



CHEMCRUX ENTERPRISES LIMITED

CIN: L01110GJ1996PLC029329

Regd. Office: 330, TRIVIA Complex, Natubhai Circle, Racecourse, Vadodara - 390007

Factory Office: 4712-14, GIDC, Road South 10, Ankleshwar-393 002, (Gujarat) INDIA

Ph: +91-0265-2984803/2988903 **Email:** girishshah@chemcrux.com **Website:** www.chemcrux.com

NOTICE

Notice is hereby given that the Twenty-Seventh (27th) Annual General Meeting of the members of **CHEMCRUX ENTERPRISES LIMITED** ("the Company") will be held on Tuesday, 12th September, 2023, at 2.00 p.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") for which the Registered Office of the Company situated at 330, TRIVIA Complex, Natubhai Circle, Racecourse, Vadodara- 390007 shall be the deemed venue to transact the following business:

ORDINARY BUSINESS:

- A.** To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023, together with the reports of the Board of Directors and Auditors thereon:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023, together with the reports of the Board of Directors and the Auditors thereon be and are hereby received, considered, approved and adopted."

- B.** To receive, consider, approved and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023, together with the reports of the Auditors thereon:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023, together with the reports of the Auditors thereon be and are hereby received, considered, approved and adopted."

- To declare final dividend for the financial year ended 31st March 2023, at the rate of 20% (Rs. 2/-) per Equity Share:

"RESOLVED THAT a final dividend of Rs. 2/- (Two only) per Equity Share @ 20% on 1,48,08,840 Equity Shares of the Company as recommended by the Board of Directors be and is hereby declared to the Equity Shareholders of the Company whose name appear in the Register of Members on 05th September 2023, out of the profits of the Company for the financial year ended on 31st March 2023."

- To appoint a director in place of Mr. Girishkumar Shah (DIN: 00469291), who retires by rotation and being eligible, offers himself for re-appointment:

"RESOLVED THAT Mr. Girishkumar Shah (DIN: 00469291), Whole Time Director of the Company, who retires by rotation at this Annual General Meeting in accordance with section 152 of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

- To appoint M/s. Naresh & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration:

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

"RESOLVED THAT pursuant provisions of Section 139, 141 and 142 of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force), based on the recommendation of the Audit Committee and of the Board of Directors, M/s. Naresh & Co., Chartered Accountants, (Firm Registration No: 106928W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years commencing from the conclusion of 27th Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in the year 2028 (for the financial year ended 31st March 2028), at remuneration of Rs. 1 Lakh p.a. plus applicable GST and reimbursement of out-of-pocket expenses subject to revision of the Remuneration from time to time as may be decided by the Board of Directors of the Company and the Auditor's from time to time."

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or Company Secretary of the Company, be and are hereby jointly and/or severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS:

5. Regularisation of Additional Director, Mrs. Sidhdi Girishkumar Shah (DIN: 00469138) by appointing her as Non-Executive Non-Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (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 applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, (as amended from time to time) and as recommended by Nomination and Remuneration Committee and Board of Directors, Mrs. Sidhdi Girishkumar Shah (DIN: 00469138), who has been appointed as an Additional Director (Non-Executive & Non- Independent) of the Company by the Board of Directors with effect from 04th August 2023 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing her candidature for the office of the Director and who has consented and confirmed that she qualifies to be appointed as Director as provided in the Companies Act and Listing Regulations, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, whose office shall be liable to retire by rotation.

“RESOLVED FURTHER THAT Mr. Girishkumar Shah, Whole Time Director and/or Mrs. Dipika Rajpal, Company Secretary, be and are hereby authorised on behalf of the Company to sign and submit the required documents, letters and writings and to do all such acts, deeds and things as may be required in this regard to implement and give effect to this resolution.”

