



CHEMCRIX ENTERPRISES LIMITED

CIN: L01110GJ1996PLC029329

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s)

NOTICE is hereby given to the Members of Chemcrux Enterprises Limited (**"Company" or "CHEMCRIX"**), pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide MCA General Circular No. 09/2024 dated 19th September 2024 read with other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars') and the Securities and Exchange Board of India in this regards and Regulation 44 of the Securities and Exchange Board of India (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 provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below to be passed by the members of the Company through postal ballot by remote e-voting process (**"remote E-voting"**) only.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, pertaining to the resolutions proposed in this Notice setting out all material facts and reasons thereof is annexed herewith for your consideration and approval.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at their meeting held on 11th November 2024 have appointed Mr. Kashyap Shah, Proprietor of M/s. Kashyap Shah & Co., Practising Company Secretaries, (Membership No. F7662 and Certificate of Practice No. 6672) to act as the Scrutinizer for conducting the Postal Ballot process only through remote e-voting in a fair and transparent manner. The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing remote e-voting facilities to the Members.

In compliance with the aforesaid MCA Circulars & SEBI Circulars, Notice of Postal Ballot is being sent through email only to the members who have registered their email id with the Company/Depositories/Depository Participants and whose name appears in the Register of Members of the Company or Register of Beneficial Owners as maintained by the depositories as on **Friday, 15th November 2024 ('Cut-off date')**. The remote e-voting will commence on **Friday, 22nd November 2024 at 09:00 a.m. (IST) and ends on Saturday, 21st December 2024 at 05:00 p.m. (IST)**. Further, the MCA and SEBI Circulars have inter alia, extended the relaxation to the Company from the requirement of sending hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for Postal Ballot. Therefore, the Company is not required



to send a physical copy of the Postal Ballot Form to the Members for voting. Members are required to communicate their assent or dissent through the remote e-voting system only.

The members are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company not later than 05:00 p.m. (IST) on Saturday, 21st December 2024, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section **“Instructions for e-voting.”**

The Scrutinizer will submit his report to the Chairman of the Company, or any person as authorized by him, upon completion of scrutiny of the votes casted through remote e-voting. The results shall be declared within two working days of conclusion of this Postal Ballot and shall be communicated to the BSE Limited, where the shares of the Company are listed. The results will also be uploaded on the Company’s website at www.chemcrux.com and on the website of NSDL at www.evoting.ndsl.com.

The resolutions, if approved by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., Saturday, 21st December 2024.

SPECIAL BUSINESS:

1. **To consider appointment of Mr. Nayankumar Champaklal Shah (DIN: 10824202) as Non-Executive Independent Director:**

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by Nomination and Remuneration Committee and Board of Directors, Mr. Nayankumar Champaklal Shah (DIN: 10824202), in respect of whom Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria for independence as provided in the Companies Act, 2013 and Listing Regulations, be and is hereby appointed as Non-Executive Independent Director of the Company for a consecutive period of 5 years with effect from 21st December 2024 to 20th December 2029 (both days inclusive), whose office shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, and take such further steps in this regard, as may be considered desirable or expedient by the Board.”

Note: The last date specified for remote e-voting i.e., Saturday, 21st December 2024; shall be deemed to be the effective date of appointment.

2. To consider appointment of Mr. Vipul Pramodchandra Sanghvi (DIN: 10824210) as a Director (Non-Independent):

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

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, as recommended by Nomination and Remuneration Committee and Board of Directors, consent of members be and is hereby accorded, to appoint Mr. Vipul Pramodchandra Sanghvi (DIN: 10824210) who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Independent) of the Company, liable to retire by rotation; with effect from 21st December 2024.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, and take such further steps in this regard, as may be considered desirable or expedient by the Board.”

Note: The last date specified for remote e-voting i.e., Saturday, 21st December 2024; shall be deemed to be the effective date of appointment.

