



## 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](mailto:girishshah@chemcrux.com) **Website:** [www.chemcrux.com](http://www.chemcrux.com)

### NOTICE

Notice is hereby given that the Twenty-Eighth (28<sup>th</sup>) Annual General Meeting of the members of **CHEMCRUX ENTERPRISES LIMITED** ("the Company") will be held on Friday, 13<sup>th</sup> September, 2024 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:

1. **A.** To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024, 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 31<sup>st</sup> March 2024, 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 31<sup>st</sup> March 2024, together with the reports of the Auditors thereon:

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024, together with the reports of the Auditors thereon be and are hereby received, considered, approved and adopted."

2. To declare final dividend for the financial year ended 31<sup>st</sup> March 2024, at the rate of 10% (Re. 1/-) per Equity Share:

**"RESOLVED THAT** a final dividend of Re. 1/- (One only) per Equity Share @ 10% 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 06<sup>th</sup> September 2024, out of the profits of the Company for the financial year ended on 31<sup>st</sup> March 2024."

3. To appoint a director in place of Mr. Sanjay Marathe (DIN: 01316388), who retires by rotation and being eligible, offers himself for re-appointment:

**"RESOLVED THAT** Mr. Sanjay Marathe (DIN: 01316388), Managing 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."

#### SPECIAL BUSINESS:

4. **To make investments and give advances and enter into Material Related Party Transaction(s) with Kalichem Private Limited (Joint Venture Company- an entity in whom directors are interested):**

To consider and, if thought fit, to pass the following Resolution as a **Special 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'), Section 177, 179, 185, 186 and 188 of the Companies Act 2013 and other 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 and Section 2 (76) of the Companies Act, 2013; on such terms and conditions as may be agreed between the Company and Kalichem Private Limited, for an aggregate value up to Rs. 100 crores per annum 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 the period of 5 financial years commencing from 01<sup>st</sup> April 2024 till 31<sup>st</sup> March 2029, provided however that such contract(s)/ arrangement(s)/ transaction(s) are 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: 30<sup>th</sup> July 2024**

**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 of the accompanying Notice, is annexed hereto.
2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 (MCA Circulars) & Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023, 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"), as the 28<sup>th</sup> AGM of the Company is being held through VC / OAVM facility, 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](mailto: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. as they 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 2023-24 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depositories/ Depository Participants. Members may note that the Notice and Annual Report 2023-24 is available on the Company's website that is [www.chemcrux.com](http://www.chemcrux.com), website of the BSE Limited that is [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (agency for providing the Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. **The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 07<sup>th</sup> September 2024 to Friday, 13<sup>th</sup> September 2024 (both days inclusive) for annual book closure and record date/ cut off date shall be as on Friday, 06<sup>th</sup> September 2024 for determining the entitlement of shareholders to the final dividend. The cut off date shall be as on Friday, 06<sup>th</sup> September 2024 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 director retiring by rotation & seeking 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 31<sup>st</sup> March 2024, 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 hours on 06<sup>th</sup> September 2024 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 hours on 06<sup>th</sup> September 2024.
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/ DPs. 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](http://www.chemcrux.com). The shareholders are requested to submit the requisite documents to the mail ids mentioned in the communication on or before 06<sup>th</sup> September 2024 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.
15. **Green Initiative - Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their respective DPs for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members may also note that Annual Report for the FY 2023-24 will also be available on the website of the Company at [www.chemcrux.com](http://www.chemcrux.com).**
16. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Members are requested to first take up their grievance, if any, with Company Secretary and Compliance Officer of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>. The ODR Portal link has been placed under Quick Links section along with the relevant circular as required. The mechanism can be initiated only post exhausting all actions for resolution of complaints including those received through the SCORES Portal.

#### **17. 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 and relevant MCA Circulars, the Company is pleased to provide members facility of remote e-Voting to its Members in respect of the business to be transacted 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 Tuesday, 10<sup>th</sup> September 2024 (09:00 A.M. IST) and ends on Thursday, 12<sup>th</sup> September 2024 (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., 06<sup>th</sup> September 2024 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 06<sup>th</sup> September 2024.

#### **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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store            Google Play         </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made</li> </ol>



	<p>available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<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 &amp; 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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:**

- a) For Members who hold shares in demat account with NSDL.
- b) For Members who hold shares in demat account with CDSL.
- c) For Members holding shares in Physical Form.

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\*\*\*\*\*.

16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*.

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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

**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 06<sup>th</sup> September 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., 06<sup>th</sup> September 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto: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](http://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](mailto: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](mailto: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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**GENERAL INSTRUCTIONS:**

- a. **The remote e-voting period commences on Tuesday, 10<sup>th</sup> September 2024 (09:00 a.m. IST) and ends on Thursday, 12<sup>th</sup> September 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 06<sup>th</sup> September 2024 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](http://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](mailto:kashyap.cs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://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.com](mailto:evoting@nsdl.com).