6. To re-appoint Mr. Girishkumar Shah (DIN: 00469291), as Whole Time Director of the Company designated as Executive Chairman and approval of payment of remuneration:

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations of the 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 subject to any other approval/(s) as may be necessary, if any applicable to the Company and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approval of the Board of Directors (“Board”) of the Company, consent of the Members be and is hereby accorded to re-appoint Mr. Girishkumar Shah (DIN: 00469291) as a Whole-time Director, designated as an Executive Chairman, for a further period of 5 (five) years from the completion of his present term of office (i.e., on 31st December 2023) and commencing from 1st January, 2024 till 31st December 2028; and payment of remuneration as mentioned in the explanatory statement, for a period of three years starting w.e.f. 1st January, 2024 till 31st December 2026, provided however that total managerial remuneration payable to Mr. Girishkumar Shah shall not exceed Rs. 3 Crores per annum.

RESOLVED FURTHER THAT the office of Mr. Girishkumar Shah shall be reckoned for the purpose of arriving Directors liable to retire by rotation and as long as he functions as the Director of the Company, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient including but not limited, to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the



Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. To re-appoint Mr. Sanjay Marathe (DIN: 01316388) as Managing Director of the Company and approval of payment of remuneration:

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations of the 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 subject to any other approval/(s) as may be necessary, if any applicable to the Company and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approval of the Board of Directors (“Board”) of the Company, consent of the Members be and is hereby accorded to re-appoint Mr. Sanjay Marathe (DIN: 01316388) as Managing Director, for a further period of 5 (five) years from the completion of his present term of office (i.e., on 31st December 2023) and commencing from 1st January, 2024 till 31st December 2028; and payment of remuneration as mentioned in the explanatory statement, for a period of three years starting w.e.f. 1st January, 2024 till 31st December 2026, provided however that total managerial remuneration payable to Mr. Sanjay Marathe shall not exceed Rs. 3 Crores per annum.

RESOLVED FURTHER THAT the office of Mr. Sanjay Marathe shall be reckoned for the purpose of arriving Directors liable to retire by rotation and as long as he functions as the Director of the Company, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient including but not limited, to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. To approve Material Related Party Transaction(s) with Kalichem Private Limited:

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

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”), if any, read with related rules, if any, each as amended from time to time, and the Company’s Related Party Transactions Policy, on basis of the approval and recommendation of the Audit Committee and the Board of Directors of Company, the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Kalichem Private Limited, a Joint Venture Company of Chemcrux Enterprises Limited and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Kalichem Private Limited, for an aggregate value up to Rs. 20 crores for transactions involving for purchase and sale of goods, rendering and receiving of services, giving Loans, making investments, providing guarantees, infusing funds through inter corporate deposit in Kalichem Private Limited and other transactions of business to be entered during FY 2023-24, provided such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

“RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**By order of the Board of Directors
For CHEMCRUX ENTERPRISES LIMITED**

**Place: Vadodara
Date: 04th August 2023**

**Sd/-
Dipika Rajpal
Company Secretary**

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 4 to 8 of the accompanying Notice, is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”), vide its circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 respectively (“MCA Circulars”) & Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 have permitted convening the Annual General Meeting (“AGM”/ “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 27th AGM of the Company is being held through VC / OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. Further, Attendance Slip and Route Map are also not annexed to this Notice.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to companysec@chemcrux.com.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM provided by NSDL will be made available to at least 1000 members on first come



first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. In compliance with the applicable MCA Circulars and SEBI Circulars, notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depositories/ Depository Participants/ Bigshare Services Private Limited (RTA). Members may note that the Notice and Annual Report 2022-23 is available on the Company's website that is www.chemcrux.com, website of the BSE Limited that is www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.
8. **The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 06th September 2023 to Tuesday, 12th September 2023 (both days inclusive) for annual book closure and record date/ cut off date shall be as on Tuesday, 05th September 2023 for determining the entitlement of shareholders to the final dividend. The cut off date shall be as on Tuesday, 05th September 2023 to determine the shareholders entitled to avail the facility of e-voting.**
9. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India, details of directors retiring by rotation & seeking appointment/ re-appointment at the ensuing annual general meeting is given in [Annexure A](#) to this notice.
10. Subject to the provisions of section 126 of the Companies Act, 2013, final dividend as recommended by the Board of Directors for the year ended 31st March 2023, if approved and declared by the members at the ensuing AGM, will be paid to those Members within 30 days from the date of declaration, to those members whose names appear in the Register of Members as at the close of business on 05th September 2023 and in respect of shares held in dematerialized form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL, as at the close of business on 05th September 2023.
11. ***In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participants immediately and not to the Company. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.***
12. ***Members holding shares in electronic form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for payment of dividend. Members who hold shares in electronic form and want to change/correct the bank account details should send the same immediately to their concerned DP and not to the Company.***
13. Pursuant to Finance Act, 2020, dividend income will be taxable to the shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The shareholders are requested to update their PAN with depositories. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. The shareholders also are requested to refer to the Finance Act, 2020 and amendments thereof.