3. To consider appointment of Mr. Vipul Pramodchandra Sanghvi (DIN: 10824210) as Whole Time Director designated as Executive Director 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 the Board of Directors (“Board”) of the Company, consent of the members be and is hereby accorded, to appoint Mr. Vipul Pramodchandra Sanghvi (DIN: 10824210) as a Whole-time Director, designated as an Executive Director, for a period of 5 (five) years with effect from 21st December 2024 to 20th December 2029 (both days inclusive) and payment of remuneration as mentioned in the explanatory statement, for a period of 3 (three) years with effect from 21st December 2024 to 20th December 2027 (both days inclusive), provided however that total managerial remuneration payable to Mr. Vipul Pramodchandra Sanghvi shall not exceed Rs. 30 Lakhs per annum.

“RESOLVED FURTHER THAT the office of Mr. Vipul Pramodchandra Sanghvi 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 in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Vipul Pramodchandra Sanghvi (DIN: 10824210), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

“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.”

Note: The last date specified for remote e-voting i.e., Saturday, 21st December 2024; shall deemed to be the effective date of appointment as well as payment of remuneration.

NOTES:

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this Postal Ballot Notice.
2. The Board of Directors at their meeting held on 11th November 2024, have appointed Mr. Kashyap Shah, Proprietor of M/s. Kashyap Shah & Co., Practising Company Secretaries, (Membership No. F7662 and Certificate of Practice No. 6672) to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
3. As per the provisions of MCA & SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members, whose e-mail addresses are registered with Company/Depositories/ Depository Participants and whose names appear in the Register of Members/List of Beneficial Owners, received from Depositories/ Registrar and Transfer Agents (RTA) as on Friday, 15th November 2024 and they shall be entitled to accord their assent or dissent through remote e-voting facility only. A person who is not a Member of the Company on the Cutoff Date should treat this Notice as for information purpose only.
4. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.chemcrux.com, on the website of BSE Limited at www.bseindia.com and also on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.
5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).



6. In accordance with the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the SEBI Listing Regulations; after the Notice of postal ballot is dispatched via E-mail, an advertisement will be published in at least one English language and one vernacular language newspaper.
7. 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 cutoff date i.e., Friday, 15th November 2024.
8. The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny of votes cast and the results of the Postal Ballot will be announced by the Chairman or any person authorized by him, within two working days of conclusion of this Postal Ballot and the results will be posted on the website of the Company i.e., www.chemcrux.com, besides being communicated to the BSE Limited and NSDL.
9. All relevant documents referred to in the notice will be available for electronic inspection from date of circulation of this Notice till the conclusion of remote e-voting period i.e., up to 05:00 p.m. (IST) on Saturday, 21st December 2024. Members desirous of inspecting the relevant documents may send an e-mail to companysec@chemcrux.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID. The relevant documents will also be placed on the website of the Company i.e., www.chemcrux.com.
10. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (remote e-voting) only. The remote e-voting facility is provided by National Securities Depository Limited (NSDL).

THE GENERAL INFORMATION AND INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins on **Friday, 22nd November 2024 at 09:00 a.m. (IST)** and **ends on Saturday, 21st December 2024 at 05:00 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 Friday, 15th November 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) 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.
- (iii) 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.

“Instructions for e-voting”

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 in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- 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. - 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 - 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. 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  
Individual Shareholders holding securities in demat mode with CDSL	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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 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) login through their depository participants	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.
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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.com or call at 022 - 4886 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. 1800-21-09911

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:

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

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.com 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.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
 2. Select “EVEN” of company <CHEMCRUX ENTREPRISES LIMITED>for which you wish to cast your vote during the remote e-Voting period.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- ❖ 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 15th November 2024.
 - ❖ 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., 15th November 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com.

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. mentioned in the Notice.

