



**CHEMCON**  
Speciality Chemicals Limited



CIN : L24231GJ1988PLC011652

**July 1<sup>st</sup> 2022**

To,  
**BSE Limited**  
Listing Compliance & Legal Regulatory  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

To,  
**National Stock Exchange of India Limited**  
Listing & Compliance  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra East, Mumbai 400 051

**Stock Code: 543233**

**Stock Symbol: CHEMCON**

Dear Sir/Madam,

**Subject: Notice of 33<sup>rd</sup> Annual General Meeting (AGM) of Chemcon Speciality Chemicals Limited (the Company)**

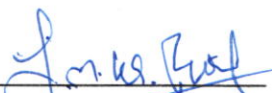
Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 33<sup>rd</sup> Annual General Meeting of the Company to be held on Tuesday, July 26, 2022, at 11.30 am (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) without the physical presence of the members at a common venue, which is being circulated to the members only through electronic mode.

The Notice of 33<sup>rd</sup> AGM will also be made available on the website of the Company at <https://cscpl.com/33rd-agm.php>

You are requested to take the above information on record.

Thanking you,  
Yours faithfully

**For Chemcon Speciality Chemicals Limited**

  
Shahilkumar Kapatel

Company Secretary & Compliance Officer  
Membership No. A52211



# NOTICE



## CHEMCON SPECIALITY CHEMICALS LIMITED

CIN: L24231GJ1988PLC011652

Registered office: Block No. 355, Manjusar-Kunpad Road, Village: Manjusar, Taluka: Savli, Dist.: Vadodara – 391 775, Gujarat  
Tel. +91 265 2981195 / 2983754 | Email: [investor.relations@cscpl.com](mailto:investor.relations@cscpl.com) | Website: [www.cscpl.com](http://www.cscpl.com)

### Notice of 33<sup>rd</sup> Annual General Meeting

**NOTICE** is hereby given that the Thirty-third Annual General Meeting (AGM) of the members of Chemcon Speciality Chemicals Limited (the Company) will be held on Tuesday, July 26, 2022, at 11.30 am (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of Directors and the Auditors thereon;
2. To appoint a director in place of Mr. Rajesh Chimanlal Gandhi (DIN: 03296784), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. **Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2023.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of INR 65,000/- (INR Sixty-Five Thousand Only) plus XBRL conversion charges, reimbursement of out-of-pocket expenses as per actuals and applicable government taxes/levies, payable to M/s Chetan Gandhi & Associates, Cost Accountants (Firm Registration No. 101341), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the

Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2023.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters, things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

4. **Appointment of Mr. Pradeep Vishambhar Agrawal (DIN: 00048699) as a Director and as an Independent Director:**

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

**“RESOLVED THAT** Mr. Pradeep Vishambhar Agrawal (DIN: 00048699), who was appointed as an Additional Director (Non-executive and Independent) of the Company with effect from April 28, 2022 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other

applicable provisions, if any, of the Act read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, Regulation 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the appointment of Mr. Pradeep Vishambhar Agrawal as an independent director, who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an independent director, be and is hereby approved for a term of five years, w.e.f. April 28, 2022, and who would not be liable to retire by rotation."

**5. Re-appointment of Mr. Kamalkumar Rajendra Aggarwal (DIN: 00139199) as a Managing Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said Act (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), SEBI (LODR) Regulations, 2015 and subject to such approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Kamalkumar Rajendra Aggarwal (DIN: 00139199) as a Managing Director of the Company, whose office will not be liable to determination by retirement by rotation, for a period of 3 (Three) years with effect from 1st May 2022, as per the terms and conditions of remuneration as mentioned in the resolution below.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said Act (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), SEBI (LODR) Regulations, 2015 and subject to such approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the payment of such remuneration as detailed herein below, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act and/or Regulation 17(6)(e) of the SEBI Listing Regulations:

**a) Basic Salary:**

The Basic Salary of Mr. Kamalkumar Rajendra Aggarwal shall be ₹ 4 Lakhs per month during his tenure as the Managing Director of the Company.

