum 50% of Basic Salary.
- ii) Gas, Electricity, Water, Furnishing Medical Reimbursement Expenses incurred for him and his family, Leave Travel Concession for him and his family, Annual Club membership Fees, Personal Accident Insurance for self, Medical Insurance Premium For him, his spouse and children etc. limited to the actual or annual salary whichever is less.
- iii) Provision of car with Driver for use on Company's business and telephone including Mobile phone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car with driver for private purpose shall be billed by the Company to him.
- iv) Contribution to Provident Fund, Superannuation fund or annuity fund, Gratuity and Leave encashment as

per the rule of the Company and the same will not be included in the computation of ceiling on perquisites as aforesaid.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the different components of the above stated remuneration as may be agreed to between the Board of Directors and Mr. Ankit S. Patel.

RESOLVED FURTHER THAT notwithstanding anything mentioned above, where in any financial year during the currency of Executive Director, the Company has no profit or its profit are inadequate, the remuneration will have to be limited to amounts specified in section II and Section III of Part II of schedule V of the Companies Act, 2013.”

7. To make revision of salary structure of Mr. Suresh J. Patel, Chairman and Managing Director of the Company:

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

“RESOLVED THAT in accordance with provisions of Sections 196, 197, 203 and any other applicable provisions and rules made under of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with schedule V thereof and on recommendation of Nomination and Remuneration committee and as agreed, by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the Company be and is hereby accorded to revise and recommend following terms of remuneration and perquisites of Mr. Suresh J. Patel (DIN: 00007400), Chairman and Managing Director of the Company, with effect from 1st April, 2019, for the remaining period of his tenure and whose period of office shall not be liable to retire by rotation.”.

- (1) Basic Salary: ₹ 9,00,000/- per month in the scale of 9,00,000 to 18,00,000 per month for annual increment of 20%. The Annual increments which will be effective 1st April each year (Starting from April 2020) will be decided by Board based on the recommendations of the Nomination and Remuneration Committee and take into the account the Company's performance as well.

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(2) Commission will be payable upto @ 3% of the net profit of the Company, as calculated for the whole financial year.

(3) Perquisites:

In addition to Salary and commission, perquisites include

i) House Rent Allowance:

The House Rent allowance will be paid as per the rules of the Company but subject to maximum 50% of Basic Salary.

ii) Gas, Electricity, Water, Furnishing Medical Reimbursement Expenses incurred for him and his family, Leave Travel Concession for him and his family, Annual Club membership Fees, Personal Accident Insurance for self, Medical Insurance Premium For him, his spouse and children etc. limited to the actual or annual salary whichever is less.

iii) Provision of car with Driver for use on Company's business and telephone including Mobile phone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car with driver for private purpose shall be billed by the Company to him.

iv) Contribution to Provident Fund, Superannuation fund or annuity fund, Gratuity and Leave encashment as per the rule of the Company and the same will not be included in the computation of ceiling on perquisites as aforesaid.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the different components of the above stated remuneration as may be agreed to between the Board of Directors and Mr. Suresh J. Patel.

RESOLVED FURTHER THAT notwithstanding anything mentioned above, where in any financial year during the currency of Chairman and Managing Director, the Company has no profit or its profit are inadequate, the remuneration will have to be limited to amounts specified in section II and Section III of Part II of schedule V of the Companies Act, 2013."

8. To make revision of salary structure of Mr. Bhavin S. Patel, Executive Director of the Company:

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

"RESOLVED THAT in accordance with provisions of Sections 196, 197, 203 and any other applicable provisions and rules made under of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with schedule V thereof and on recommendation of Nomination and Remuneration committee and as agreed, by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the Company be and is hereby accorded to revise and recommend following terms of remuneration and perquisites of Mr. Bhavin S. Patel (DIN: 00030464), Executive Director of the Company, with effect from 1st April 2019, for the remaining period of his tenure and whose period of office shall be liable to retire by rotation."

(1) Basic Salary: ₹ 6,00,000/- per month in the scale of 6,00,000 to 16,00,000 per month for annual increment of 20%. The Annual increments which will be effective 1st April each year (Starting from April 2020) will be decided by Board based on the recommendations of the Nomination and Remuneration Committee and take into the account the Company's performance as well.

(2) Commission will be payable upto @ 2% of the net profit of the Company, as calculated for the whole financial year.

(3) Perquisites:

In addition to Salary and commission, perquisites include

i) House Rent Allowance:

The House Rent allowance will be paid as per the rules of the Company but subject to maximum 50% of Basic Salary.

ii) Gas, Electricity, Water, Furnishing Medical Reimbursement Expenses incurred for him and his family, Leave Travel Concession for him and his family, Annual Club membership Fees, Personal Accident Insurance for self, Medical Insurance Premium For him, his spouse and children etc. limited to the actual or annual salary whichever is less.

iii) Provision of car with Driver for use on Company's business and telephone including Mobile phone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of

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car with driver for private purpose shall be billed by the Company to him.