General Guidelines for shareholders

- a. **The remote e-voting period commences on Friday, 22nd November 2024 (09:00 a.m. IST) and ends on Saturday, 21st December 2024 (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 15th November 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for remote e-voting thereafter. 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, Practising Company Secretary (Membership No. FCS 7662), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- c. The Scrutinizer shall, after the conclusion of remote e-voting period for this Postal Ballot, 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 Postal Ballot, a Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes if any and submit it 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 Postal Ballot. 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 and shall also be 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 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 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of 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 shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1:

Nomination and Remuneration Committee and Board of Directors at their respective meetings held on 11th November 2024, have recommended appointment of Mr. Nayankumar Champaklal Shah as Non-Executive Independent Director with effect from 21st December 2024 in accordance with the provisions of Section 149, 150, 152 and 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has received the consent from Mr. Nayankumar Champaklal Shah to act as a Director in terms of Section 152 of the Companies Act, 2013 and declaration that he meets the criteria of independence provided under the Companies Act and Rules framed thereunder as well as Listing Regulations. He is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, pursuant to Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014. He has also confirmed that he is not disqualified from being appointed as Director under the provisions of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any such other authority in terms of BSE circular LIST/COMP/14/2018-19 dated June 20, 2018.

Mr. Nayankumar Champaklal Shah is practicing as an advocate since 44 years and he is expert in handling civil matters. He has completed Bachelor of Commerce (B. Com) from The Maharaja Sayajirao University of Baroda (M.S. University) and Bachelor of Law (LL.B.) from The Maharaja Sayajirao

University of Baroda (M.S. University). Considering his knowledge, expertise and vast experience in legal field, the Nomination and Remuneration Committee and Board of Directors consider his appointment as an Independent Director for the period of five years beginning from 21st December 2024 to 20th December 2029 in the best interests of the Company & his office shall not be liable to retire by rotation. He is not holding any equity share/s of the Company and is not related to any Director/ KMP of the Company. Other details pertaining to his appointment are given in [Annexure – A](#).

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Nayankumar Champaklal Shah himself, in any way concerned or interested, in the said resolution. The relatives of Mr. Nayankumar Champaklal Shah may deem to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 1 for approval of the Members.

Item No.: 2

Nomination and Remuneration Committee and Board of Directors at their respective meetings held on 11th November 2024, have recommended appointment of Mr. Vipul Pramodchandra Sanghvi as a Director (Non-Independent) with effect from 21st December 2024; who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. His office shall liable to retire by rotation.

The Company has received a declaration from Mr. Vipul Pramodchandra Sanghvi in terms of BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, confirming that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority. In the opinion of the Board, Mr. Vipul Pramodchandra Sanghvi, satisfy all the conditions set out in the SEBI Listing Regulations and the Companies Act, 2013 and rules framed thereunder for appointment as a director. Further, he is not disqualified from being appointed as Director in terms of section 164 of the Act and has given consent to act as Director.

Mr. Vipul Pramodchandra Sanghvi is the Factory Manager of the Company. He has been working with the Company for 16 years. Prior to that he was associated with the Company in capacity of a consultant for 12 years. He holds Diploma in Mechanical Engineering from the Maharaja Sayajirao University of Baroda (M.S. University). He has an experience of 36 years in engineering, pharmaceuticals and chemical industries. Further, the information pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard-2 in respect of Director seeking appointment is annexed to this notice as [Annexure – A](#).

Save and except Mr. Vipul Pramodchandra Sanghvi, 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. Vipul Pramodchandra Sanghvi may deem to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 2 for approval of the Members.

Item No.: 3

Nomination and Remuneration Committee and Board of Directors at their respective meetings held on 11th November 2024, have recommended appointment of Mr. Vipul Pramodchandra Sanghvi as the Whole Time Director, designated as Executive Director for a period of 5 (five) years effective from 21st December 2024 till 20th December 2029 and remuneration payable is proposed to be approved for a period of 3 (three) years starting w.e.f. 21st December 2024 till 20th December 2027. Therefore, it is proposed to seek members' approval for appointment of Mr. Vipul Pramodchandra Sanghvi as Whole Time Director designated as Executive Director and approval of payment of remuneration.

