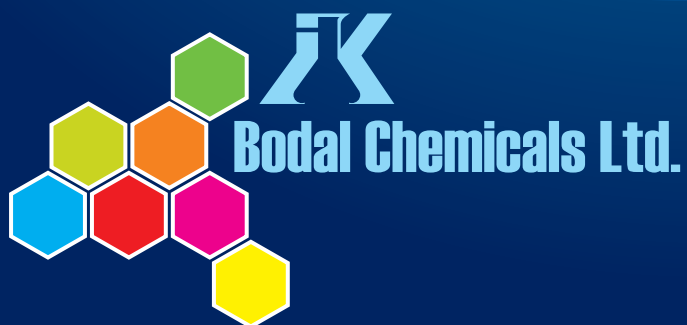


COLOURS, INTEGRATION, INNOVATION



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29th ANNUAL REPORT
2014-2015

MESSAGE FROM THE CHAIR



Dear Shareholders,

Yet again we meet to rejoice the year and it gives me enormous pleasure to welcome you all in our 29th Annual General Meeting and to communicate with you at the end of another successful year i.e 2014-15.

I am highly delighted to inform you that the performance of the company was excellent in the second successive year and shown all around growth for the financial year 2014-15. This has corollary increased wealth of the Company as well as of the investors. Your continued conviction, encouragement and support to the company gives us energy, enthusiasm, self-assurance and motivation to try hard for the betterment. The key highlights for the year 2014-15 are as follows:

- Your Company has achieved highest ever Total Revenue from the operations, increase from Rs. 959.50 crore to Rs. 1045.31 crores – increase by 8.94%
- EBITDA of the company stood at Rs. 188.98 crore.
- Profit before Tax at Rs. 139.46 crore
- Profit after tax at Rs. 92.01 crore against Rs. 30.65 of the previous year. – increase by 200.49%
- EPS of the Company stood at Rs. 8.43 as against Rs. 2.81 for previous year.
- The Cash profit of the Company for the year ended 31-03-2015 is Rs. 126.65 crore and Cash EPS for the year is Rs. 11.61.

Further, I take this opportunity to share information that Bodal has planned to expand its wings by diversification of business by entering in to the specialty chemicals Products by investing up to Rs. 15 Crore in a other chemical company, namely, Trion Chemicals Pvt. Ltd. (TCPL) By doing that Bodal will become a single majority stakeholder. The project we are starting in that company is expected to start commercial production by July 2016. At optimum level it will generate about Rs. 240 Crore turnover with good export potential and better margin then the Bodal's existing product line. This will be kind of first project in India.

Furthermore, Bodal has repaid majority part of its term debt to the banks. In last one and half year, company has repaid more than Rs. 217 Crore and present outstanding Term Loan is only of Rs.33 crores. This repayments has resulted overall reduction in secured debts and drastic reduction in Finance cost of the company and has enhanced wealth of the company. Further company is now out of the Corporate Debt Restructuring (CDR) cell and hence it is now able to declare dividend and start new capital expenditure for new projects.

Bodal has received environment clearance for several products from Ministry of Environment and Forest, New Delhi, out of that, we are starting a project for LABSA in our wholly owned subsidiary company i.e. Bodal Agrotech Ltd.

Current Financial year 2015-16:

The company has performed well during the first quarter of the current financial year 2015-16 and result of the First quarter which was declared on 12-08-2015, shows that the growth phase has continued. The highlights of first quarter are as follows :

- Total revenue from the operations increase to Rs. 246.12 Crore from Rs. 234.84 Crore of Previous quarter.
- EBITDA stood at Rs. 40.70 Crore.
- Net profit stood at Rs. 20.16 crore. Cash Profit at Rs. 26.96 crore.
- EPS for the quarter is Rs. 1.85.

Bodal's Management believes that we are challenging our terms to look beyond our existing standards and seek excellence in every aspect of business. Better ways to relate our customers through better manufacturing technologies. Better ways to develop new market, research and innovation.

