



CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable circulars issued by the Ministry of Corporate Affairs, from time to time]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022 along with subsequent circulars issued in this regard and the latest Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, the resolutions being set out in this Postal Ballot Notice ("Notice") are proposed to be passed by the members of the Company through postal ballot only by way of Remote E-voting process ("E-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system only.

An Explanatory Statement pursuant to the provisions of Section 102 and other applicable provisions of the Act read with the Rules, pertaining to the below resolutions setting out the material facts and the reasons/ rationale thereof, is appended and forms part of the Notice for your consideration.

Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided remote e-voting facility, to its Members to enable them to cast their votes electronically.



(+91)79-49229525



6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in



CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

For this purpose, the Company has engaged the services of PURVA as the agency to provide remote e-voting facility.

In compliance with all the applicable Circulars issued by MCA and Securities Exchange Board of India ('SEBI') this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participant(s)/RTA as on Friday, 03rd October, 2025 ("Cut-off date"). It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice. A person who is not a member as on the cut-off date should treat this notice of postal ballot for information purpose only. If the member's e-mail address is not registered or updated with the Company/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, and remote e-Voting instructions.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote E-voting process, not later than 05.00 PM IST on Monday, 10th November, 2025. The Remote E-voting facility will be blocked by Purva Sharegistry (India) Private Limited immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the abovementioned MCA Circulars and consequently, no physical Ballot Forms are being dispatched and shareholders can vote only through remote E-Voting process.

Pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, 2014, the Board of Directors ("Board") of the Company, at its meeting held on Wednesday 08th October, 2025 has appointed Mr. Himanshu Togadiya Proprietor of M/s H Togadiya and Associates (COP No.: 18233 FCS: 11822), Practicing Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The Scrutinizer will submit the report to the Chairman of the Company or the Company Secretary of the Company or any other person authorized by him, upon completion of the scrutiny of the Postal Ballot (through remote E-voting). The results of the Postal Ballot will be announced by any



(+91)79-49229525

6th Floor- 604, Shivalik Shilp Iscon Cross Road



Ambli-Bhopal Road, S.G. Highway,

Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in



CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

one of the Directors of the Company or the Company Secretary not later than 2 (Two) working days of the conclusion of the Postal Ballot. The results of the Postal Ballot shall be posted on the Company's website viz. <https://bgdl.co.in/> and on Purva Shareregistry (India) Private Limited website viz. <https://evoting.purvashare.com> besides communicating to the BSE Limited, the Stock Exchange where the Shares of the Company are listed.

The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting, i.e., Monday, 10th November, 2025.

FOR BHARAT GLOBAL DEVELOPERS LTD.,
(Formerly Known as Kkrafton Developers Ltd)

SD/-

EXECUTIVE DIRECTOR
KEYURKUMAR PRAVINBHAI PATEL
DIN: 10822762

Date: 08th October, 2025

Place: Ahmedabad



(+91)79-49229525



6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in



CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

SPECIAL BUSINESSES:

ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:

RESOLUTION 1:

TO APPROVE APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY.

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139(8), 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members be and is hereby accorded to the appointment of M/s. R B Gohil & Co, Chartered Accountants (FRN: 119360W), as Statutory Auditors of the Company to fill the casual vacancy for conducting audit for the financial year 2025-26 and to hold office as the Statutory Auditor of the Company till the conclusion of ensuing Annual General Meeting of the Company to be held in calendar year 2026 at such remuneration plus applicable taxes, and out of pocket expenses, as determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.”

RESOLVED FURTHER THAT any of the Director of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

RESOLUTION 2:

APPOINTMENT OF M/S. H. TOGADIYA & ASSOCIATES., PRACTISING COMPANY SECRETARY AS THE SECRETARIAL AUDITOR FOR A TERM OF FIVE CONSECUTIVE YEARS:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and



(+91)79-49229525

6th Floor- 604, Shivalik Shilp Iscon Cross Road

Ambli-Bhopal Road, S.G. Highway,

Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Himanshu Togadiya Practicing Company Secretary and Proprietor of M/s. H. Togadiya & Associates (Peer Review Certificate No. 2005/2022) be and are hereby appointed a Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office commencing from Financial Year 2025–26 to Financial Year 2029–30, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.