- iv) Contribution to Provident Fund, Superannuation fund or annuity fund, Gratuity and Leave encashment as per the rule of the Company and the same will not be included in the computation of ceiling on perquisites as aforesaid.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the different components of the above stated remuneration as may be agreed to between the Board of Directors and Mr. Bhavin S. Patel.

RESOLVED FURTHER THAT notwithstanding anything mentioned above, where in any financial year during the currency of Executive Director, the Company has no profit or its profit are inadequate, the remuneration will have to be limited to amounts specified in section II and Section III of Part II of schedule V of the Companies Act, 2013."

9. To appoint **Mr. Kishorkumar Radadia as a Director - HSE** of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [Including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, and provisions of SEBI(Listing Obligation and Disclosure Requirement) Regulation, 2015, Mr. Kishorkumar Radadia (DIN : 08532580), who was earlier appointed as an Additional Director of the Company w.e.f 01st September 2019 and who holds office up to the date of Annual General Meeting, proposing Mr. Kishorkumar Radadia(DIN : 08532580) as a candidate for the office of Director of the Company, be and is hereby appointed as a Director - HSE of the Company and whose period of office shall be liable to retire by rotation."

"**RESOLVED FURTHER THAT** pursuant to sections 196, 197 and 203 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, and on recommendation of Nomination and Remuneration committee and as agreed, by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the Company be and is hereby accorded to appoint Mr. Kishorkumar Radadia (DIN: 08532580), who fulfills the conditions prescribed under schedule V of the Companies Act, 2013, be and is hereby appointed as a Director - HSE of the Company for a period of five years with effect from 01st September, 2019.

RESOLVED FURTHER THAT pursuant to the provisions of section 196 and 197 and all other applicable sections of the Companies Act, 2013 read with schedule V of the said Act, and on recommendation of Nomination and Remuneration committee and as agreed, by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the Company be and is hereby accorded to fix and pay following remuneration and perquisites with effect from 01st September, 2019 to Mr. Kishorkumar Radadia, Director - HSE of the Company:

- (1) Basic Salary: ₹ 1,27,084/- per month in the scale of 1,26,000 to 3,00,000 per month for annual increment of upto 20%. The Annual increments which will be effective 1st April each year (Starting from April 2020) will be decided by Board based on the recommendations of the Nomination and Remuneration Committee and take into the account the Company's performance as well.

- (2) Perquisites:

In addition to Salary and commission, perquisites include

- i) House Rent Allowance:

The House Rent allowance will be paid as per the rules of the Company but subject to maximum 50% of Basic Salary.

- ii) Gas, Electricity, Water, Furnishing Medical Reimbursement Expenses incurred for him and his family, Leave Travel Concession for him and his family, Annual Club membership Fees, Personal Accident Insurance for self, Medical Insurance Premium For

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him, his spouse and children etc. limited to the actual or annual salary whichever is less.

- iii) Provision of car with Driver for use on Company's business and telephone including Mobile phone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car with driver for private purpose shall be billed by the Company to him.
- iv) Contribution to Provident Fund, Superannuation fund or annuity fund, Gratuity and Leave encashment as per the rule of the Company and the same will not be included in the computation of ceiling on perquisites as aforesaid.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the different components of the above stated remuneration as may be agreed to between the Board of Directors and Mr. Kishorkumar Radadia.

RESOLVED FURTHER THAT notwithstanding anything mentioned above, where in any financial year during the currency of Director – HSE, the company has no profit or its profit are inadequate, the remuneration will have to be limited to amounts specified in section II and Section III of Part II of schedule V of the Companies Act, 2013."

- 10. To Appoint Mr. Ram Prasad Srivastava as an Independent Director of the Company for period of five years

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [Including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, and provisions of SEBI(Listing Obligation and Disclosure Requirement) Regulation, 2015, Mr. Ram Prasad Srivastava (DIN : 02227457), who was earlier appointed as an Additional Director in the category of Independent Director of the Company w.e.f 13th August, 2019 and who holds office up to the date of Annual General Meeting, proposing Mr. Ram Prasad Srivastava (DIN : 02227457) as a candidate for the

office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 13th August, 2019 to 12th August, 2024 and whose period of office shall not be liable to retire by rotation

- 11. To Maintaining and keeping the Company's registers required to be maintained under the Section 94 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at a place other than Company's Registered Office.

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

RESOLVED THAT subject to approval of members at the General Meeting and pursuant to the provisions of section 94(1) and other applicable provisions of the Companies Act, 2013 read with Rule 5(2) of the Companies [Management and Administration] Rules, 2014, consent of the members of the Company be and is hereby accorded to maintain and keep the Register of Members, Register of Debenture holders, the Index of Members / Debenture holders, if any, other statutory registers required to be maintained under section 88 of the Companies Act, 2013 and copies of annual returns filed under section 92 of the Companies Act, 2013 or any one or more of them, at "Bodal Corporate House, near AnandNiketan School, Opp. Venetial Villa, Thaltej, Ahmedabad- 380059, Gujarat, or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.

RESOLVED FURTHER THAT Board of Directors or any committee thereof be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the forgoing resolution."