Success of any business can be possible if its employees and peoples who put in insistent efforts to rise to their excellence level. I would like to reiterate that your company's employees are its valuable assets and it is entirely due to their hard works, firmness, commitment and dedication that your company has been able to come out from the said gloom conditions and will able to deliver sustainable growth and value creation in coming years.

I wish to place on record my deep gratitude to all of you for your unstinted support towards our journey. Also I express my sincere gratitude to my team in Bodal Chem for their support and valuable guidance. I also like to thank the Union Bank of India and Bank of India for their continued support extended to the Company, under Corporate Debt Restructuring (CDR) and otherwise. I also take this opportunity to thank the Government of India and the State Government for their support and co-operation.

I would like to assure you that your company will strive to capitalize by remaining focus on operational excellence and to remain committed to deliver strong growth and enhance 'shareholders and other stakeholders' values in every possible ways.

Warm regards,

Yours sincerely,

Suresh J. Patel

Chairman & Managing Director

(This does not purport to be part of the proceedings at the meeting)

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of **BODAL CHEMICALS LTD.** (CIN: L24110GJ1986PLC009003) will be held on **Thursday, the 24th September, 2015 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 Financial Statement of the Company for the Financial Year ended 31st March, 2015 and the reports of the Board of Directors' and Auditors' thereon; and
b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.
2. 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.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as **an Ordinary Resolution**.
"RESOLVED THAT the M/s. Mayank Shah & Associates, Chartered Accountants(Firm Registration No.: 106109W), Ahmedabad, the retiring Auditors of the Company be and are hereby reappointed as an Auditors of the Company to hold office till conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period."

SPECIAL BUSINESS:

4. **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 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 Listing Agreement, **Mrs. Kajal Ritesh Soni (DIN : 06926972)**, who was earlier appointed as an Additional Director in the category of Independent Director of the Company w.e.f 11th February, 2015 and who holds office upto the date of Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Mrs. Kajal Ritesh Soni (DIN : 06926972) 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 upto five consecutive years commencing from 11th February, 2015 to 10th February, 2020 and whose period of office shall not be liable to retire by rotation."

5. **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 [including any statutory modifications(s) or re-enactment thereof, for the time being in force], the remuneration of Rs. 1,30,000 (Rupees One lacs thirty thousand only) plus service tax 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 financial year 2015-2016, as approved by the Board of Directors of the Company, be and is hereby ratified.

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 to give effect to this resolution."

6. **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, approval of the company be and is hereby accorded to the appointment of Mr. Suresh J. Patel (DIN: 00007400), who fulfills the conditions prescribed under schedule V of the Companies Act, 2013, be and is hereby re-appointed as Chairman and Managing Director of the company for a period of three years with effect from 13th May, 2015 to 12th May, 2018 on the terms & conditions and remuneration as set out below :

- (1) Basic Salary : Rs. 6,00,000/- per month.
- (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, the following perquisites shall be allowed to him.

Category A

Housing:

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

Gas, Electricity, Water and Furniture:

The expenses on Gas, Electricity, Water and Furnishing will be as per rules of the Company but subject to maximum 10% of Basic Salary.

Medical Reimbursement:

Expenses incurred for him and the family subject to ceiling of one month's salary in a year or three month's salary over a period of three years.

Leave Travel Concession:

For him and his family once in a year incurred in accordance with any rules specified by the Company.

Club Fees:

Fees of club subject to a maximum of two clubs. This will not include Admission and life membership fees.

Personal Accident Insurance :

Personal Accident Insurance Premium for self.

Medical Insurance Premium :

For him, his spouse and children in a year, Premium not to exceed Rs.15,000/- per annum.

Category B:**Contribution to Provident Fund and Superannuation Fund :**

Contribution to Provident Fund, Superannuation fund or annuity fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

Gratuity:

Gratuity payable should not exceed half a month's salary for each completed year of service.

Leave Encashment:

Leave encashment equivalent to one month's salary calculated on the basis of one month's leave over eleven month's services. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

Category C :**Car with Driver and Telephone:**

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.

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 & 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."