RESOLVED FURTHER THAT any of the Director of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

RESOLUTION 3:

APPOINTMENT OF MR. KEYURKUMAR PRAVINBHAI PATEL (DIN: 10822762) AS 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 pursuant to the provisions of Section 196, 197, 198, 203, Schedule V, other applicable provisions of the Companies Act, 2013, and Rules made thereunder Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the Articles of Association of the Company, the extent Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Keyurkumar Pravinbhai Patel (DIN: 10822762) as the Managing Director (MD) of the Company for a period of 5 (five) Years with effect from 08th October, 2025 at the such remuneration as per the Company policy and board discretion for the appointed period upto maximum aggregate amount of Rs. 50,000 (Rupees Fifty Thousand only) per month for the period of his tenure.

RESOLVED FURTHER THAT Mr. Keyurkumar Pravinbhai Patel (DIN: 10822762) Managing Director (MD) be entitled for the reimbursement of actual entertainment, travelling, boarding and



lodging, and such other expenses incurred by / for him in connection with meeting business requirements of the Company and in line with the Company policy.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof as authorised in this regard be and is hereby authorised to alter, amend, ratify and vary the terms and conditions of the remuneration structure as may be agreed as deem fit within the overall remuneration.

RESOLVED FURTHER THAT the remuneration payable to Mr. Keyurkumar Pravinbhai Patel (DIN: 10822762) Managing Director (MD) is subject to the condition that:

- a. the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing Director / Whole time Directors of the Company and / or ten percent (10%) of the net profits of the Company for all Managing Director / Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and rules made thereunder including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force; or
- b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, in case of no profits / inadequate profits and term of the appointment as regards remuneration would stand revised in such case and will not exceed three years from the date of such insufficiency.

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”



RESOLUTION 4:

REGULARISATION OF MR. TAHIR MUSTUFA MASALAWALA (DIN: 08681775) AS EXECUTIVE DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 , 196 , 197 and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder along with SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Tahir Mustufa Masalawala (DIN: 08681775) who was appointed as an Additional Director of the Company with effect from 08th October, 2025 by the Board of Directors as recommended by the Nomination and Remuneration Committee and who holds the office upto the date of ensuing Annual/Extra-Ordinary General Meeting of the Company, be and is hereby appointed as the Director (Executive) of the Company, whose period of office will be liable to retire by rotation.

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

RESOLUTION 5:

TO REGULARISE MR. DHARMESH SOLANKI (DIN: 11236014) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder along with SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (including any statutory





CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

modification or re-enactment thereof for the time being in force), Mr. Dharmesh Solanki (DIN: 11236014) who was appointed as an Additional Executive Director of the Company with effect from 08th October, 2025 by the Board of Directors as recommended by the Nomination and Remuneration Committee and who holds the office upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as the Director (Non-Executive) of the Company, whose period of office will be liable to retire by rotation.

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

FOR BHARAT GLOBAL DEVELOPERS LTD.,
(Formerly Known as Kkrrafton Developers Ltd)

SD/-

EXECUTIVE DIRECTOR

KEYURKUMAR PRAVINBHAI PATEL

DIN: 10822762

Date: 08th October, 2025

Place: Ahmedabad



(+91)79-49229525



6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of the proposed Special Resolutions setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. In terms of Section 108 and 110 and of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 17(11) of the SEBI Listing Regulations, the businesses as set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolutions contained in this Notice through remote e-voting.
3. The Postal Ballot Notice is being sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with the Registrar and Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, 03rd October, 2025 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the applicable MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote E-voting only.
4. The Cut-off date for reckoning the remote E-voting rights of the Members of the Company is Friday, 03rd October, 2025 ("Cut-off date"). Member(s) holding Equity Shares as on Cut-off date may cast their vote through remote e-voting only and a person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only.
5. **The remote e-voting period starts on Sunday, 12th October, 2025 at 9:00 AM IST and ends on Monday, 10th November, 2025 at 05:00 PM IST. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, 03rd October, 2025.**