**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](mailto:companysec@chemcrux.com) in ten (10) days advance i.e., by 03<sup>rd</sup> September 2024. 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 CHEMCRIX ENTERPRISES LIMITED**

**Place: Vadodara  
Date: 30<sup>th</sup> July 2024**

**Sd/-  
Dipika Rajpal  
Company Secretary**

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

**Special Business: Item No. 4**

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 SEBI Listing Regulations.

In terms of section 185, 186 and other applicable provisions if any, of the Companies Act, 2013, a Company may make investments & advance any loan, including any loan represented by a book debt, to any entity in whom any of the Directors of the Company are interested or give any guarantee or provide any security in connection with any

loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution.

The Company is proposing to enter into certain business transactions with Kalichem Private Limited for the 5 Financial Years commencing from 01<sup>st</sup> April 2024 till 31<sup>st</sup> March 2029. The nature of transaction(s) also attracts provisions of Section 177, 179 and 188 of the Companies Act, 2013 read with Regulations 23 of SEBI Listing Regulations, 2015 and Related Party Transaction Policy of the Company along with Section 185 and 186 of the Companies Act, 2013. The transactions proposed are involving purchase and sale of goods, rendering and receiving of services, giving loans, making investments, providing guarantees, infusing funds through inter corporate deposits, other business transactions, etc. The value of transactions (for which the approval is being sought) for the period commencing from April 01, 2024 till the date of this Notice has not exceeded the materiality threshold. 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 during past years is as under:

FY: 2023-24: 101.12 Lakhs

FY: 2022-23: 942.03 Lakhs

FY: 2021-22: 128.42 Lakhs

The value of transactions with Kalichem Private Limited for the 5 Financial Years commencing from 01<sup>st</sup> April 2024 till 31<sup>st</sup> March 2029 are estimated to be upto Rs. 100 Crores (upto Rupees Hundred Crores only) per annum 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. In terms of Regulation 23(4) of the Listing Regulations and Section 185, 186 & 188 of the Companies Act, 2013, approval of the members of the Company is required by way of passing of a Special Resolution for the aforesaid Material Related Party Transactions to be entered into for the aforesaid period.

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. Mr. Girishkumar Shah and Mr. Sanjay Marathe also hold directorship in Kalichem Private Limited (JV Company).

3.	Tenure of the proposed transaction (particular tenure shall be specified)	Recurring Nature and approval are for 5 Financial Years commencing from 01 <sup>st</sup> April 2024 till 31 <sup>st</sup> March 2029
4.	Value of the proposed transaction	Upto Rs.100 Crores per annum
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year (FY2023-24), 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 127%
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"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure.</li> </ul> <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: A moratorium is in place on both interest payments and principal repayment until the end of fiscal year when commercial production starts. In next two years, only interest payments will be made. The principal will then be repaid over five annual installments, with interest payments continuing during this period. Rate of Interest: prevailing market rates (currently 9.25%)</p> <p>Business Purposes</p>
7.	Justification as to why the RPT is in the interest of the listed entity	Arrangement is commercially beneficial and 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
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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, up to 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. 4 of the Notice, except Mr. Girishkumar Shah & Mr. Sanjay Marathe directors are deemed to be concerned or interested in the said Special Resolution to the extent of their shareholding in the Company.

The Board of Directors, accordingly, recommends the passing of the proposed Special Resolution as contained in Item No. 4 of the Notice.

#### **Annexure – A**

#### **Details of Director seeking 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)**

<b>NAME OF DIRECTOR</b>	<b>MR. SANJAY MARATHE, 67 years (DIN: 01316388)</b>
Date of Birth (DD/MM/YYYY)	05/11/1956
Designation	Managing Director
Date of Appointment	15/04/1996
Terms and conditions of appointment/re-appointment	Re-appointment on rotation
Qualifications	Bachelor of Engineering in Chemical M. Tech from Indian Institute of Technology (IIT)
Expertise in Specific Functional Area	Production
Directorship in other companies	Kalichem Private Limited (JV Company) – Nominee Director of Chemcrux Enterprises Limited
Membership of committees in public limited companies	<b>Chemcrux Enterprises Limited</b> CSR Committee (Chairperson) Stakeholders Relationship Committee (Member)
Inter relationship	Promoter, Managing Director & Husband of Mrs. Neela Marathe (Non-Executive & Non- Independent Director upto 04/08/2023)
No. & % of Equity Shares held in the Company (as on 31/03/2024)	5399740 (36.46%)
Number of Board Meetings attended during the financial year 2023-24	5 of 5
Details of remuneration last drawn (FY 2023-24)	Rs. 1,20,00,000/- as Salary Rs. 33,60,000/- as Performance Bonus
Name of Listed Companies from which the Director resigned during last three years	N.A.