- 12. To Decide Borrowings Limit of the Company

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

"RESOLVED THAT in supersession of an earlier resolution passed in the 28th Annual General

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Meeting(AGM) of the Company held on 22nd September 2014 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent of the Members, in the terms of the aforesaid section of the Companies Act, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof), for borrowing from time to time, any sum or sums of monies as it may deem proper for the purpose of Company business which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves and securities premium, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ₹ 2,000 Crores (Rupees Two Thousand Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments as may be required in its absolute discretion pursuant to the above Resolution."

13. To Create Such Charges And / Or Mortgages And / Or Hypothecations On Borrowings Limit Of The Company

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

"RESOLVED THAT in supersession of an earlier resolution passed in the 28th Annual General Meeting(AGM) of the Company held on 22nd September, 2014 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent of the Members, in the terms of the aforesaid section of the Companies Act, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges and / or mortgages and / or hypothecations in addition to the existing charges and / or mortgages and / or hypothecations created by the Company, on such movable and immovable properties of the company wheresoever situate, both present and future, and in such manner as the Board may deem fit, to secure an amount up to ₹ 2,000 Crores (Rupees Two Thousand Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments as may be required in its absolute discretion pursuant to the above Resolution."

By Order of Board of Directors
For, BODAL CHEMICALS LTD.

Ashutosh B. Bhatt
Company Secretary

Place : Ahmedabad
Date : August 13, 2019

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1. A member entitled to attend and vote at the Annual General Meeting of the Company may appoint a proxy to attend and vote on a poll on his behalf and proxy need not to be member of the Company. The instrument appointing a proxy must be deposited with the Company at its registered office not less than 48 hours before the time for holding the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms, etc., must be supported by appropriate resolution/authority, as applicable, issued by the member organisation.
3. Corporate members intending to send their authorised representative to attend meeting are requested to send the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the annual general meeting.
4. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
5. Members are requested to bring their attendance slip along with their copy of annual report to the meeting.
6. Members who hold shares in dematerialised form are requested to write their client id and DP Id numbers and those who hold shares in physical form are requested to write their folio number in the Attendance Slip for attending the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.
8. The Register of Members and Share Transfer Book of the Company will be closed from **Saturday, the 14th September 2019 to Friday, the 20th September 2019** (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
9. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors,

if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration i.e. 20th September 2019, to those members whose name appear on the Register of Members as on **Friday, 13th September 2019**.

10. The voting rights of the members shall be in proportion to their shares of the paid-up equity capital in the Company as on cut off date i.e. **Friday, 13th September 2019**.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or **contact our Registrar and Transfer Agent i.e. Link Intime (India) Pvt Ltd**.

Further, members who holds shares in the physical form may note that the transfer of shares in physical has been restricted by The Securities and Exchange Board of India (SEBI) w.e.f 01-04-2019. So, Members holding shares in physical form are requested to Demate their shares for transfer of shares.

12. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialised form) or with Link Intime India Private Limited (in case of Shares held in physical form).
13. Electronic copy of the Notice of the 33rd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 33rd

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Notice

Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

14. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and the provisions of the Investor Education and Protection Fund Rules, the Company has uploaded the details of the unpaid and unclaimed dividend amounts lying with the Company on the website of the Company (www.bodal.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Those members, who have not encashed their dividends, are requested to claim it from the Company or Link Intime India Private Limited, the Registrars and Share Transfer Agents of the Company immediately. Those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or Link Intime India Private Limited. Further, details of unpaid dividend and date of transfer of unpaid/unclaimed dividend to the IEPF are covered in the Corporate Governance Report forming part of annual report.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or contact our Registrar and Transfer Agent i.e. Link Intime (India) Pvt Ltd.
16. Members are requested to contact our Registrar and Transfer Agent for any query related to shares, dividend and other inquiry at following address.
- Unit : Bodal Chemicals Ltd.
Link Intime (India) Pvt Ltd.
Ahmedabad Branch:
5th Floor, 506 TO 508, Amarnath Business Centre - 1, Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380 006
E-mail : ahmedabad@linkintime.co.in
Contact Number: 079 - 2646 5179/ 079 - 2646 5187

- Please Quote folio no. / DP ID & CL ID for any communication for your shareholding.
 - Bring the copy of Annual Report at the meeting.
17. The Company's equity shares are presently listed and traded at BSE Ltd. (Bombay Stock Exchange) and National Stock Exchange of India Ltd. (NSE) The Company has paid the listing fees to BSE and NSE for the year 2019-20.
18. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be 13th September 2019. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.
19. The details of Directors seeking appointment / re-appointment in the Annual General Meeting to be held on 20th September 2019 are covered in the Corporate Governance Report forming part of annual report.
20. The Board of Directors has appointed Mr. Tapan Shah, Practicing Company Secretaries, as a Scrutiniser for conducting voting process and to scrutinise the E-voting process and ballot process in a fair and transparent manner.
- 21. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the Company at least 7 days in advance before the meeting so as to enable the management to keep information ready.**
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
23. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

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24. Members who have not registered their e-mail addresses so far are requested to register their email address so that they can receive the Annual Report and other communication from the Company electronically.
25. The Results declared along with the report of Scrutinisers shall be placed on the website of the Company i.e. www.bodal.com and the website of the CDSL i.e. www.evotingindia.com, immediately after declaration of results by the Chairman. The results shall also be intimated to the BSE Ltd and National Stock Exchange of India Ltd.
26. A route map showing directions to reach the venue of the 33rd AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

By Order of Board of Directors
For, BODAL CHEMICALS LTD.