(+91)79-49229525

6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

6. The Board of Directors of the Company, at its Meeting held on 08th October, 2025 appointed Mr. Himanshu Togadiya Proprietor of M/s H Togadiya and Associates (COP No.: 18233 FCS: 11822), Practicing Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot (remote e-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The Notice of Postal Ballot is also placed on the website of the Company i.e. www.bgdl.co.in and the website of Purva Sharegistry (India) Pvt. Ltd. i.e. <https://evoting.purvashare.com> and at the relevant sections of the website of the Stock Exchange on which the Shares of the Company are listed i.e. BSE Limited (www.bseindia.com)

7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed on the last day of remote e-voting i.e. on Sunday, 9th November, 2025 as if the same has been passed at a General Meeting of the Members.
8. The decision of the Scrutinizer on the validity of the votes cast through remote e-voting in this regard shall be final and binding.
9. All relevant documents referred in the Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on inquiry@bgdl.co.in.
10. Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with RTA (in case of Members holding shares in physical form) is provided hereunder.
11. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Members holding shares in physical form and have not registered their e-mail address with the Company are requested to update their email addresses by writing to the Company at inquiry@bgdl.co.in along with the copy of the signed request letter in Form ISR - 1 mentioning the name and address of the member, self-attested copy of the PAN card linked with Aadhaar and self-attested copy of any document (Eg.: Driving





CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

License, Election Identity Card, Passport) in support of the address of the member to enable the Company to register the e-mail address and for receiving the Notice of Postal Ballot and remote E-Voting instructions. Members holding shares in demat form are requested to register their, e-mail addresses with their Depository Participant(s) only. Those Members who have -already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/Company to enable servicing of notices/ documents/Annual Reports electronically to their email address.

12. Any queries/grievances pertaining to the remote E-voting process, you can write an email to evoting@purvashare.com



(+91)79-49229525



6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

PURVA e-Voting System - For Remote e-voting THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) **The voting period begins on Sunday, 12th October, 2025 at 9:00 AM IST and ends on Monday, 10th November, 2025 at 05:00 PM IST.** 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 Friday 03rd October, 2025** may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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



(+91)79-49229525

6th Floor- 604, Shivalik Shilp Iscon Cross Road



Ambli-Bhopal Road, S.G. Highway,

Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the



	user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on



	company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play   5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



--	--

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

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

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

Step 2 : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" module.
- 3) Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***

4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

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

(i) After entering these details appropriately, click on “SUBMIT” tab.

(ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

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

(iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.



(+91)79-49229525

6th Floor- 604, Shivalik Shilp Iscon Cross Road

Ambli-Bhopal Road, S.G. Highway,

Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; inquiry@bgdl.co.in, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.





CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.



(+91)79-49229525



6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on
General Meetings)**

ITEM NO. 1.

The Members are informed that at the Annual General Meeting ("AGM") of the Company held on 30th September, 2025 the Ordinary Resolution for appointment of Statutory Auditor M/s. Sunit M Chhatbar & Co, Chartered Accountants (FRN: 141068W) for a period of five years was not passed by the Members. Consequently, a vacancy has arisen in the office of Statutory Auditor as per the provisions of Section 139 of the Companies Act, 2013.

In view of the same, the Board of Directors, at its meeting held on 08th October, 2025, after due consideration and recommendation of the Audit Committee, has proposed to appoint M/s. R B Gohil & Co, Chartered Accountants (FRN: 119360W), as Statutory Auditor of the Company to fill the casual vacancy for conducting audit for the financial year 2025-26 and to hold office as the Statutory Auditor of the Company till the conclusion of ensuing Annual General Meeting of the Company to be held in calendar year 2026 at such remuneration plus applicable taxes, and out of pocket expenses, as determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.

Details required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under: -

- The fee proposed to be paid to M/s. R B Gohil & Co, Chartered Accountants (FRN: 119360W), towards statutory audit for financial year 2025-26 shall not exceed Rs. 5,75,000 (Rupees Five Lacs Seventy-Five Thousand Only) plus out of pocket expenses, with the authority to the board to make revisions as it deems fit for the balance term, based on the recommendation of the Audit Committee.
- The fees for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the Statutory Audit fee as above and will be decided by the management in consultation with the Statutory Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.