The Board has recommended the remuneration payable to him and since the overall managerial remuneration recommended to Executive Directors is falling under the Inadequacy of Profits criteria stipulated under section 197 of the Companies Act, 2013, the remuneration payable to Mr. Vipul Pramodchandra Sanghvi is proposed in accordance with the provisions of Section 197 read with Schedule V of the Act, to be approved for a period of 3 (three) years starting w.e.f. 21st December 2024 till 20th December 2027.

In terms of the provisions of Section 197 read with Schedule V of the Act, Company is required to obtain the approval of members by way of a special resolution for payment of remuneration to Managerial Personnel in case of no profits/ inadequacy of profits. In case of your Company, the remuneration payable to all Managerial Personnel is likely to exceed 10% of Net Profits of the Company during the financial year 2024-25 and the aggregate remuneration payable to all the Managerial Personnel during financial year 2025-26 onwards is also likely to exceed the limits prescribed under Section II of Part II of Schedule V of the Act. Hence, the Board proposes the resolution to be passed as special resolution by the members.

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 respective meetings held on 11th November 2024, have considered and recommended the appointment and remuneration proposed to be paid to Mr. Vipul Pramodchandra Sanghvi, 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. Vipul Pramodchandra Sanghvi 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 2023-24 (Standalone) (Audited)
Revenue from operations	7846.53
Profit/(Loss) before Tax	1143.15
Profit/ (Loss) for the year after tax (before other comprehensive income)	844.43

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 September 2024 the aggregate NRI shareholding in the Company was 0.59%.

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 Director:

Background Details:

Mr. Vipul Pramodchandra Sanghvi is the Factory Manager of the Company. He has been working with the Company for 16 years. Prior to that he was associated with the Company in capacity of a consultant for 12 years. He holds Diploma in Mechanical Engineering from the Maharaja Sayajirao University of Baroda (M.S. University). He has an experience of 36 years in engineering, pharmaceuticals and chemical industries.

Past Remuneration: Mr. Vipul Pramodchandra Sanghvi was paid a yearly remuneration of Rs. 17.40 Lakhs (for the FY 2023-24).

Recognition of Awards: NIL

Job Profile and Suitability:

Mr. Vipul Pramodchandra Sanghvi – Currently, he is functioning as the Factory Manager of the Company and forms part of the Senior management. He is a Performance-driven professional having 36 years of extensive experience in engineering, pharmaceuticals and chemical industries, consistently driving organizational profitability through strategic and tactical management decisions. Skilled in overseeing projects from conceptualization to execution, ensuring alignment with organizational goals and objectives. He has been recognized for delivering results in dynamic, high-pressure environments. Considering this, the Board of Directors consider his appointment to be in the best interest of Company.

Remuneration Proposed: Rs. 18 Lakhs per annum with authority to the Board of Directors to revise the remuneration from time to time taking into account the performance of the Company; subject to an overall limit of Rs. 30 Lakhs per annum. The proposed managerial remuneration of Mr. Vipul Pramodchandra Sanghvi is commensurate with his qualification, expertise and experience and in the interest of the Company to retain such managerial personnel.



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. Vipul Pramodchandra Sanghvi, the responsibilities shouldered by him 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 remuneration and shareholding in the Company, he does not have any pecuniary relationship with the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Vipul Pramodchandra Sanghvi himself, are, in any way concerned or interested, in the said resolution. The relatives of Mr. Vipul Pramodchandra Sanghvi may deem to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Other Information:

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

The Company is a 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. Expanded reaction capability 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 ensuring increase in turnover effectively.

Steps taken or proposed to be taken for improvement: Planned Capacity Expansion by the Company from its plant located at Plot no.: 4712-14, GIDC Estate Ankleshwar, Taluka: Ankleshwar, District: Bharuch, Gujarat; has been completed with necessary approvals. The reaction capability is increased to 250 KL i.e., double the initial capacity. The capacity addition is expected to cater to future demand from existing customers & developing markets. 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: F.Y. 2024-25 looks tough year on demand & price, both fronts, for major products. China is highly aggressive in our sector. Company may be in a position to maintain same performance as in F.Y. 2023-24 for F.Y. 2024-25. However, if market demand & prices improve, company may be in a position to reap benefits of expanded capacities in coming years. Company is quite hopeful that situation will likely improve in near future, owing to expansion.