Further, the Company is sending a separate email communication to the shareholders, informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The same will also be available on the website of the Company www.chemcrux.com. The shareholders are requested to submit the requisite documents to the mail ids mentioned in the communication on or before 05th September 2023 to enable the Company to determine the appropriate TDS/withholding tax rate, as may be applicable.

14. M/s. Bigshare Services Private Limited, the Registrar and Transfer Agent (RTA) having their administrative office situated at S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai- 400093 in the State of Maharashtra, is handling registry work in respect of shares held both in physical form and in electronic/demat form. **Bigshare Services has put in place a module to enable the shareholders to update the Email Id, Mobile No., etc. by visiting the website <https://bigshareonline.com/> . (For Investors section).**

15. Green Initiative - Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their DPs or the RTA for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members may also note that Annual Report for the FY 2022-23 will also be available on the website of the Company at www.chemcrux.com.

16. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by **National Securities Depository Limited (NSDL)**.

The instructions for members for remote e-voting and joining general meeting are as under: -

The remote e-voting period begins on Saturday, 09th September 2023 (09:00 A.M. IST) and ends on Monday, 11th September 2023 (05:00 P.M. IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 05th September 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 05th September 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting 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 &

	<p>New System Myeasi Tab and then click on registration option.</p> <p>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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

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

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical **Your User ID is:**

- | | |
|--|---|
| <p>a) For Members who hold shares in demat account with NSDL.</p> <p>b) For Members who hold shares in demat account with CDSL.</p> <p>c) For Members holding shares in Physical Form.</p> | <p>8 Character DP ID followed by 8 Digit Client ID
For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p> <p>16 Digit Beneficiary ID
For example, if your Beneficiary ID is 12***** then your user ID is 12*****.</p> <p>EVEN Number followed by Folio Number registered with the company
For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p> |
|--|---|
5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company <CHEMCRUX ENTERPRISES LIMITED> for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- ❖ You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - ❖ The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date that is 05th September 2023.
 - ❖ Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 05th September 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “*Forgot User Details/Password?*” or “*Physical User Reset Password?*” option available on www.evoting.nsdl.com or contact NSDL at the toll-free no.’s mentioned in the Notice.

- ❖ The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility during the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysec@chemcrux.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to companysec@chemcrux.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

GENERAL INSTRUCTIONS:

- a. **The remote e-voting period commences on Saturday, 09th September 2023 (09:00 a.m. IST) and ends on Monday, 11th September 2023 (5:00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 05th September 2023 may cast their vote electronically. The e-voting module shall also be disabled by NSDL**

for voting thereafter but will again be opened during the AGM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- b. Mr. Kashyap Shah, Practicing Company Secretary (Membership No. FCS 7662), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- c. The Scrutinizer shall, after the conclusion of voting at the General Meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make within the prescribed time period of the conclusion of the AGM a Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes if any to the Chairman or a person authorised by him in writing, who shall countersign the same. The voting results shall be declared by the Chairman or a person authorised by him within two working days of conclusion of this AGM. The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.chemcrux.com and on the website of NSDL immediately after the declaration of the result by the Chairman or any person authorised by him and communicated to the Stock Exchange- BSE Limited.
- d. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kashyap.cs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- e. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- f. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting need to register themselves as a speaker by sending a request from their registered e-mail address mentioning their name, demat account number/folio number, email id, mobile number at companysec@chemcrux.com in ten (10) days advance i.e., by 02nd September 2023. Those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.