Ashutosh B. Bhatt
Company Secretary

Place : Ahmedabad
Date : August 13, 2019

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No. 04 :

The Board of Directors, on recommendations of the Audit Committee, at their meeting held on 21st day of May 2019, has approved the re-appointment and remuneration of the M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.: 117366W/W-100018), the retiring Statutory Auditors of the Company as a statutory auditors of the Company to conduct the audit records of the Company for the financial year ending 31st day of March, 2020 on a remuneration of ₹ 22,00,000.00 (Rupees Twenty-Two Lacs only) plus applicable tax in accordance with the Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, the remuneration payable to the Statutory Auditors has to be finalised and approved by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Statutory Auditors for the financial year ending 31st March 2020.

None of the 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. 04 of the Notice except to their shareholding.

The above proposal is in the interest of the Company and the Board of the Company thus recommends this resolution for approval of the Members of the Company as an Ordinary Resolution.

Item No. 05 :

The Board of Directors, on recommendations of the Audit Committee, at their meeting held on 21st day of May, 2019, has approved the re-appointment and remuneration of the M/s. Kiran J. Msehta & Co., Cost Accountants, Ahmedabad (FRN: 000025), as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st day of March, 2020 on a remuneration of ₹ 1,50,000 (Rupees One lakh fifty thousand only) in accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.05 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2020.

None of the 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. 05 of the Notice except to their shareholding.

The above proposal is in the interest of the Company and the Board of the Company thus recommends this resolution for approval of the Members of the Company as an Ordinary Resolution.

Item No. 06:

The Board of Directors, on the recommendation of the

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Remuneration Committee, at their meeting held on 24th May 2008 had appointed Mr. Ankit S. Patel as Executive Director of the Company for the period of Five (5) years with effect from 24th May 2008 at such remuneration and terms & conditions of appointment as agreed by Board of Directors and subsequently approved by members at Annual General Meeting held on 30th September, 2008. His term ending on 23rd May 2013 and Board of Directors, on the recommendation of the Remuneration Committee, at their meeting held on 11th February, 2013 has approved re-appointment of Mr. Ankit S. Patel as Executive Director of the Company for a further period of three years from 24th May 2013 and he is further appointed as Executive Director of the Company on recommendation Nomination and Remuneration committee and by Board of Directors on their meeting held on 26th May 2016 for tenure of three years from 24th May 2016 to 23rd May 2019, subsequently approved by members at Annual General Meeting held on 20th September, 2016. His re-appointment as Executive Director is permissible in accordance with the provisions of Schedule V to the Companies Act, 2013, if their re-appointment is approved by the members in General Meeting.

The Board of Directors, on the recommendation of the Remuneration Committee, at their meeting held on 21st May 2019 has approved re-appointment of Mr. Ankit S. Patel as an Executive Director of the Company for a further period of five years from 24th May 2019 to 23rd May 2024.

Mr. Ankit S. Patel is part of promoter group of the Company. He is younger son of Mr. Suresh J. Patel, promoter of the Company. He is young and dynamic personality, who contributed significantly in development of business of the Company. It is highly beneficial for the Company to avail his valuable services for further development of the Company by re-appointing him as Executive Director of the Company for the further period of five (5) years with effect from 24th May 2019 on such terms and conditions and remuneration as set out in resolution no.06 of the accompanying notice.

The basic salary, commission and other perquisites payable to Mr. Ankit S. Patel as Executive Director with effect from 01st April 2019, subject to the revision by the Nomination and Remuneration Committee from time to time,

1. Mr. Ankit S. Patel : ₹ 6,00,000/- per month and commission upto 2% of net profit. (resolution as set out in the notice of AGM)

and other perquisites and such terms and conditions and remuneration as set out in resolution no. 06 of the accompanying notice, respectively.

Your Directors recommend the resolution no. 06 to be passed as a Special Resolution.

The above proposals are in the interest of the Company and the Board of the Company thus recommends these resolutions for approval of the Members of the Company as a Special Resolutions.

None of the Directors and Key managerial personnel or their relative other than Mr. Ankit S. Patel, himself and Mr. Suresh J. Patel and Mr. Bhavin S. Patel, relatives of him, are interested in the resolution of Item No.06.

The approval of members is required for said re-appointments and payment of remuneration. Your Directors, therefore, recommend special resolutions for approval of the members.

Item No. 07 & 08:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 30th day of May 2015 had re-appointed Mr. Suresh J. Patel as Chairman & Managing Director and Mr. Bhavin S. Patel as an Executive Director of the Company for the period of Three (3) years with effect from 13th May 2015 at such remuneration and terms & conditions of appointment as agreed by Board of Directors and subsequently approved by members at Annual General Meeting held on 24th September, 2015. Their terms of appointment ending on 12th May 2018. Their re-appointments as Chairman & Managing Director and Executive Director are permissible in accordance with the provisions of Section 197, 198 and other applicable sections and provisions of Schedule V to the Companies Act, 2013.