Disclosures:

The information and Disclosures of the remuneration package of the Whole Time Director designated as Executive Director have been mentioned in this Explanatory Statement and have also been made in this Postal Ballot Notice, wherever applicable. Further, the information as required to be disclosed pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India (ICSI) regarding the director seeking appointment is provided in this notice in [Annexure – A](#).

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. Vipul Pramodchandra Sanghvi in terms of BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, confirming that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority. In the opinion of the Board, Mr. Vipul Pramodchandra Sanghvi, satisfy all the conditions set out in the SEBI Listing Regulations and in Part-I of Schedule V to the Act and also conditions set out under sub-section 3 of section 196 of the Act for being eligible for appointment as a Director. Further, he is not disqualified from being appointed as Director in terms of section 164 of the Act and has given consent to act as Director.

Save and except Mr. Vipul Pramodchandra Sanghvi, 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. Vipul Pramodchandra Sanghvi may deem to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 3 for approval of the Members.

By Order of the Board
For **Chemcrux Enterprises Limited**

Sd/-

Dipika Rajpal
Company Secretary

Date: 11th November 2024
Place: Vadodara

Annexure – A

Details of Directors seeking appointment

(PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STATNDARD-2 ON GENERAL MEETINGS)

Name of Director	Mr. Nayankumar Champaklal Shah, aged 68 years (DIN:10824202)	Mr. Vipul Pramodchandra Sanghvi, aged 57 years (DIN:10824210)
Date of Birth (DD/MM/YYYY)	26/04/1956	17/03/1967
Designation	Independent Director (Non-Executive)	• Director (non-independent) • Whole Time Director designated as Executive Director
Date of Appointment	21/12/2024	21/12/2024
Terms and conditions of appointment	Appointment as Independent Director, 5 years w.e.f. 21st December 2024 till 20th December 2029, subject to approval of the shareholders through Postal Ballot. Not liable to retire by rotation	Appointment as Director w.e.f. 21st December 2024, subject to approval of the shareholders through Postal Ballot. Appointment as Whole Time Director designated as Executive Director for 5 years 21st December 2024 till 20th December 2029, subject to appointment as Director and subject to approval of the shareholders through Postal Ballot. Liable to retire by rotation
Qualifications	Bachelor of Commerce (B. Com) – The Maharaja Sayajirao University of Baroda (M.S. University) Bachelor of Law (LL.B.) – The Maharaja Sayajirao University of Baroda (M.S. University)	Diploma in Mechanical Engineering (DME) – The Maharaja Sayajirao University of Baroda (M.S. University)
Expertise in Specific Functional Area	Practicing advocate since 44 years Expertise Areas: Civil Law	Production, Maintenance, Engineering & Projects
Directorship in other companies	N.A.	N.A.
Membership of committees in public limited companies	Nil	Nil
Inter relationship	N.A.	Associated as Factory Manager and was previously functioning as consultant
No. & % of Equity Shares held in the company (as on 31/03/2024)	Nil	99 (0.0007%)

Name of Director	Mr. Nayankumar Champaklal Shah, aged 68 years (DIN:10824202)	Mr. Vipul Pramodchandra Sanghvi, aged 57 years (DIN:10824210)
Number of Board Meetings attended during the financial year 2023-24	N.A.	N.A.
Details of remuneration last drawn (FY 2023-24)	Nil	Rs. 17.40 Lakhs
Details of Remuneration sought to be paid	Sitting Fees for attending Board or Committee Meetings as may be fixed by Board of Directors from time to time and other payments if any, as may be approved by the Board/ members as per applicable laws.	As mentioned in explanatory statement
Name of Listed Companies from which the Director resigned during last three years	N.A.	N.A.