**By order of the Board of Directors
For CHEMCRUX ENTERPRISES LIMITED**

Place: Vadodara

Date: 04th August 2023

**Sd/-
Dipika Rajpal
Company Secretary**

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

Ordinary Business: Item No. 4

Explanatory Statement:

The Members of the Company at the 22nd Annual General Meeting (AGM) held on 27th September 2018, approved the appointment of M/s R.J. Shah & Associates, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. Accordingly, M/s R.J. Shah & Associates, will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company, at its meeting held on 04th August 2023, based on the recommendation of the Audit Committee; after considering and evaluating proposal and factors such as industry, experience, technical skills, audit skills, etc. recommended the appointment of M/s Naresh & Co., Chartered Accountants, Vadodara (Firm Registration No: 106928W). The firm caters to multi-disciplinary clients lead by team of professionals serving more than 1000 clients. The area of work includes Statutory Audits, Internal Audits & Internal Financial Controls, Management Consultancy and Strategic Planning, Company Law Consultancy, FEMA, Goods and Service Tax. M/s. Naresh & Co, Chartered Accountants, are proposed to be appointed as the Statutory Auditors of the Company for period of 5 (five) years commencing from the conclusion of this 27th AGM till the conclusion of the 32nd AGM of the Company to be held in the year 2028 (for FY 31/03/2028) at remuneration Rs. 1 Lakh p.a. plus applicable GST and reimbursement of out-of-pocket expenses, subject to revision of the Remuneration from time to time as may be decided by the Board of Directors of the Company and the Auditor's.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from M/s Naresh & Co., Chartered Accountants, Vadodara for their appointment. They have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors of the Company or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 4 for approval of the members of the Company.

Special Business: Item No.5

Explanatory Statement:

Mrs. Sidhdhi Girishkumar Shah was appointed as an Additional Director (Non-Executive & Non- Independent Director) with effect from 04th August 2023 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuing Annual General Meeting of the Company. Based on the recommendation of the Nomination and Remuneration Committee & the Board, considering her advisory involvement, management and administration skills and vast experience, the Board considers her regularisation as Non-Executive Non- Independent Director is in the best interests of the Company & her office shall be liable to retire by rotation. She is holding 120 equity shares of the Company as on her date of appointment. She is the wife of Mr. Girishkumar Shah, Whole Time Director of the Company. She also forms part of Promoter Group of the Company. Her brief profile is given in [Annexure A](#).

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Girishkumar Shah and Mrs. Sidhdhi Girishkumar Shah herself, are in any way concerned or interested, in the said resolution. Their relatives may deem to be interested to the extent of their shareholding. Accordingly, the board recommends the said Ordinary Resolution set out at Item No. 5 for your approval.

Special Business: Item No. 6 & Item No. 7

Explanatory Statement:

At 22nd AGM held on 27th September 2018, Mr. Girishkumar Shah (DIN: 00469291) was re-appointed as the Whole Time Director, designated as Executive Chairman and Mr. Sanjay Marathe (DIN 01316388) was re-appointed as Managing Director, for a period of 5 (five) years effective from 1st January 2019 till 31st December, 2023. Further at 24th AGM held on 17th August 2020, the resolutions for payment of remuneration to Mr. Girishkumar Shah, Whole Time Director and Mr. Sanjay Marathe, Managing Director, for a period of three years starting from 1st April, 2021 till their tenure ending on 31st December, 2023 in terms of the applicable provisions of the Companies Act 2013, for Companies having inadequate profits and in compliance with the requirements of regulation 17(6)(e) SEBI Listing Regulations, 2015 were passed vide Special Resolution No. 4 & 5 respectively. The current term of appointment and validity of remuneration resolution will expire on 31st December 2023. Therefore, it is proposed to seek members' approval for the re-appointment of Mr. Girishkumar Shah, Whole time Director and Mr. Sanjay Marathe, Managing Director, for a period of another 5 (five) years starting from 1st January 2024 till 31st December, 2028 and remuneration payable to Mr. Girishkumar Shah and Mr. Sanjay Marathe is proposed to be approved for a period of 3 (three) years starting w.e.f. 1st January, 2024 till 31st December 2026.

In terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act, 2017), read with Schedule V of the Act, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel in case of no profits/ inadequacy of profits. Further, as per regulation 17(6)(e) SEBI Listing Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds Rs.5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. In case of your Company, the remuneration paid /payable to Managerial Personnel is exceeding 10% of Net Profit of the Company and the aggregate remuneration paid/payable to the aforementioned Managerial Personnel is also exceeding the limits prescribed under Section II of Part II of Schedule V of the Act and applicable SEBI Listing Regulations, 2015.