The Board of Directors, on the recommendation of the Remuneration Committee, at their meeting held on 29th May 2018 has approved re-appointment of Mr. Suresh J. Patel as Chairman & Managing Director of the Company for a further period of two years from 13th May 2018 to 12th May 2020 and Mr. Bhavin S. Patel as an Executive Director of the Company for a further period of five years from 13th May 2018 to 12th May, 2023 and subsequently approved by members of the Company.

Mr. Suresh J. Patel and Mr. Bhavin S. Patel have been giving their valuable services as a Chairman and Managing Director

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and Executive Director of the Company since 13th May 2006 respectively. Mr. Suresh J. Patel has been re-appointed as a Chairman and Managing Director and Mr. Bhavin S. Patel has been reappointed as an Executive Director on 13th May 2018 without any increase in managerial remuneration. The Board of Directors, on recommendation of nomination and remuneration committee, revised the remuneration terms of Mr. Suresh J. Patel, Chairman & Managing Director and Mr. Bhavin S. Patel, Executive Director, after considering various factors like their responsibilities to the Company, growth and expansion projects of the Company and Industry scenario.

Mr. Suresh J. Patel is the founder promoter of the Company. He has very wide and rich experience in the chemical industry specifically in manufacturing of Dyes and Dyes Intermediates. He is instrumental in the strategic decision-making and production of high quality Dyes and Dyes Intermediates. He has ability to stay ahead of competition and offered maximum price advantage to Customers. It is in the interest of the Company to avail his valuable services for the further growth and conduction of affairs and business of the Company. The Company can increase and revise the terms of the remuneration for the remaining tenure of his service with effect from 01st April 2019 as set out in resolution no.07 of the accompanying notice.

Mr. Bhavin S. Patel is part of promoter group of the Company. He is elder son of Mr. Suresh J. Patel, promoter of the Company. He is young and dynamic personality, who has been associated with our Company for 14 years and He has vital experience in the chemical industry, specifically in marketing of dyestuff. He, Bhavin S. Patel, has contributed significantly in development of dyestuff business of the Company and also heads the dyestuff division of our Company, including production, marketing and new growth areas. He is leading the liquid dyestuff initiatives. It is highly beneficial for the Company to avail his valuable services for further development of the Company. The Company can increase and revise the terms of the remuneration for the remaining tenure of his service with effect from 01st April 2019 as set out in resolution no.08 of the accompanying notice.

The basic salary and commission payable to Mr. Suresh J. Patel as a Chairman and Managing Director and Mr. Bhavin S. Patel as Executive Director with effect from 01st April 2019, subject to the revision by the Nomination and Remuneration Committee from time to time, are as follows:

1. **Mr. Suresh J. Patel** : ₹ 9,00,000/- per month and commission upto 3% of net profit. (resolution as set out in the notice of AGM)
2. **Mr. Bhavin S. Patel** : ₹ 6,00,000/- per month and commission upto 2% of net profit. (resolution as set out in the notice of AGM)

and other perquisites and such terms and conditions and remuneration as set out in resolution no. 07 and 08 of the accompanying notice, respectively.

Your Directors recommend the resolution no. 07 & 08 to be passed as a Special Resolution.

The above proposals are in the interest of the Company and the Board of the Company thus recommends these resolutions for approval of the Members of the Company as a Special Resolutions.

None of the Directors and Key managerial personnel or their relative other than Mr. Suresh J. Patel, himself and Mr. Bhavin S. Patel and Mr. Ankit S. Patel, relatives of him, are interested in the resolution of Item No.07.

None of the Directors and Key managerial personnel or their relative other than Mr. Bhavin S. Patel, himself and Mr. Suresh J. Patel and Mr. Ankit S. Patel, relatives of him, are interested in the resolution of Item No.08.

Item No. 09:

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Kishorkumar Radadia as an Additional Director in the category of the Director- HSE of the Company with effect from 01st September 2019. Your Board proposes to regularise his appointment and appoint him as a Director - HSE of the Company for a period of 5 years starting from 01st September 2019. His re-appointment as a Director - HSE is permissible in accordance with the provisions of Schedule V to the Companies Act, 2013, if their re-appointment is approved by the members in General Meeting.

The Company has received from Mr. Kishorkumar Radadia :

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in

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accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and

In terms of provisions of the Companies Act 2013, Mr. Kishorkumar Radadia is proposed to be appointed as a Director - HSE and is liable to retire by rotation. Your Board of Directors proposing Mr. Kishorkumar Radadia as a candidate for the office of Director of the Company. Mr. Kishorkumar Radadia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given his consent to act as a Director.