7. 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, approval of the company be and is hereby accorded to the appointment of Mr. Bhavin S. Patel (DIN : 00030464), 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 three years with effect from 13th May, 2015 to 12th May, 2018 on the terms & conditions and remuneration as set out below :

(1) Basic Salary : Rs. 4,00,000/- per month.

(2) Commission will be payable up to @ 1.5% of the net profit of the Company, as calculated for the whole financial year.

(3) Perquisites : In addition to Salary, the following perquisites shall be allowed to him.

Category A**Housing :**

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

Gas, Electricity, Water and Furniture :

The expenses on Gas, Electricity, Water and Furnishing will be as per rules of the Company but subject to maximum 10% of Basic Salary.

Medical Reimbursement:

Expenses incurred for him and the family subject to ceiling of one month's salary in a year or three month's salary over a period of three years.

Leave Travel Concession:

For him and his family once in a year incurred in accordance with any rules specified by the Company.

Club Fees :

Fees of club subject to a maximum of two clubs. This will not include Admission and life membership fees.

Personal Accident Insurance :

Personal Accident Insurance Premium for self.

Medical Insurance Premium :

For him, his spouse and children in a year, Premium not to exceed Rs.15,000/- per annum.

Category B :
Contribution to Provident Fund and Superannuation Fund :

Contribution to Provident Fund, Superannuation fund or annuity fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

Gratuity :

Gratuity payable should not exceed half a month's salary for each completed year of service.

Leave Encashment :

Leave encashment equivalent to one month's salary calculated on the basis of one month's leave over eleven month's services. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

Category C :
Car with Driver and Telephone :

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.

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."

By Order of Board of Directors
For, BODAL CHEMICALS LIMITED

Place : Ahmedabad
Date : 12th August, 2015

Ashutosh B. Bhatt
Company Secretary

NOTES :

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 ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
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 organization.
3. Corporate members intending to send their authorized representative to attend meeting are requested to send the Company a certified true copy of the Board Resolution authorizing 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 dematerialized 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. The Register of Members and Share Transfer Book of the company will be closed from **Saturday, the 22nd August, 2015 to Monday, the 24th August, 2015** (both days inclusive) for the purpose of Annual General Meeting and Interim Dividend.
8. 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. Sharepro Services (India) Pvt Ltd.

9. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the "financial years 2006-07 (Final Dividend), 2007-08 (Interim Dividend) and Right Issue Refund amount, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30th September, 2013 (date of last Annual General Meeting) on the website of the Company (www.bodal.com), as also on the website of the Ministry of Corporate Affairs.
10. Members wishing to claim their unclaimed dividend of, 2007-08 (Final Dividend), 2009-10 (Interim as well as Final Dividend) and 2010-11 (Final Dividend), are requested to correspond with said Registrar and Transfer Agent (RTA) or Secretarial Department at the Registered office of the Company.
11. 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. Sharepro Services (India) Pvt Ltd.
12. 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.
Sharepro Services (India) Pvt Ltd.
(Ahmedabad Branch)
416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, AHMEDABAD-380006.
Tel Nos.079 26582381 to 84, Fax No 079 26582385, Email sharepro@shareproservices.com
Contact Person: Ms. Bharti Parikh
 - Please Quote folio no. / DP ID & CL ID for any communication for your shareholding.
 - Bring the copy of Annual Report at the meeting.
13. The Company's equity shares are presently listed and traded at Bombay Stock Exchanges Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) The Company has paid the listing fees to BSE and NSE for the financial year 2015-16.
14. The details of Directors seeking appointment / re-appointment in the Annual General Meeting to be held on 24th September, 2015 are covered in the Corporate Governance Report forming part of annual report.
15. **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.**
16. 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.
17. 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.
18. Members may also note that the Notice of the 29th AGM and the Annual Report 2014-15 will be available on the Company's website, www.bodal.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at secretarial@bodal.com.
19. 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.