- There is no material change in the proposed fees for the auditor from that paid to the outgoing auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of M/s. R B Gohil & Co, Chartered Accountants (FRN: 119360W), as the Statutory Auditors of the Company, have taken into consideration, among other things, the credentials of the firm and eligibility criteria prescribed under the Act.

M/s. R B Gohil & Co, Chartered Accountants (FRN: 119360W), a highly-skilled team of accounting professionals and business advisor with more than a decade of Experience. The firm provides a comprehensive range of financial solutions, including Statutory Audit, Stock Audit, Internal Audits, Tax Audit, Bank Audit, Direct and Indirect Consulting and Business Valuation Services, all tailored to meet the specific needs of each client. With a steadfast commitment to excellence and a customer- centric approach.

The Company has also received consent and eligibility letter to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

The Board recommends the Ordinary Resolution for approval by the shareholders for resolution No. 1.

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.

ITEM NO. 2

The Members are informed that at the Annual General Meeting (“AGM”) of the Company held on 30th September, 2025 the Ordinary Resolution for appointment of Mr. Himanshu Togadiya Practicing Company Secretary and Proprietor of M/s. H. Togadiya & Associates (Peer Review Certificate No. 2005/2022) (Certificate of Practice Number: 18233 and Membership Number: F11822), was not passed by members as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years commencing from 1st April, 2025 till 31st March, 2030.





CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. The Board of Directors of the Company had appointed Mr. Himanshu Togadiya Practicing Company Secretary and Proprietor of M/s. H. Togadiya & Associates (Peer Review Certificate No. 2005/2022) (Certificate of Practice Number: 18233 and Membership Number: F11822), as Secretarial Auditors of the Company for the financial year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report. SEBI vide notification no. SEBI/LAD NRO/GN/2024/218 dated 12th December 2024 has introduced 'SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 to establish detailed norms governing the appointment, reappointment, and removal of Secretarial Auditors in listed entities, effective from 31st December, 2024. The recent amendment mandates that the listed companies have to obtain shareholders' approval for appointment of Secretarial Auditors.

Accordingly, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, has recommended appointment of Mr. Himanshu Togadiya Practicing Company Secretary and Proprietor of M/s. H. Togadiya & Associates (Peer Review Certificate No. 2005/2022) (Certificate of Practice Number: 18233 and Membership Number: F11822), as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years commencing from 1st April, 2025 till 31st March, 2030.

Himanshu Togadiya is a Practicing Company Secretary and specialized in providing high quality services and resolving the complex issues relating to corporate and allied laws. and has immense knowledge and experience in dealing with matters relating to Company Law, Securities Law, Tax Laws, SEBI, Due Diligence, mergers and Acquisitions, Valuation, management consultancy etc. The firm is peer-reviewed in terms of the peer review guidelines issued by the Institute of Company Secretaries of India ('ICSI') and they are not disqualified from being appointed as Secretarial Auditors and have no conflict of interest.

The Board of Directors in consultation with the Audit Committee has approved a remuneration of maximum Rs. 50,000/- (Rupees fifty thousand only) per annum plus reimbursement of applicable



(+91)79-49229525



6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

taxes and out of pocket expenses incurred in the process of conducting the Secretarial Audit during their tenure.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 2 of the Notice for approval of the Members.

ITEM NO. 3

The Nomination & Remuneration Committee ("NRC") assesses the composition of the Board and makes recommendations to the Board of Directors for appointment of Managing Director. As per Section 203 of the Companies Act, 2013, every listed company and every other public company having a paid-up capital of Rs. 10 Crore, or more is required to have Whole Time Key Managerial Personnel including Managing Director. Considering the expansion plan company requires appointment of key managerial personnel.

As per Section 197 and Schedule V of the Companies Act, 2013, the terms and conditions of such appointment and remuneration payable shall have to be approved by the Board of Directors at a meeting which shall be subject to approval by the Shareholders at the next General Meeting of the Company.

Mr. Keyurkumar Pravinbhai Patel (DIN: 10822762) is not disqualified from being appointed as a Managing Director under Section 164 of the Companies Act, 2013, and possesses the relevant expertise and experience and has demonstrated his professional capability in diverse facets of management.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors. The Company has not issued any non-convertible debentures. The Company would greatly benefit from the rich and varied experience of Mr. Keyurkumar Pravinbhai Patel (DIN: 10822762). There is no adverse information against him available in the public domain.