Mr. Kishorkumar Radadia is having Experience of more than 24 years in the area of the Health, Safety and Environment (HSE). he has In-depth understanding of safety methods; proven abilities in coordinating/ leading a variety of people and projects and has Expertise in developing & monitoring the Safety Systems and implementing Integrated Management System. He has worked in various organizations as a Senior (head) for HSE and having Competency in devising significant solutions and implementing health safety management systems. To conduct process risk assessment for plant processes by systematic identification of hazards. To ensure outcome of PRA is implemented by applying engineering & administrative controls to mitigate hazards, Proficient in conducting Safety Internal Audits & Risk Assessment, implementing training and introducing various measures to achieve high safety in the organization. Deft in establishing and implementing Safety, EMS Standard & Training Procedure as per ISO 9001/ 14001 & OHSAS.

The basic salary, commission and other perquisites payable to Mr. Kishorkumar Radadia as a Director - HSE with effect from 01st September 2019, subject to the revision by the Nomination and Remuneration Committee from time to time,

1. **Mr. Kishorkumar Radadia** : ₹ 1,27,084/- per month. (resolution as set out in the notice of AGM)

and other perquisites and such terms and conditions and remuneration as set out in resolution no. 09 of the accompanying notice, respectively.

Brief resume of Mr. Kishorkumar Radadia, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015 ("Listing Agreement"),

are provided in the Corporate Governance Report forming part of the Annual Report.

Mr. Kishorkumar Radadia is not holding shares in the Company and not holding any shares through any other person. He is not related to any other promoters / promoters group, Directors or KMPs of the Company.

Except Mr. Kishorkumar Radadia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 09.

Your Directors recommend the resolution no. 09 to be passed as a Special Resolution.

The above proposals are in the interest of the Company and the Board of the Company thus recommends these resolutions for approval of the Members of the Company as a Special Resolutions.

The approval of members is required for said appointments and payment of remuneration. Your Directors, therefore, recommend special resolutions for approval of the members.

Item No. 10:

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Ram Prasad Srivastava (DIN : 02227457) as an Additional Director in the category of the Independent Director of the Company with effect from 13th August 2019. Your Board proposes to regularize his appointment and appoint him as an Independent Director of the Company, for one term of Five Years, commencing from 13th August 2019.

The Company has received from Mr. Ram Prasad Srivastava consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;

- (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and
- (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

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In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Ram Prasad Srivastava is proposed to be appointed as an Independent Director for 5 (five) consecutive years for a term up to 12th August 2024 and not liable to retire by rotation. Your Board of Directors proposing Mr. Ram Prasad Srivastava as a candidate for the office of Independent Director of the Company. Mr. Ram Prasad Srivastava is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given his consent to act as a Director.

The Company has also received declarations from Mr. Ram Prasad Srivastava that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules made there under.

He has vast experience in the chemicals sector for work in India and abroad and having experience in putting a chemical plant to manufactures specialties chemicals, dyes, pigment etc from concept to commercial operation. and was associated to hoechst colour chem and vanavil. Your Board thinks that his experience as an Independent Director, will help the company and hence, Board of Directors have recommended Mr. Ram Prasad Srivastava as an Independent Director at the age of 76.

In the opinion of the Board, Mr. Ram Prasad Srivastava fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015. Mr. Ram Prasad Srivastava is independent of the management.

Brief resume of Mr. Ram Prasad Srivastava, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015 ("Listing Agreement"), are provided in the Corporate Governance Report forming part of the Annual Report.

Mr. Ram Prasad Srivastava is not holding any shares in the Company directly or and through any other person. He is not related to any other Director or KMP of the Company.

Except Mr. Ram Prasad Srivastava, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

This Explanatory Statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015 ("Listing Agreement") with the Stock Exchange.

The above proposal is in the interest of the Company and the Board of the Company thus recommends this resolution for approval of the Members of the Company as a Special Resolution.

Item No. 11

Under the provisions of the Companies Act, 2013 [the Act] certain documents such as the Register of Members and Index of Members, Register and Index of Debenture holders, register and index of any other security holders, Register of Renewed and Duplicate Shares and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under section 92 of the Act, and other related books, are required to be maintained at the registered office of the Company unless a special resolution is passed in a general meeting authorizing the keeping of the register at any other place, other than the registered office is situated.

In the interest of operational and administrative convenience, it is proposed to keep the Register of Members, Register of Debenture holders, the Index of Members / Debenture holders, if any, other statutory Register required to be maintained under section 88, 94 of the Companies Act, 2013 and copies of annual returns filed under section 92 of the Companies Act, 2013 or any one or more of them, at "Bodal Corporate House, near Anand Niketan School, Opp. Venetial Villa, Thaltej, Ahmedabad-380059, Gujarat, a place other than its registered office.

Approval of the members is required under section 94 of the Act for effecting the change in the place at which the Register and Index of Members are to be kept.

The Board recommends the Special Resolution set out under Item No.11 of the notice for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution as set out at Item No. 11 of the Notice.

Item No. 12 & 13 :

As per the provision of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot,

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except with the permission of the members, borrow monies in excess of the aggregate of the paid-up share capital of the Company and its free reserves and securities premium.

