



Caprolactam Chemicals Ltd.

Plant & Regd. Office:  
Plot No. B-31, M.I.D.C. - Mahad,  
Taluka-Mahad, Dist. Raigad - 402 302.  
Maharashtra, India • Mob. : 9869234017  
CIN No. : L24110MH1988PLC049683  
Web. : www.caprolactam.co.in  
Email : caprolactam@gmail.com

Date: 29.08.2024

The General Manager  
Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

**Scrip Code: 507486**

Dear Sir/ Madam,

**Sub: Notice of the 35th Annual General Meeting ('AGM') of the Company for FY 2023-24 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

Pursuant to Regulation 30 of the SEBI Listing Regulations, attached herewith is the Notice and Explanatory Statement of the 35th AGM of the Company to be held on Tuesday, 24th September, 2024 at 11:30 a.m. through Video Conference / Other Audio-Visual Means. The said Notice forms part of the Integrated Annual Report 2023-24.

The Integrated Annual Report for FY 2023-24 is available on the website of the Company at [www.caprolactam.co.in](http://www.caprolactam.co.in).

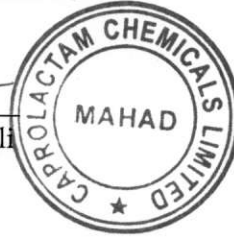
This is for your information and records.

Thanking you,

Yours faithfully,

**For Caprolactam Chemical Limited**

Zaver Shankarlal Bhanushali  
Managing Director  
DIN: 00663374



**NOTICE**

**NOTICE** is hereby given that the 35th Annual General Meeting of **Caprolactam Chemicals Limited** will be held on Tuesday the 24th September, 2024 at 11:30 a.m. through Video Conference/Other Audio-Visual Means, to transact the following businesses.

The venue of the meeting shall be deemed to be the Registered Office of the Company at B-31 MIDC, Industrial Area, Mahad, Dist: Raigad, Maharashtra, India, 402302:

**ORDINARY BUSINESS:**

1. To consider and adopt the Annual Audited 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.
2. To appoint a Director in place of Mrs. Zaver Shankarlal Bhanushali (DIN: 00663374), who retires by rotation in terms of section 152(6) and being eligible offers her candidature for re appointment.

**SPECIAL BUSINESS:**

3. To approve appointment of Mr. Viren Jaysukhlal Jasani (DIN: 09445555) as an Independent Director, not liable to retire by rotation, for the first term of 5 years

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), Mr. Viren Jaysukhlal Jasani having DIN 09445555 who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing his candidature for the office of Directors of the Company and who has given a declaration that he meets the criteria of independence as per Section 149(6) of the Act and rules framed thereunder and Regulation 16(1) (b) the Listing Regulations and eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for a first term of five (5) consecutive years, that is, 24<sup>th</sup> September, 2024 to 23<sup>rd</sup> September, 2029 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Mr. Viren Jaysukhlal Jasani (DIN: 09445555), as a Non-Executive Independent Director of the Company.”

4. To approve appointment of Mr. Kamlesh Damji Joisher (DIN :00510086) as an Independent Director, not

liable to retire by rotation, for the first term of 5 years

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the Act and Regulation 17(1) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), Mr. Kamlesh Damji Joisher having DIN 00510086 who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 from a member proposing his candidature for the office of Directors of the Company and who has given a declaration that he meets the criteria of independence as per Section 149(6) of the Act and rules framed thereunder and Regulation 16(1) (b) the Listing Regulations and eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for a first term of five (5) consecutive years, that is, 24<sup>th</sup> September, 2024 to 23<sup>rd</sup> September, 2029 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Mr. Kamlesh Damji Joisher (DIN :00510086) as a Non-Executive Independent Director of the Company.”

Registered Office:  
B-31 MIDC, Industrial Area,  
Mahad, Dist: Raigad,  
Maharashtra, India, 402302

For and on behalf of the Board  
Caprolactam Chemicals Limited  
CIN: L24110MH1988PLC049683

Date: 29.08.2024  
Place: Mahad

Sd/-  
Zaver S Bhanushali  
Managing Director  
DIN - 00663374

### NOTES FOR MEMBERS ATTENTION:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2023 dated 25th September, 2023 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2024. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA Circulars, the 35th AGM of the Company shall be conducted through VC/OAVM. Purva Sharegistry (India) Pvt. Ltd will be providing facilities in respect of:

(a) voting through remote e-voting;

(b) participation in the AGM through VC/ OAVM facility;

(c) e-voting during the AGM.