As per the Nomination and Remuneration Policy adopted by the Board, applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Nomination & Remuneration Committee of Directors and the Board of Directors at their meetings held on 04th August 2023, have considered and recommended/ approved the re-appointment and remuneration proposed to be paid to Mr. Girishkumar Shah and Mr. Sanjay Marathe, subject to approval of the Members by way of Special Resolution.



The Company has not committed any default in repayment of any of its debt (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year.

Appointment terms of Mr. Girishkumar Shah and Mr. Sanjay Marathe shall be same as outlined in this explanatory statement.

STATEMENTS AS PER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013

In terms of provisions contained in section II Part II of Schedule V of the Companies Act, 2013, in case of inadequate profit for managerial remuneration, the relevant details regarding the performance of the Company and of the appointee are furnished hereunder:

General Information:

- 1) **Nature of Industry:** Manufacturing of Organic & Inorganic, Specialty Chemicals
- 2) **Date of Commencement of Commercial Production:** Since Incorporation
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 4) **Financial performance based on given indicators:** (In lakhs)

Particulars	FY 2022-23 (Standalone) (Audited)
Revenue from operations	9,515.24
Profit/(Loss) before Tax	1,964.94
Profit/ (Loss) for the year after tax (before other comprehensive income)	1,435.81

5) **Foreign Investment or Collaboration:** Foreign investments in the Company includes shareholding of NRIs which were acquired through the primary /secondary market. As on 30th June 2023 the aggregate NRI shareholding in the Company was 0.76%.

For more details in relation to foreign investment in the Company, refer to the shareholding pattern of the Company available on the website of the Company & that of the BSE Limited.

Information about the Directors:

Background Details:

Mr. Girishkumar Shah and Mr. Sanjay Marathe are founder promoters of the Company since inception. They have been associated with the management of the Company since long & have been holding the position of Whole Time Director and Managing Director respectively since many years. Both of them have vast experience in chemical and allied industries. Considering this, the Board of Directors considered to their appointment to be in the best interest of Company. The information as required to be disclosed pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the director’s seeking appointment/re-appointment are provided in this notice.

Past Remuneration: Both Mr. Girishkumar Shah and Sanjay Marathe were paid a monthly remuneration of Rs. 10,00,000/- each (As on 30th June 2023)

Recognition of Awards: -- NIL

Job Profile and Suitability:

Mr. Girishkumar Shah – Girishkumar Shah is the Promoter, Executive Chairman and Whole Time Director of the Company. He has been the Director of the Company since incorporation and is also one of the subscribers of MOA of the Company. He holds a degree in Bachelor of Engineering in Chemical from the Maharaja Sayajirao University of Vadodara (M.S. University) and postgraduate in Industrial Management from Indian Institute of Science, Bangalore (I.I.Sc. Bangalore). He has an experience of more than 42 years in chemical industry. At present he heads Marketing and Finance division of the Company. He has a vast experience, knowledge and expertise in the industry. The proposed managerial remuneration of Mr. Girishkumar Shah is commensurate with his qualification, expertise and experience and in the interest of the Company to retain such managerial person.

Mr. Sanjay Marathe - Sanjay Marathe, is the Promoter and Managing Director of the Company. He has been the Director of the Company since incorporation and is also one of the subscribers of MOA of our Company. He holds a degree in Bachelor of Engineering in Chemical from The Maharaja Sayajirao University of Vadodara (M.S. University) and Master Degree (M.Tech) from Indian Institute of Technology (IIT), Powai. He has an experience of more than 42 years in chemical industry. At present he is involved in overall production activities of the Company. The proposed managerial remuneration of Mr. Sanjay Marathe is commensurate with his qualification, expertise and experience and in the interest of the Company to retain such managerial person.

Remuneration Proposed to both the appointees – The remuneration proposed to Mr. Girishkumar Shah and Mr. Sanjay Marathe is Rs. 10,00,000/- per month plus Performance Bonus / Incentives as may be decided by the Board of Directors from time to time subject to an overall limit of Rs. 3 crores per annum respectively.