As per the resolution passed by the Shareholders of the Company in the 21st Annual General Meeting held on 29th September 2007, and subsequently resolution passed by the Shareholders of the Company in the 28th Annual General Meeting held on 22nd September 2014, the Board of Directors of the Company were authorised to borrow money and to create charge/ mortgage/ hypothecation upto a limit not exceeding ₹ 1000 Crores (Rupees One Thousand Crores Only). The increasing business operations and future growth plans of the Company would necessitate enhancing of the borrowing limits. A resolution for enhancing the limits is proposed, by authorizing the Board of Directors to borrow further funds amounting, in aggregate to a sum of not more than ₹ 2000 Crores (Rupees Two Thousand Crores Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage/ charge/hypothecation on all or any other movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by Board of Directors of the Company, from time to time, in consultation with the lender(s), hence it is necessary to pass a resolution under Section 180(1) (a) of the Companies Act, 2013, for creation of charges/ mortgages/hypothecations on Company's assets for an amount not exceeding the limit of Rs.2000 Crores (Rupees Two Thousand Crore Only).

Your Directors recommend the resolution no. 12 & 13 to be passed as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested in resolution no. 12 & 13 of the accompanying notice.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT.

I. GENERAL INFORMATION:

(1) Nature of industry

The Company is well-known in the field of manufacturing Dyestuffs, Dyes Intermediates and other Chemicals falling under the broad category of Chemicals. Dyestuff is further used in Textile, Leather and Paper Industry. The Company has total 9 separate units having manufacturing facilities located in Gujarat.

(2) Date or expected date of commencement of commercial production

The Company was incorporated on 24th September 1986 as private limited company and the Company had commenced its business.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

(4) Financial performance based on given indicators

(₹ in Millions)

	2018-19		2017-18		2016-17	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	13,793.62	14,235.02	11,436.42	11,661.38	12,829.85	13,392.03
Profit Before Tax	2,224.74	2191.70	1,926.25	1,864.78	2,034.15	2,038.23
Profit For the period	1,440.65	1412.99	1,275.44	1,219.23	1,329.30	1,329.09

It may be noticed from the above table that the standalone and consolidated performance of the Company has been very good; However, the performance of the Company for the financial year i.e 2017-18 was affected due to the globally slowdown of economy and global recession for the previous year.

(5) Foreign investments or collaborators, if any.

The Company has made foreign investment in year 2018-19, to incorporate chemical trading company as a wholly owned subsidiary company of Bodal Chemicals Ltd., in china by making investment of USD 25000.00.

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details

The details of Mr. Suresh J. Patel, Mr. Bhavin S. Patel and Mr. Ankit S. Patel are given in the Brief Resume above.

(2) Past remuneration (last two years):

(₹ in Lakh)

	Mr. Suresh J. Patel		Mr. Bhavin S. Patel		Mr. Ankit S. Patel	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Salary	72.00	72.00	48.00	48.00	48.00	48.00
HRA	36.00	36.00	24.00	24.00	24.00	24.00

(3) Job profile and his suitability

Mr. Suresh J. Patel has been leading the BCL since 2006. He is one of the founder promoter of the Company and is associated with the Company since inception, he has through foresight and visionary approach, coupled with sound understanding of the Chemicals industries & its related issues, has led the Company to the path of growth.

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Mr. Bhavin S. Patel is giving his valuable service to the Company since 2006. He is Part of promoter group of the Company. He is young and dynamic personality, who contributed significantly in development of dyestuff business of the Company domestic as well as globally.

Mr. Ankit S. Patel is giving his valuable service to the Company since 2008. He is Part of promoter group of the Company. He is young and dynamic personality, who contributed significantly in development of business of the Company domestic as well as globally.

(4) Remuneration proposed

Details of Remuneration proposed are as given in the statement pursuant to section 102 of Companies Act, 2013.

(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of the Chairman & Managing Director and other two Executive Directors and the responsibilities shouldered by them and the industry benchmarks, the remuneration drawn by them is much below the line, compared to remuneration packages paid to similar senior level person in other Companies.

Details of Annual remuneration package in different companies of similar line of business for similar post/ person:

(₹ in Lakh)			
Sr. No.	Name of the Company	Position	Annual Remuneration package
1.	Tata Chemicals Ltd	Managing Director	658.99
2.	Tata Chemicals Ltd	Executive Director	307.07
3.	Meghmani Organics Ltd.	Managing Director	150.00
4.	Atul Ltd.	Managing Director	1009.24
5.	Atul Ltd.	Whole Time Director	163.45

(6) Pecuniary relationship(s) directly or indirectly with the Company, Co-relationship with the managerial personnel, if any:

Mr. Suresh J. Patel, Mr. Bhavin S. Patel and Mr. Ankit S. Patel are relatives and also Directors of the company. Further, the remuneration paid to all three persons, they do not have any pecuniary relationship with the Company other than what has been mentioned under related party transactions in annual report of year 2018-2019.

Further, all three persons are also holding equity shares in the Company.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits

There is No loss for the Company for preceding three years and this clause is not applicable to the Company.