As Managing Director of the Company he is responsible for the complete operations of the Company. He is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.

Mr. Keyurkumar Pravinbhai Patel is a committed professional with a strong academic background and real-world sales management experience. He has developed a strong analytical and problem-solving skill set that enhances his ability to drive sales strategies and improve operational efficiency.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Annexure A of this Notice.

Accordingly the Board has proposed to appoint Mr. Keyurkumar Pravinbhai Patel as a MD of the Company for a period of 5 (Five) Years with effect from 08th October, 2025 in terms of the applicable provisions of the Companies Act, 2013, on such terms and conditions and remuneration upto maximum of Rs. 50,000/- (Rupees Fifty Thousand Only) per month which shall include Basic pay, HRA, Perquisites, Other / Special allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.

As the Company is listed company, for paying remuneration in excess of limit prescribed to cover the situation of insufficiency of the profit based on the proposed remuneration it is required to obtain advance approval under Section II of Part II of Schedule V to the Companies Act, 2013, to grant the remuneration to managerial personnel without seeking any further consent of the members in case of insufficiency of the profit based on criteria covered thereunder.

Statement under Section II of Part II of Schedule V to the Companies Act, 2013:

I. General Information:

Sr. No.	Particulars	Details
1	Nature of Industry	Trading Sector



(+91)79-49229525

6th Floor- 604, Shivalik Shilp Iscon Cross Road



Ambli-Bhopal Road, S.G. Highway,

Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

2	Date of commencement of commercial production / operations	The Company was incorporated on 15 th June, 1992. Date of commercial production is not applicable since the Company is trading sector.	
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 (the Company is an existing Company).	
4	Financial performance based on given indicators	2024-25 (In Lakh) (Standalone)	2023-24 (In Lakh) (Standalone)
	Net worth	17810.75	328.31
	Profit/ (Loss) after tax	379.36	333.24
5	Export performance and net foreign exchange collaboration	198.29	
6	Foreign investments or collaborations, if any- Investment in Subsidiary	Nil	

II. Information about the Appointee:

Sr. No.	Particulars	Details
1	Background Details	Mr. Keyurkumar Pravinbhai Patel is a committed professional with a strong academic background and real-world sales management experience. He has developed a strong analytical and problem-solving skill set that enhances his ability to drive sales strategies and improve operational efficiency.
2	Past Remunerations	NIL
3	Recognition or Awards	NA



(+91)79-49229525



6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

4	Job Profile and Suitability	As Managing Director of the Company he is responsible for the complete operations of the Company. He is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.
5	Remuneration proposed	Remuneration not exceeding Rs. 50,000 (Rupees Fifty Thousand only) per month effective from 08 th October, 2025 for a term of 5 years which shall include Basic pay, HRA, Perquisites, Other / Special allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid to Mr. Keyurkumar Pravinbhai Patel is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry
7	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Besides the remuneration proposed to be paid to him, Mr. Keyurkumar Pravinbhai Patel does not have any other pecuniary relationship with the Company or relationship with the other managerial personnel or Directors of the Company.



III. Other Information:

Sr. No.	Particulars	Details
1	Reasons for loss or inadequate profits	For FY 24-25, the Company has made profits. Further, the Company is expected to earn profit for the current financial year, however probable reasons for any loss or inadequate profit in future could be because of the following: Competitive factors in the service section. High Risk Cost due to higher delinquency in the business. Covid or any other pandemic or any natural calamity.
2	Steps taken or proposed to be taken for improvement	Expansion of existing asset size by increasing business Lean operations by reduction of costs and expenses. Automation of processes with higher usage of modern technology.
3	Expected increase in productivity and profits in measurable terms	The Company's productivity is expected to increase with increase in client base of the Company Increasing the human assed through which they can provide more man power services.

The Board recommends the Resolution for appointment of Mr. Keyurkumar Pravinbhai Patel as a MD, as mentioned in the Notice for your approval as a Special Resolution.

Except Mr. Keyurkumar Pravinbhai Patel, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 3 in the Notice.



CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

ITEM NO. 4

Mr. Tahir Mustufa Masalawala (DIN: 08681775) has been appointed by the Board as an Additional Director (Executive) w.e.f. 08th October, 2025 to hold the office till the ensuing General Meeting, subject to the approval of shareholders. Hence, he is required to be regularized at this Meeting.

Mr. Tahir Mustufa Masalawala (DIN: 08681775) satisfies all the applicable conditions of the Act & he is not disqualified from being appointed as director in terms of Section 164 of the Act. Mr. Tahir Mustufa Masalawala (DIN: 08681775) is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority.

The appointee shall devote his time and attention to the business activities of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company.

Brief Profile of Tahir Mustufa Masalawala (DIN: 08681775) is mentioned in **Annexure I**.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 4 of the Notice above by way of Ordinary resolution.

Except Mr. Tahir Mustufa Masalawala (DIN: 08681775), none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

ITEM No: 5

Mr. Dharmesh Solanki (DIN: 11236014) has been appointed by the Board as an Additional Director (Non-Executive) w.e.f. 08th October, 2025 to hold the office till the Annual General Meeting, subject to the approval of shareholders. Hence, he is required to be regularized at this



(+91)79-49229525



6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

Meeting. Mr. Dharmesh Solanki satisfies all the applicable conditions of the Act & he is not disqualified from being appointed as director in terms of Section 164 of the Act. He is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) A notice in writing by a member proposing her candidature under Section 160(1) of the Act,

In the opinion of the Board, Mr. Dharmesh Solanki background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as a Non-Executive and Non-Independent Director. The Board was satisfied that the change in designation is justified due to he is specializes in planning and corporate management. His strategic insights and operational expertise drive impactful growth and efficiency in competitive markets.

The resolution seeks the approval of members for appointment of Mr. Dharmesh Solanki as Non-executive Non-independent Director of the Company from 08th October, 2025 and he shall be liable to retire by rotation.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as **Annexure A** of this Notice.

In compliance with the provisions of the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Dharmesh Solanki as a Non executive Non-independent Director of the Company.





CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

No director, key managerial personnel (KMP) or their relatives except Mr. Dharmesh Solanki, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 5.

The Board recommends the ordinary resolution as set out in Item no. 6 of this notice for the approval of members.

FOR BHARAT GLOBAL DEVELOPERS LTD.,
(Formerly Known as Kkrrafton Developers Ltd)

SD/-

EXECUTIVE DIRECTOR
KEYURKUMAR PRAVINBHAI PATEL
DIN: 10822762

Date: 08th October, 2025

Place: Ahmedabad



(+91)79-49229525



6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

Annexure A

Name of Appointees	Mr. Keyurkumar Pravinbhai Patel	Mr. Tahir Mustufa Masalawala	Mr. Dharmesh Solanki
DIN	10822762	08681775	11236014
Designation	Managing Director	Executive Director	Non-Executive Director
Date of Birth	01 st August, 1994	17 th November, 1992	08 th September, 2000
Date of first appointment on Board	06 th November, 2024	08 th October, 2025	08 th October, 2025
Qualification and experience in specific functional area	Mr. Keyurkumar Pravinbhai Patel is a committed professional with a strong academic background and real-world sales management experience. He has developed a strong analytical and problem-solving skill set that enhances his ability to drive sales strategies and improve operational efficiency.	With 8 years of professional experience in architecture, Mr. Tahir Mustufa Masalawala has demonstrated exceptional expertise in both design and engineering aspects, particularly in working drawings for structural engineers. As a senior Architect at At7 Architects, he has played a pivotal role in the execution of 85 projects, showcasing his versatility and leadership in managing both design and execution teams simultaneously. Throughout his career he has been recognized as a licensed architect by the Public Works Department	He is resident of India. He has 2 years of Experience in Corporate and Accounting Field.