Proposed Remuneration to Whole Time Director & Managing Director

1.	Basic Salary	Rs. 10,00,000/- per month <i>with authority to the Board of Directors to revise the basic salary from time to time taking into account the performance of the Company.</i>
2.	Performance Bonus	<i>In addition to the above basic salary, Performance Bonus / Incentives upon the availability of Net profits and as may be decided by the Board from time to time upon recommendation by Nomination & Remuneration Committee on a yearly /half yearly/ quarterly review of the performance of Mr. Girishkumar Shah based upon the audited/ unaudited financial statements of the Company during the year /half year/ quarter. The performance Bonus / incentives for a particular year shall be considered in the limits of his Managerial Remuneration of that particular year, even if it is declared in subsequent year.</i>

Provided further that the basic salary and performance bonus / incentives if declared, shall together be subject to the overall limit of Rs. 3 crores per annum respectively to Mr. Girish Shah & Mr. Sanjay Marathe as provided in Special Resolution (Item No. 6 & 7).

In addition to above mentioned remuneration, Mr. Girishkumar Shah & Mr. Sanjay Marathe shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit of remuneration of Rs. 3 Crores p.a.:

- i. Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
- ii. Gratuity payable as per the rules of the Company.
- iii. Leave encashment at the end of the tenure.
- iv. The provision for use of Company's car with driver for official use.
- v. Company's telephone at his residence.
- vi. Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company.

Comparative Remuneration profile with respect to industry, size of the Company, profile of the person and position: Taking into consideration the size of the Company, the profile of Mr. Girishkumar Shah & Mr. Sanjay Marathe, the responsibilities shouldered by them and the industry benchmarks, the remuneration proposed to be paid commensurates with the remuneration packages paid to similar senior level counterpart(s) in other companies.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Other than receipt of managerial remuneration and shareholding in the Company, both the directors do not have any pecuniary relationship with the Company. Mr. Girishkumar Shah and Mrs. Sidhdhi Shah (Non -Executive Director w.e.f. 04th August 2023) are related as husband and wife and Mr. Sanjay Marathe and Mrs. Neela Marathe (Non -Executive Director upto 04th August 2023) are related as husband and wife.

Other Information:

Reason for inadequacy of profits, steps taken for improvement and expected increase in productivity:

The Company is an MSME, Medium sized Company and the scale of operations is also medium sized. At present, the profitability of Company is not adequate for payment of managerial remuneration to all Executive Directors of company as provided in section 197 of the Companies Act, 2013. As per Section 197 of the Act, overall managerial remuneration to Managing Directors, Managers and Whole Time Directors shall not exceed ten percent of the net profits calculated as per section 198 of the Act.

The scale of operations and sales turnover / profitability is not enough to sustain required profitability as of now. However, the revenue and turnover of the Company is maintained at a steady rate on year-on-year basis. Expanding existing manufacturing facilities will help in reducing cost of production and reducing other direct costs. Effective steps are taken to improve the performance of the Company by reducing cost of production and other direct costs and by expanding existing manufacturing facilities and by ensuring increase in turnover effectively.

Steps taken or proposed to be taken for improvement: The Company is working on expansion of the existing plant facilities in phases. Company is striving for better efficiency of manufacturing facility and has adopted ISO 50001, Energy Management Systems, debottlenecking of processes, cost reductions and sales maximization.

Expected increase in productivity and profits in measurable terms: During the year 2022-23, revenue and Net profit was maintained on same lines as that of FY 2021-22. Company is quite hopeful that situation will likely improve from the next financial year and onwards, owing to expansion.

Disclosures:

The information and Disclosures of the remuneration package of the Whole Time Director and Managing Director have been mentioned in this Explanatory Statement and have also been made in the Annual Report of the Company, wherever applicable.

This Explanatory Statement may be considered as the requisite abstract under Section 190 of the Act, setting out the terms, conditions and limits of remuneration for Managerial Personnel and may also be regarded as a disclosure under Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India (ICSI).