The procedure for participating in the meeting through VC/OAVM is explained at Note No. 13 below and is also available on the website of the Company at [www.caprolactam.co.in](http://www.caprolactam.co.in)

2. As the AGM would be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

#### Authorised Representative

3. Institutional / Corporate Members are entitled to appoint authorised representatives to attend, participate at the AGM through VC / OAVM and cast their votes through e-voting. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at [gorirahul13@gmail.com](mailto:gorirahul13@gmail.com) and to [support@purvashare.com](mailto:support@purvashare.com).

#### Electronic dispatch of Annual Report and process for registration of e-mail id and for obtaining copy of Annual Report:

4. In accordance with the circulars issued by MCA and SEBI, the Notice of the 35th AGM along with the Integrated Annual Report for the Financial Year (FY) 2023-24 is being sent by electronic mode to Members whose e-mail ids are registered with the Company or the Depository Participants (DPs).
5. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document (e.g. Driving License, Voter Identity Card, Passport) in support of the address of the Member, to the Company / RTA at [caprolactam@gmail.com](mailto:caprolactam@gmail.com) or [support@purvashare.com](mailto:support@purvashare.com).
6. Members holding shares in dematerialised (demat) mode are requested to register/update their e-mail ids with their relevant DPs. In case of any queries/ difficulties in registering the e-mail ids, Members may write to the Company/RTA at [caprolactam@gmail.com](mailto:caprolactam@gmail.com) or [support@purvashare.com](mailto:support@purvashare.com).
7. Notice of the 35th AGM along with Integrated Annual Report for the FY 2023-24, is available on the website of the Company at [www.caprolactam.co.in](http://www.caprolactam.co.in), on the website of Stock Exchanges i.e. BSE Limited and on the website of Purva Sharegistry (India) Pvt. Ltd at <https://www.purvashare.com>.
8. The Physical copy of the Integrated Annual Report for the FY 2023-24 (including the Notice of the 35th AGM) shall be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Integrated Annual Report for the FY 2023-24, may write to the Company at [caprolactam@gmail.com](mailto:caprolactam@gmail.com), requesting for the same by providing their holding details.

#### Details of Directors seeking appointment/ re-appointment

9. Details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the AGM are provided in this Integrated Annual Report. Requisite declarations have been received from the Directors seeking appointment/re-appointment. Independent Directors of the Company are not liable to retire by rotation.

### Explanatory Statement

10. An explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Ordinary Businesses in the Notice is annexed hereto and forms part of this Notice.

### Procedure for inspection of documents

11. Documents referred to in the accompanying Notice of the 35th AGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee on all working days except Saturday, during normal business hours **(9:00 A.M. to 5:00 P.M. (IST)) from Monday, 16th September, 2024 to Monday, 23rd September, 2024.**
12. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at Purva Shareregistry (India) Pvt. Ltd e-Voting page at <https://evoting.purvashare.com>.
13. The Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for year ended March 31, 2024 will also be available on the Company's website at [www.caprolactam.co.in](http://www.caprolactam.co.in) for their download. Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the Members may send a request to the Company's investor email id: [caprolactam@gmail.com](mailto:caprolactam@gmail.com)
14. The Company's Registrar and Transfer Agents (RTA) for its Share Registry Work is M/s. Purva Shareregistry (India) Pvt. Ltd. having their office at Purva Shareregistry (India) Pvt. Ltd. at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus Lower Parel (E), Mumbai, 400011.
15. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the Rules framed there under and pursuant to the circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the AGM inter alia, would be sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Purva / Depository Participant and who have not opted to receive the same in physical form. Members are requested to support the Green Initiative by registering/ updating their email addresses, with their Depository Participant.
16. Electronic copy of the Annual Report for 2023-2024 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2023-24 is being sent through permitted mode.
17. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
18. Members can inspect the registers as required under the Companies Act, 2013, read with Rules (to the extent as permitted and stated under applicable laws) and relevant documents referred to in the Notice will be available for inspection at the Registered Office of the Company during normal business hours, i.e. 10.00 a.m. to 6.00 p.m. on all working days except Saturdays and Sundays, up to and including the date of the AGM.
19. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 18, 2024 to Tuesday, September 24, 2024 (both days inclusive)** for the purpose of AGM.

20. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meetings so that the information required may be made available at the meeting.
21. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Purva Sharegistry (India) Pvt. Ltd. to provide efficient and better services.

### Procedure for remote e-voting and e-voting during the AGM

#### Purva e-Voting System – For Remote e-voting and e-voting during AGM

22. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Purva.
24. 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 will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
25. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
26. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
27. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice

calling the AGM has been uploaded on the website of the Company at [www.caprolactam.co.in](http://www.caprolactam.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://evoting.purvashare.com/>.

28. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
29. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

#### THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

30. The voting period begins on 9.00 A.M. (IST) on Thursday, 19th September, 2024 and ends on 5.00 P.M. (IST) on Monday, 23rd September, 2024. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 17<sup>th</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
31. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
32. 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.
33. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
34. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
35. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>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>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



	<p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period 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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 <b>022-23058738 and 22-23058542-43.</b>
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.

- 1) Click on “Shareholder/Member” module.
- 2) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 4) If you are a first-time user follow the steps given below:

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

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVENT NO. for the relevant Caprolactam Chemicals Limited on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vii) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(x) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [caprolactam@gmail.com](mailto:caprolactam@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

36. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
37. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting
38. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
39. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
40. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
41. 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.
42. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [caprolactam@gmail.com](mailto:caprolactam@gmail.com). These queries will be replied to by the company suitably by email.

43. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
44. Only those shareholders, who are 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 available during the AGM.
45. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

46. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [caprolactam@gmail.com](mailto:caprolactam@gmail.com)/ [support@purvashare.com](mailto:support@purvashare.com).
47. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
48. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at **022-49614132** and **022-49700138**.

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

#### Explanatory Statement Setting Out Material Facts Under Section 102 Of the Companies Act, 2013

##### ITEM NO. 3

##### **To appoint Mr. Viren Jaysukhlal Jasani (DIN: 09445555) as an Independent Director of the Company.**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Viren Jaysukhlal Jasani (DIN: 09445555) be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Viren Jaysukhlal Jasani (DIN: 09445555) shall be effective upon approval by the members in the Meeting.

Further, pursuant to the provisions of the Companies Act, 2013 and other applicable LODR regulations the Company is required to obtain approval of shareholders for the appointment of an Independent Directors. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on 16<sup>th</sup> May, 2024 approved the appointment of Mr. Viren Jaysukhlal Jasani

as an Additional Director (Independent) on the Board of the Company who will hold the office till the ensuing AGM.

Mr. Viren Jaysukhlal Jasani is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Viren Jaysukhlal Jasani as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Viren Jaysukhlal Jasani fulfils the conditions for his appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

Mr. Viren Jaysukhlal Jasani possesses the required skills, knowledge, and experience as identified by the Board in the fields of Finance & Risk management, operations management, Start-up Development and General Management.

Further, Mr. Viren Jaysukhlal Jasani possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Viren Jaysukhlal Jasani as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Viren Jaysukhlal Jasani as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing from the date of Annual General Meeting i.e. 24<sup>th</sup> September, 2024 till 23<sup>rd</sup> September, 2029.

Accordingly, the Board recommends the resolution as set out at Item No. 2 of this Addendum to the 35<sup>th</sup> AGM Notice for approval of the Members of the Company as an Ordinary Resolution.

The copy of draft letter of appointment of Mr. Viren Jaysukhlal Jasani setting out the terms and conditions of his appointment is available electronically for inspection by the Members. The same is also available for inspection at the office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Viren Jaysukhlal Jasani including his profile and specific areas of expertise are given in this Addendum to the AGM Notice as **“Annexure 1”**.