By Order of Board of Directors
For, BODAL CHEMICALS LIMITED

Place : Ahmedabad
Date : 12th August, 2015

Ashutosh B. Bhatt
Company Secretary

EXPLANATORY STATEMENT Pursuant to Section 102 of the Companies Act, 2013

Item No. 4 :

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee, appointed Mrs. Kajal Ritesh Soni as an Additional Director in the category of the Independent Director of the Company with effect from 11th February, 2015. Your Board proposes to regularize her appointment and appoint her as an Independent Director of the Company under Section 149 and 161(1) of the Act and Clause 49 of the Listing Agreement, for one term of Five Years, commencing from 11th February, 2015.

The Company has received from Mrs. Kajal Ritesh Soni

- (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 she is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and
- (iii) declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Mrs. Kajal Ritesh Soni is qualified Chartered accountants and having the wide experience in the field of Accounts, Audit and Financial Management.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mrs. Kajal Ritesh Soni is proposed to be appointed as an Independent Director for 5 (five) consecutive years for a term up to 10th February, 2020 and not liable to retire by rotation. A notice has been received from the members along with the deposit of requisite amount under section 160 of the Act, proposing Mrs. Kajal Ritesh Soni as a candidate for the office of Independent Director of the Company. Mrs. Kajal Ritesh Soni is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given her consent to act as Director.

The Company has also received declarations from Mrs. Kajal Ritesh Soni that she meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules made there under.

In the opinion of the Board, Mrs. Kajal Ritesh Soni fulfil the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Mrs. Kajal Ritesh Soni is independent of the management.

Brief resume of Mrs. Kajal Ritesh Soni, nature of her expertise in specific functional areas and names of companies in which she hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Except Mrs. Kajal Ritesh Soni, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board commends the Ordinary Resolution set out at Item Nos. 4 of the Notice for approval by the shareholders.

Item No. 5 :

The Board of Directors, on recommendations of the Audit Committee, at their meeting held on 30th May, 2015, has approved the re-appointment and remuneration of the M/s. Kiran J. Mehta & 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 March 31, 2016 on a remuneration of Rs.1,30,000 (Rupees One lac thirty 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.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

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. 5 of the Notice except to their shareholding.

Your Directors recommends the Ordinary Resolution set out at Item Nos. 5 of the Notice for your approval.

Item No. 2, 6 & 7 :

The Board of Directors, on the recommendation of the Remuneration Committee, at their meeting held on 14th May, 2012 had re-appointed Mr. Suresh J. Patel as Chairman & Managing Director and Mr. Bhavin S. Patel as a Executive Director of the company for the period of Three (3) years with effect from 13th May, 2012 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 28th September. Their terms of appointment ending on 12th May, 2015. Their re-appointments as Chairman & Managing Director and Executive Director are 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 30th May, 2015 has approved re-appointment of Mr. Suresh J. Patel as Chairman & Managing Director and Mr. Bhavin S. Patel as a Executive Director of the company for a further period of three years from 13th May, 2015 to 12th May, 2018.

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 retain his precious services by re-appointing him as Chairman & Managing Director of the company for the further period of three (3) years with effect from 13th May, 2015 on such terms and conditions and remuneration as set out in resolution no.6 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 contributed significantly in development of dyestuff 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 three (3) years with effect from 13th May, 2015 on such terms and conditions and remuneration as set out in resolution no.7 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 12th May, 2015, subject to the revision by the Nomination and Remuneration Committee from time to time, is as follows:

1. Mr. Suresh J. Patel : Rs.6,00,000/- per month and commission upto 2% of net profit..
2. Mr. Bhavin S. Patel : Rs.4,00,000/- per month and commission upto 1.5% of net profit.

and other perquisites and such terms and conditions and remuneration as set out in resolution no. 6 and 7 of the accompanying notice, respectively.

Your Directors recommend the resolution no. 6 & 7 to be passed as a Special Resolution.

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.6.

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.7.