		(PWD) for his competence in designing and contracting turnkey projects. Currently Mr. Tahir Mustufa Masalawala leads team of 78 employees overseeing both design and execution processes. Given his extensive experience in the field and proven track record of successfully managing large scale projects. We are considering him for this appointment, confident that his skills and leadership will greatly contribute to the success of our organization.	
Name(s) of the other Companies in which directorship held as on Date of AGM	1. SEEDWAVE AGRO IMPEX PRIVATE LIMITED	1. 360 Atmos Foods and Restaurants Private Limited	NIL
Membership/ Chairmanship of the Committees in other companies as on date of AGM.	NA	NA	NA



CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

Listed Entities from which resigned as Director in past 3 years	NA	NA	NA
Skills and capabilities required for the role and manner in which he/she meets such requirements	possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company		
Shareholding of Director	NIL		
Relationships between Directors inter-se	No Relationships between Directors inter-se		
The number of meetings of the Board attended during the year (2024-25)	Five (5)	NIL	NA
Key terms and conditions of appointment	As per resolution in this Notice read with the explanatory statement thereto		
Remuneration proposed to be paid	Rs. 50,000/- per Month	Maximum up to the ceiling limit prescribed under the Companies Act, 2013	Maximum up to the ceiling limit prescribed under



(+91)79-49229525



6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5



			the Companies Act, 2013
Last drawn Remuneration	NIL	NIL	NA
Justification for choosing the appointees for appointment as an Independent Directors/ skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As per Explanatory Statement to the resolution set out in the Notice of Postal Ballot		



(+91)79-49229525



6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

CIN: L70100GJ1992PLC017815

GST: 24AAACP9354K1Z5

DETAILS OF SECRETARIAL AUDITORS OF THE COMPANY:

Sr. No.	Particulars	Details
1	Name of Secretarial Auditor	Mr. Himanshu Togadiya Practicing Company Secretary and Proprietor of M/s. H. Togadiya & Associates
2	Reason for Change viz appointment, Resignation, removal, death or otherwise;	Appointment to comply with the provisions of the Section 204 of the Companies Act, 2013 and Regulation 24A of the Listing Regulations
3	Date of Appointment & Terms of Appointment	08 th October, 2025 Term of Appointment: Financial Year 2025-26 to 2029-30. Appointed as a Secretarial Auditor of the Company for the financial year 2025-30 subject to Approval in ensuing general meeting.
4	Brief Profile	Himanshu Togadiya is a Practicing Company Secretary and specialized in providing high quality services and resolving the complex issues relating to corporate and allied laws. and has immense knowledge and experience in dealing with matters relating to Company Law, Securities Law, Tax Laws, SEBI, Due Diligence, mergers and Acquisitions, Valuation, management consultancy etc. The firm is peer-reviewed in terms of the peer review guidelines issued by the Institute of Company Secretaries of India ('ICSI').
5	Disclosure of relationship between directors (in case	Not Applicable



(+91)79-49229525

6th Floor- 604, Shivalik Shilp Iscon Cross Road

Ambli-Bhopal Road, S.G. Highway,

Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in



CIN: L70100GJ1992PLC017815
GST: 24AAACP9354K1Z5

	of appointment of a director)	
6	Information as required pursuant to BSE Circular No. LIST/COMP/14/2018-19	-



(+91)79-49229525



6th Floor- 604, Shivalik Shilp Iscon Cross Road
Ambli-Bhopal Road, S.G. Highway,
Ahmedabad, Gujarat 380015



inquiry@bgdl.co.in



www.bgdl.co.in

DETAILS OF STATUTORY AUDITORS OF THE COMPANY:

Sr. No.	Particulars	Details
1	Name of the Company	BHARAT GLOBAL DEVELOPERS LTD., (Formerly Known as Kkrrafton Developers Ltd)
2	Name of the Auditor	M/s. R B Gohil & Co, Chartered Accountants (FRN: 119360W)
3--	Date of appointment/ cessation & reason;	Date of recommendation of appointment by the board is 08 th October, 2025 . M/s. R B Gohil & Co, Chartered Accountants (FRN: 119360W), shall hold office upto the ensuing general meeting of the company.
4	Brief Profile in case of Appointment	M/s. R B Gohil & Co, Chartered Accountants (FRN: 119360W), a highly-skilled team of accounting professionals and business advisor with more than a decade of Experience. The firm provides a comprehensive range of financial solutions, including Statutory Audit, Stock Audit, Internal Audits, Tax Audit, Bank Audit, Direct and Indirect Consulting and Business Valuation Services, all tailored to meet the specific needs of each client. With a steadfast commitment to excellence and a customer- centric approach.
5	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