The Company has received a declaration from Mr. Girishkumar Shah and Mr. Sanjay Marathe in terms of BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, confirming that they are not debarred from holding the office of Director pursuant to order of SEBI or any other authority. In the opinion of the Board, Mr. Girishkumar Shah and Mr. Sanjay Marathe, both satisfy all the conditions set out in the SEBI Listing Regulations and in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act for being eligible for appointment as a Director. Further, they are not disqualified from being appointed as Director in terms of section 164 of the Act and have given consent to act as Director. Brief resume, nature of expertise, name of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding, and



relationships among directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 besides above, are provided in the statement giving details pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking appointment / re-appointment, is annexed to this Notice.

Save and except Mr. Girishkumar Shah and Mrs. Sidhdhi Shah (Non-Executive Director w.e.f. 04th August 2023) related as husband and wife and Mr. Sanjay Marathe and Mrs. Neela Marathe (Non-Executive Director upto 04th August 2023) related as husband and wife, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution. The relatives of Mr. Girishkumar Shah and Mr. Sanjay Marathe may deem to be interested in the resolution set out at Item No. 6 & 7 respectively of the Notice, to the extent of their shareholding interest, if any, in the Company.

Accordingly, the Board recommends the Special Resolutions as set out in Item No. 6 & 7 for approval of the Members.

Item No.8

Kalichem Private Limited being the Joint Venture Company, is a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the Listing Regulations.

The value of transactions (for which the approval is being sought) for the period commencing from April 01, 2023 till the date of this Notice has not exceeded the materiality threshold. The Company is proposing to enter into certain business transactions with Kalichem Private Limited for the Financial Year 2023-24. The nature of transaction(s) involving for purchase and sale of goods, rendering and receiving of services, giving loans, making investments, providing guarantees, infusing funds through inter corporate deposits, etc. All transactions to be entered into by the Company with Kalichem Private Limited are in the ordinary course of business and are on arm's length basis and reviewed and recommended by the Audit Committee/ Board for placing it for approval of the shareholders in compliance with the provisions of the Act/ Listing Regulations/ Related Party Transaction Policy of the Company. It may be noted that as per the definition provided in the explanation to Regulation 23 (1) of Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution, and no related party shall vote to approve such Resolution whether the entity is a related party to the particular transaction or not.

Chemcrux Enterprises Limited has been entering into similar transactions with Kalichem Private Limited in the previous years which were within the threshold limit. The value of transactions in past years (JV formed in the FY 2021-22 so accordingly details provided for two years) is as under:

FY: 2022-23: 942.03 Lakhs

FY: 2021-22: 128.42 Lakhs

The value of transactions with Kalichem Private Limited for the Financial Year 2023-24 are estimated to be upto Rs. 20 Crores (upto Rupees Twenty Crores only) and this amount exceeds the threshold limit ten per cent of the annual consolidated turnover of the listed entity, one of the criteria prescribed above in the definition of Material Related Party Transactions and therefore it is a Material Related Party Transaction. Approval of the members of the Company is therefore required in terms of Regulation 23(4) of the Listing Regulations, by way of passing of an Ordinary Resolution for the aforesaid Material Related Party Transactions to be entered into for the Financial Year 2023-24.

Details to be placed before members in line with the SEBI Circular are given below: -

Sr. No	Description	Details
1.	Type, material terms and particulars of the proposed transaction	Transactions involving purchase and sale of goods, rendering and receiving of services, giving Loans, making investments, providing guarantees, infusing funds through inter corporate deposit and other permissible transactions of similar nature as detailed above. All transactions to be entered into are at arm's length and ordinary course of business
2.	Name of the related party and its relationship with Chemcrux, including nature of its concern or interest (financial or otherwise)	Kalichem Private Limited is a Joint Venture Company in which Chemcrux has a stake of 50% in Share Capital.
3.	Tenure of the proposed transaction (particular tenure shall be specified)	Recurring Nature and approval are for Financial Year 2023-24.
4.	Value of the proposed transaction	Upto Rs.20 Crores
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (FY2022-23), that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Around 21%
6.	<p>If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure. <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>Own Funds – Internal Accruals</p> <p>No</p> <p>Unsecured Loan for 5 years (60 months) Rate of Interest: prevailing market rates (currently 9%)</p> <p>Business Purposes</p>
7.	Justification as to why the RPT is in the	Arrangement is commercially beneficial and

	interest of the listed entity;	would help Company expand its business when the JV will become operational
8.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
9.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

Relevant documents, if any, in respect of the said item will be available for inspection in electronic form on request by the members of the Company, upto the last date of the remote e-voting. Mr. Girishkumar Shah and Mr. Sanjay Marathe also hold directorship in Kalichem Private Limited (JV Company).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the Item No. 8 of the Notice, except Mr. Girishkumar Shah & Mr. Sanjay Marathe directors are deemed to be concerned or interested in the said Ordinary Resolution to the extent of their shareholding in the Company.