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

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 8 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

(Rs. In Lacs)

	FY 2014-15		FY 2013-14		FY 2012-13	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Gross revenue	104531.22	104991.82	96320.41	96322.48	52772.55	53349.43
Profit Before Tax	13946.04	13922.62	4708.36	4659.32	(3086.15)	(3306.42)
Profit For the period	9201.65	9178.24	3065.33	3016.28	(2112.27)	(2332.54)

It may be noticed from the above table that the standalone and consolidated performance was affected due to the globally slowdown of economy and global recession for the previous years i.e 2012-2013. However, the performance of the company for the financial year 2014-15 and 2013-2014 has improved significantly due to most of the global economies having recovered from a slowdown.

(5) Foreign investments or collaborators, if any.

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company.

II. Information about the appointee:

(1) Background details

of Mr. Suresh J. Patel and Mr. Bhavin S. Patel is given in the Brief Resume above.

(2) Past remuneration (last two years):

(In lacs)

	Mr. Suresh J. Patel		Mr. Bhavin S. Patel	
	2014-15	2013-14	2014-15	2013-14
Salary	72.00	36.00	48.00	12.00
HRA	36.00	12.00	24.00	6.00

(3) Job profile and his suitability

Mr. Suresh J. Patel has been leading the BCL since 2006. He is one of the founder promoters 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.

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.

(4) Remuneration proposed

Details of Remuneration proposed is as given in the statement pursuant to section 102.

(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:

Sr.No.	Name of the Company	Position	Annual Remuneration package (Rs. In lacs)
1.	Tata Chemicals Ltd	Managing Director	397.12
2.	Tata Chemicals Ltd	Executive Director	312.86
3.	Meghmani Organics Ltd.	Managing Director	67.27
4.	Atul Ltd.	Managing Director	497.60

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

Besides the remuneration paid to all both persons, they do not have any pecuniary relationship with the Company other than what has been mentioned under related party transactions in annual report 2014-2015.

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

III. Other information:

(1) Reasons of loss or inadequate profits

The company's performance has adversely impacted due to external headwinds like uncertainty in global market, higher inflation and volatility in crude prices, fluctuation in currency and high interest rate and many more for the financial year 2012-13.

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

Company is making all efforts continuous cost cutting at all levels of operations while ensuring that efficiency and operations are not been hampered.

The Company has taken 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.

With the aforesaid step, The Company has recouped its entire loss of year 2012-13 and also performed well during the previous financial year as well as during the current financial year. Its Company's ability to reduce the cost and on the same time get better margin together with purchasing efficiencies and also improvement in manufacturing yield and control over the expenses helped in increasing profitability of the company.

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 2014-2015.

By Order of Board of Directors
For, BODAL CHEMICALS LIMITED

Place : Ahmedabad
Date : 12th August, 2015

Ashutosh B. Bhatt
Company Secretary

BODAL CHEMICALS LIMITED
CIN : L24110GJ1986PLC009003

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

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business as detailed in the Notice may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Company had fixed **Thursday, the 17th September, 2015 as the record date (cut-off Date)** for determining voting rights of shareholders entitled to participating in the e-voting process.

In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-Voting on all the resolutions placed by the Company on e-Voting system.

The e-voting facility will be available during the following period:

Commencement of e-Voting	From 10.00 a.m. (IST) on Monday, 21st September, 2015
End of e-Voting	Up to 5.00 p.m.(IST) on Wednesday, 23rd September, 2015

During this period, members of the Company may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote(s) on a resolution is cast by the member, the members shall not be allowed to change it subsequently.

The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Thursday, the 17th September, 2015.

Also note that you can opt for only one mode of voting i.e., either through e-Voting or physical ballot form. If you opt for e-Voting, then you should not vote through ballot form and vice versa. However, in case you cast your vote(s) through e-Voting and ballot form, then voting done through e-Voting shall prevail and voting done through ballot form will be treated as invalid.

The instructions for members for voting electronically (both for physical holders as well as demat holders) are as under:-

- (i) The voting period begins on **From 10.00 a.m. (IST) on Monday, 21st September, 2015** and ends on **Up to 5.00 p.m.(IST) on Wednesday, 23rd September, 2015**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, the 17th September, 2015**, 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 first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on mailing Slip on the cover paper of annual report. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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).