(2) Steps taken or proposed to be taken for improvement

The Company is taking steps for the process improvements, imparting training to the workforce on the continued basis, developing and improved customer services to mitigate the growing cost pressure. The Company has put its customers above everything and has striven to offer maximum values to its customers through price advantage, quality of goods, delivery of goods in time. In this way company has confidence and ability to outperform in the Dyestuff industry.

(3) Expected increase in productivity and profits in measurable terms.

Not Applicable



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IV. DISCLOSURES:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the resolutions and explanatory statement as stated above. Further, the existing remuneration terms and conditions of them are also disclosed under Corporate Governance Report in Annual Report of Year 2018-2019.

By Order of Board of Directors
For, BODAL CHEMICALS LTD.

Place : Ahmedabad
Date : August 13, 2019

Ashutosh B. Bhatt
Company Secretary



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VOTING THROUGH ELECTRONIC MEANS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **17th Day of September 2019 from 09.00 a.m. (IST)** and ends on **19th day of September 2019 upto 05.00 p.m.(IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **13th day of September 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> ● 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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN** for the relevant **BODAL CHEMICALS LTD** on which you choose to vote.



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- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the Company resolution(s).
- (xix) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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, 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 scrutiniser to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.





BODAL CHEMICALS LTD
CIN: L24110GJ1986PLC009003

Reg. Office: Plot No. 123 & 124, Phase-I, G.I.D.C., Vatva, Ahmedabad-382 445

Form No. MGT-11

Proxy form

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

CIN:	L24110GJ1986PLC009003			
Name of the company:	BODAL CHEMICALS LIMITED			
Registered office:	PLOT No. 123, 124, Phase-I, G.I.D.C., Vatva, Ahmedabad-382445			
Name of the member (s) :				
Registered address :				
E-mail Id:				
Folio No/ Client Id :		DP ID :		

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

1	Name			
	Address			
	E-mail Id		or failing him	
	Signature			
2	Name			
	Address			
	E-mail Id		or failing him	
	Signature			
3	Name			
	Address			
	E-mail Id		Signature	
	Signature			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual general meeting of the company, to be held on the 20th day of September, 2019 At 11.00 a.m. at Atma Auditorium, Opp. Old RBI, Ashram Road, Ahmedabad and at any adjournment thereof in respect of such resolutions as are indicated below :



Notice

Resolution No.	Resolutions	Optional*	
		For	Against
1(a)	a. To receive, consider and adopt the Audited Standalone Financial Statement of the company for the financial year ended 31st March, 2019 and the reports of the Board of Directors' and Auditors' thereon; and		
1(b)	b. the Audited Consolidated Financial Statement of the company for the financial year ended 31st March, 2019 and the reports of Auditors' thereon.		
2	To declare dividend on equity shares for the financial year 2018-19.		
3	To appoint a Director in place of Mr. Bhavin S. Patel (Holding Din: 00030464), who retires by rotation and being eligible offers himself for reappointment.		
4	To Appoint Statutory Auditors and to authorize the Board of Directors to determine their remuneration.		
5	To ratify remuneration of Cost auditors.		
6	To re-appoint Mr. Ankit S. Patel as an Executive Director of the Company.		
7	To make revision of salary structure of Mr. Suresh J. Patel, Chairman and Managing Director of the Company.		
8	To make revision of salary structure of Mr. Bhavin S. Patel, Executive Director of the Company.		
9	To appoint Mr. Kishorkumar Radadia as a Director - HSE of the Company.		
10	To Appoint Ram Prasad Srivastava as a Independent Director of the Company for period of five years.		
11	To Maintaining and keeping the Company's registers and copies of annual returns or any one or more of them, at a place other than Company's Registered Office.		
12.	To Decide Borrowings Limit of the Company.		
13.	To Create Such Charges And / Or Mortgages And / Or Hypothecations On Borrowings Limit Of The Company.		

Signed this _____ day of _____, 2019

Affix ₹ 1/-
Revenue
Stamp here

Signature of Shareholder : _____

Signature of Proxy Holder : _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

* It is optional to put a "X" in the appropriate column against the Resolution idencared in the Box. If You leave the "For" and "Against" coluimn blank against any or all resolutions, your proxy will entitled to vote in the manner as he/she thinks appropriate.



BODAL CHEMICALS LTD
CIN: L24110GJ1986PLC009003

Reg. Office: Plot No. 123 & 124, Phase-I, G.I.D.C., Vatva, Ahmedabad-382 445

ATTENDANCE SLIP

33rd ANNUAL GENERAL MEETING –Friday, the 20th September 2019 at 11.00 A.M.

Folio No./DP ID : _____

Client ID : _____

No. of shares held: _____

I certify that I am a registered equity shareholder / Proxy for the registered equity shareholder of the company. I hereby record my presence at the 33rd Annual General Meeting of the Company, held at ATMA, Auditorium, Opp. Old RBI Office, Ashram Road, Ahmedabad-380 009, Gujarat, on Friday, 20th September 2019 at 11.00 A.M.

Member's/Proxy's name in BLOCK letters

Member's/Proxy's Signature

Note : (Please fill in this Attendance slip and hand it over at the entrance of the meeting hall.)



Notice