The Board of Directors, accordingly, recommends the passing of the proposed Ordinary Resolution as contained in Item No. 8 of the Notice.

Annexure – A

Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting (PURSUANT TO REGULATION 36(3) of THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STATNDARD-2 ON THE GENERAL MEETINGS)

NAME OF DIRECTOR	MR. GIRISHKUMAR SHAH, aged 67 years (DIN: 00469291)	MR. SANJAY MARATHE, aged 66 years (DIN: 01316388)	MRS. SIDHDHI SHAH, aged 62 years (DIN: 00469138)
Date of Birth (DD/MM/YYYY)	29/06/1956	05/11/1956	18/01/1961
Designation	Whole Time Director (Executive Chairman)	Managing Director	Non-Executive Director
Date of Appointment	15/04/1996	15/04/1996	04/08/2023
Terms and conditions of appointment/re-appointment	Re-appointment as Whole Time Director, designated as Executive Chairman for 5 years w.e.f. 01 st January 2024 till 31 st December 2028, subject to approval of the shareholders at the ensuing AGM. Liable to retire by rotation Re-appointment on rotation	Re-appointment as Managing Director for 5 years w.e.f. 01 st January 2024 till 31 st December 2028, subject to approval of the shareholders at the ensuing AGM. Liable to retire by rotation	Additional Director (Non-Executive & Non-Independent) with effect from 04 th August 2023. Appointment is subject to regularisation by the shareholders of the Company at the ensuing Annual General Meeting of the Company. Liable to retire by rotation
Qualifications	Bachelor of Engineering in Chemical Post-graduate in Industrial Management	Bachelor of Engineering in Chemical (M. Tech) from Indian Institute of Technology (IIT)	Bachelor of Science (Physio) from The Maharaja Sayajirao University of Vadodara (M.S University)
Expertise in Specific Functional Area	Marketing and Finance	Production	Management & Administration

NAME OF DIRECTOR	MR. GIRISHKUMAR SHAH, aged 67 years (DIN: 00469291)	MR. SANJAY MARATHE, aged 66 years (DIN: 01316388)	MRS. SIDHDHI SHAH, aged 62 years (DIN: 00469138)
Directorship in other companies	Kalichem Private Limited -Nominee Director of Chemcrux Enterprises Limited	Kalichem Private Limited - Nominee Director of Chemcrux Enterprises Limited	NIL
Membership of committees in public limited companies	NIL	Chemcrux Enterprises Limited CSR Committee (Chairperson) Stakeholders Relationship Committee (Member)	Chemcrux Enterprises Limited (w.e.f. 04/08/2023) CSR Committee (Member) Stakeholders Relationship Committee (Chairperson)
Inter relationship	Executive Chairman, Promoter & Director, Husband of Mrs. Sidhdhi Shah (Additional Director (Non-Executive & Non-Independent w.e.f 04/08/2023)	Promoter, Managing Director & Husband of Mrs. Neela Marathe, Director (Non-Executive & Non-Independent upto 04/08/2023)	Forming part of Promoter Group, Wife of Whole Time Director, Mr. Girishkumar Shah
No. & % of Equity Shares held in the company (as on 31/03/2023)	5400240 (36.47%)	5400240 (36.47%)	120 (0.0008%)
Number of Board Meetings attended during the financial year 2022-23	6 of 6	5 of 6	NA
Details of remuneration last drawn (FY 22-23)	Rs. 84,00,000/- as Salary Rs. 33,60,000/- as Performance Bonus	Rs. 84,00,000/- as Salary Rs. 33,60,000/- as Performance Bonus	NA
Name of Listed Companies from which the Director resigned during last three years	N.A.	N.A.	Chemcrux Enterprises Limited