**b) Variable Pay linked to profit:**

Mr. Kamalkumar Rajendra Aggarwal for every financial year shall be paid Variable Pay up to 4% of the net profits of the Company computed in the manner laid down in Section 198 of the Act for the concerned financial year during his tenure as the Managing Director of the Company.

**c) Reimbursement of expenses:**

Expenses incurred by Mr. Kamalkumar Rajendra Aggarwal for and on behalf of the company including his travelling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of his remuneration.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration shall be paid as minimum remuneration in compliance with applicable law notwithstanding that such remuneration may exceed the limits

prescribed under Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board shall have the discretion and authority to modify the aforesaid terms and remuneration, however, within the limit as approved by the members.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable to give effect to this resolution.”

**6. Re-appointment of Mr. Navdeep Naresh Goyal (DIN: 02604876) as a Deputy Managing Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said Act (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), SEBI (LODR) Regulations, 2015 and subject to such approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Navdeep Naresh Goyal (DIN: 02604876), as Managing Director (designated as Deputy Managing Director), whose office will be liable to determination by retirement by rotation, for a period of 3 (Three) years with effect from 1st May 2022, as per the terms and conditions of remuneration as mentioned in the resolution below.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made

thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said Act (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), SEBI (LODR) Regulations, 2015 and subject to such approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the payment of such remuneration as detailed herein below, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act and/or Regulation 17(6)(e) of the SEBI Listing Regulations:

**a) Basic Salary:**

The Basic Salary of Mr. Navdeep Naresh Goyal shall be ₹ 6 lakhs per month during his tenure as the Deputy Managing Director of the Company.

**b) Variable Pay linked to profit:**

Mr. Navdeep Naresh Goyal for every financial year shall be paid Variable Pay upto 4% of the net profits of the Company computed in the manner laid down in Section 198 of the Act for the concerned financial year, during his tenure as the Deputy Managing Director of the Company

**c) Reimbursement of expenses:**

Expenses incurred by Mr. Navdeep Naresh Goyal for and on behalf of the company including his travelling, boarding, lodging, communication expense shall be reimbursed at actuals and shall not form part of his remuneration.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Navdeep Naresh Goyal, the Company has no profits or profits are inadequate, the aforesaid remuneration shall be paid as minimum remuneration in compliance with applicable law notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board shall have the discretion and authority to modify the

aforesaid terms and remuneration, however, within the limit as approved by the members.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable to give effect to this resolution.”

**7. Re-appointment of Mr. Rajesh Chimanlal Gandhi (DIN: 03296784) as a Whole-time Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said Act (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), SEBI (LODR) Regulations, 2015 and subject to such approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Rajesh Chimanlal Gandhi (DIN: 03296784), as Whole-time Director, whose office will be liable to determination by retirement by rotation, for a period of 3 (Three) years with effect from 1st May 2022, as per the terms and conditions of remuneration as mentioned in the resolution below.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said Act (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted

from time to time), SEBI (LODR) Regulations, 2015 and subject to such approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the payment of such remuneration as detailed herein below, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act:

**a) Basic Salary:**

The Basic Salary of Mr. Rajesh Chimanlal Gandhi shall be ₹ 2.6 lakhs per month during his tenure as the Wholetime Director of the Company.

**b) Perquisites and Allowances:**

Contribution to Provident fund, Superannuation fund and payment of Gratuity as per the rules of the Company.

**c) Reimbursement of expenses:**

Expenses incurred by Mr. Rajesh Chimanlal Gandhi for and on behalf of the company including his travelling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of his remuneration.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Rajesh Chimanlal Gandhi, the Company has no profits or profits are inadequate, the aforesaid remuneration shall be paid as minimum remuneration in compliance with applicable law notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board shall have the discretion and authority to modify the aforesaid terms and remuneration, however, within the limit as approved by the members.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable to give effect to this resolution.”

**8. Re-appointment of Mr. Rajveer Kamal Aggarwal (DIN: 07883896) as a Whole-time Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said Act (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), SEBI (LODR) Regulations, 2015 and subject to such approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Rajveer Kamal Aggarwal (DIN: 07883896) as Whole-time Director, whose office will be liable to determination by retirement by rotation, for a period of 3 (Three) years with effect from 1st May 2022, as per the terms and conditions of remuneration as mentioned in the resolution below.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said Act (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), SEBI (LODR) Regulations, 2015 and subject to such approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the payment of such remuneration as detailed herein below, notwithstanding that such remuneration may exceed the limits prescribed under Section

197 and Schedule V of the Act and/or Regulation 17(6)(e) of the SEBI Listing Regulations.