Except Mr. Viren Jaysukhlal Jasani and his relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

**“Annexure – 1” ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT AT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING.**

*[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued ICSI].*

### **Brief Profile of Mr. Viren Jaysukhlal Jasani**

Viren Jasani is a highly experienced Director with over two decades of expertise spanning chemical engineering, software development, and industrial manufacturing. After earning a Bachelor of Engineering degree in Chemical Engineering from Mumbai University in 2000, Viren began his career in software development, working with Prescient Infotech Pvt Ltd in India and American Management Systems (AMS) in Fairfax, Virginia, USA. During this period, he developed strong technical skills in software design and implementation, managing multiple projects, and collaborating with diverse teams to deliver customized software solutions. This early experience provided Viren with valuable insights into global business practices and honed his project management capabilities.

In 2005, Viren transitioned into a leadership role at his family company, which specializes in sheet metal fabrication and engineering services. As a Director, Viren has been instrumental in driving the company's growth and transformation. He has successfully expanded production capacity and integrated advanced manufacturing technologies, such as CNC machining, laser cutting, and robotic welding, to enhance precision and productivity. Viren's strategic vision and business acumen have led to significant revenue growth, driven by the expansion of the client base and the establishment of key industry partnerships.

Viren is committed to continuous improvement and operational excellence, having implemented lean manufacturing principles and robust quality control measures that ensure the company consistently meets industry standards and customer expectations. His leadership style emphasizes team development and professional growth, as he mentors a team of skilled engineers and technicians, fostering a culture of innovation and continuous learning. With a unique blend of technical expertise, strategic leadership, and a deep understanding of both the IT and manufacturing sectors, Viren Jasani has positioned his family business as a leader in the industry. Outside of work, Viren remains passionate about staying abreast of the latest trends and technologies in engineering and manufacturing, and he enjoys engaging in activities such as traveling, reading, and participating in industry forums.

Other details:

<b>Name of the Director</b>	Mr. Viren Jaysukhlal Jasani (DIN: 09445555)
<b>Date of Birth &amp; age</b>	DOB -April 23 <sup>rd</sup> , 1979. Age – 45 Years.
<b>Date of Appointment</b>	16 <sup>th</sup> May, 2024
<b>Nature of his expertise in specific functional areas</b>	Worked as business development director in Engineering Company
<b>Qualification</b>	Graduate
<b>Relationship with other Directors, Managers and KMPs</b>	None
<b>Directorship held in other listed entities</b>	NIL
<b>Membership / Chairmanship of Committees of the Board in other listed entities</b>	NIL
<b>Listed entities from which he has resigned in the past 3 (three) years</b>	NIL
<b>Number of meetings of the Board attended during the year</b>	2
<b>Terms and conditions of Appointment or Re-</b>	Not Liable to retire by rotation

appointment	
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	Entitled to sitting fees and remuneration for attending the meetings of the Board and / or respective Committee(s) where he is the Chairperson / Member, as the case may be, as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time, within the overall limits as per the Companies Act, 2013 and / or as approved by the shareholders, from time to time.
Shareholding in Caprolactam Chemicals Limited	NIL
Shareholding as a beneficial owner	Not Applicable

**ITEM NO. 4****To appoint Mr. Kamlesh Damji Joisher (DIN :00510086) as an Independent Director of the Company.**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Kamlesh Damji Joisher (DIN:00510086) be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Kamlesh Damji Joisher (DIN :00510086) shall be effective upon approval by the members in the Meeting.

Further, pursuant to the Companies Act, 2013, the Company is required to obtain approval of shareholders for the appointment of an Independent Directors.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on 16<sup>th</sup> May, 2024 approved the appointment of Mr. Kamlesh Damji Joisher as an Additional Director (Independent) on the Board of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing from the date of Annual General Meeting i.e. 24<sup>th</sup> September, 2024 till 23<sup>rd</sup> September, 2029.

Mr. Kamlesh Damji Joisher is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Kamlesh Damji Joisher as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Kamlesh Damji Joisher fulfils the conditions for his appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

Mr. Kamlesh Damji Joisher possesses the required skills, knowledge, and experience as identified by the Board in the fields of Finance & Risk management, operations management, Start-up Development and General Management.

Further, Mr. Kamlesh Damji Joisher possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute.

Considering his expertise and knowledge, the Board considers that the appointment of Mr. Kamlesh Damji Joisher as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Kamlesh Damji Joisher as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing from the date of Annual General Meeting i.e. 24<sup>th</sup> September, 2024 till 23<sup>rd</sup> September, 2029.

Accordingly, the Board recommends the resolution as set out at Item No. 3 of this Addendum to the 35th AGM Notice for approval of the Members of the Company as an Ordinary Resolution.

The copy of draft letter of appointment of Mr. Kamlesh Damji Joisher setting out the terms and conditions of his appointment is available electronically for inspection by the Members. The same is also available for inspection at the office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Kamlesh Damji Joisher including his profile and specific areas of expertise are given in this Addendum to the AGM Notice as “**Annexure 2**”.

Except Mr. Kamlesh Damji Joisher and his relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

**“Annexure – 2” ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT AT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING.**

*[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued ICSI].*

**Brief Profile of Mr. Kamlesh Damji Joisher**

**Kamlesh Joisher** is an accomplished leader in the plastics industry, with over 45 years of extensive experience in marketing and manufacturing. He served as the CEO and whole-time Director of TPL Plastic Ltd., a prominent public limited company, from 2006 to 2017. During his tenure at TPL Plastic Ltd., Kamlesh was responsible for overseeing all company operations, with a particular focus on marketing and strategic growth. Under his leadership, the company expanded its market presence and operational capabilities, establishing itself as a leading player in the plastics industry.

Currently, Kamlesh Joisher serves as a full-time Director, managing six manufacturing units across India, which specialize in producing a wide range of plastic containers. His expertise spans the development and execution of comprehensive marketing strategies, driving business growth and establishing long-term



customer relationships. Kamlesh has been instrumental in marketing plastic containers, ranging from 5 liters to 1000 liters, for over 40 years. His deep understanding of market dynamics and customer needs has positioned him as a key figure in the industry.

In addition to his directorial role, Kamlesh is actively involved in consultancy projects, focusing on setting up plastic manufacturing plants in India. His consultancy work includes leading three turnkey projects for 200-liter plastic barrels in North India, showcasing his commitment to advancing the industry and supporting new business ventures. Kamlesh's vast experience and strategic vision have made him a sought-after consultant for companies looking to establish or expand their presence in the plastic packaging sector.

Throughout his career, Kamlesh Joisher has demonstrated a consistent ability to drive operational efficiency, innovate manufacturing processes, and enhance product quality. His leadership has been characterized by a hands-on approach, ensuring that every aspect of the business aligns with the highest standards of excellence. Kamlesh's passion for the plastics industry and his dedication to continuous improvement have earned him a reputation as a visionary leader and a trusted advisor in the field.

Other details:

<b>Name of the Director</b>	Kamlesh Damji Joisher (DIN :00510086)
<b>Date of Birth &amp; age</b>	DOB – October 5 <sup>th</sup> 1959. Age – 65 Years.
<b>Date of Appointment</b>	16 <sup>th</sup> May, 2024
<b>Nature of his expertise in specific functional areas</b>	Worked for 30 years in TPL Plastech Limited as Whole-time director and CEO
<b>Qualification</b>	Graduate
<b>Relationship with other Directors, Managers and KMPs</b>	None
<b>Directorship held in other listed entities</b>	NIL
<b>Membership / Chairmanship of Committees of the Board in other listed entities</b>	NIL
<b>Listed entities from which he has resigned in the past 3 (three) years</b>	NIL
<b>Number of meetings of the Board attended during the year</b>	2
<b>Terms and conditions of Appointment or Re-appointment</b>	Not Liable to retire by rotation
<b>Remuneration last drawn</b>	Not Applicable
<b>Remuneration sought to be paid</b>	Entitled to sitting fees and remuneration for attending the meetings of the Board and / or respective Committee(s) where she is the Chairperson / Member, as the case may be, as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time, within the overall limits as per the Companies Act, 2013 and / or as approved by the shareholders, from time to time.
<b>Shareholding in Caprolactam Chemicals Limited</b>	NIL
<b>Shareholding as a beneficial owner</b>	Not Applicable