**a) Basic Salary:**

The Basic Salary of Mr. Rajveer Kamal Aggarwal shall be ₹ 2 lakhs per month during his tenure as the Wholetime Director of the Company.

**b) Reimbursement of expenses:**

Expenses incurred by Mr. Rajveer Kamal Aggarwal for and on behalf of the company including his travelling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of his remuneration.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Rajveer Kamal Aggarwal, the Company has no profits or profits are inadequate, the aforesaid remuneration shall be paid as minimum remuneration in compliance with applicable law notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board shall have the discretion and authority to modify the aforesaid terms and remuneration, however, within the limit as approved by the members.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable to give effect to this resolution.”

**9. Re-appointment of Mr. Himanshu Prafulchandra Purohit (DIN: 03296807) as a Whole-time Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said Act (including rules, notifications, any

statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), SEBI (LODR) Regulations, 2015 and subject to such approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Himanshu Prafulchandra Purohit (DIN: 03296807), as Whole-time Director, whose office will be liable to determination by retirement by rotation, for a period of 3 (Three) years with effect from 1st May 2022, as per the terms and conditions of remuneration as mentioned in the resolution below.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said Act (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), SEBI (LODR) Regulations, 2015 and subject to such approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the payment of such remuneration as detailed herein below, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act:

**Registered Office:**

Block No. 355, Manjusar-Kunpad Road,  
Village: Manjusar, Taluka: Savli,  
Dist.: Vadodara – 391 775, Gujarat

Place: Vadodara

Date: June 28, 2022

**a) Basic Salary:**

The Basic Salary of Mr. Himanshu Prafulchandra Purohit shall be ₹ 2.6 lakhs per month during his tenure as the Wholetime Director of the Company.

**b) Perquisites and Allowances:**

Contribution to Provident fund, Superannuation fund and payment of Gratuity as per the rules of the Company.

**c) Reimbursement of expenses:**

Expenses incurred by Mr. Himanshu Prafulchandra Purohit for and on behalf of the company including his travelling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of his remuneration.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Himanshu Prafulchandra Purohit, the Company has no profits or profits are inadequate, the aforesaid remuneration shall be paid as minimum remuneration in compliance with applicable law notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and Schedule V of the Act.

**RESOLVED FURTHER THAT** the Board shall have the discretion and authority to modify the aforesaid terms and remuneration, however, within the limit as approved by the members.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable to give effect to this resolution.

By Order of the Board  
**For Chemcon Speciality Chemicals Limited**

**Shahilkumar Kapatel**  
Company Secretary & Compliance Officer  
M. No.: A52211

## NOTES:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs has vide its General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars') permitted to hold the Annual General Meeting (AGM) through Video Conferencing (VC) facility / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the MCA Circulars, the 33rd Annual General Meeting of the Company is being held through VC/OAVM facility. The deemed venue of the proceedings of the 33rd AGM shall be the Registered Office of the Company at Block No. 355, Manjusar-Kunpad Road, Village: Manjusar, Taluka: Savli, Dist.: Vadodara – 391 775, Gujarat.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out the material concerning the business under item nos. 3 to 9 of the Notice and the details as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting is annexed hereto.
3. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
5. 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 this Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 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.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate/ Institutional Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution / Authority Letter to the Scrutiniser by email at [kuldeepkcc@gmail.com](mailto:kuldeepkcc@gmail.com) with a copy marked to [investor.relations@cscpl.com](mailto:investor.relations@cscpl.com) or upload on the VC portal / e-voting portal by clicking on Upload Board Resolution / Authority Letter displayed under e-Voting tab in their login.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. In terms of the MCA Circulars and SEBI Circulars, the Notice of the 33rd AGM along with the Annual Report for financial year 2021-22 are being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. The Company shall send the physical copy of the Annual Report 2021-22 only to those Member who specifically request for the same at [investor.relations@cscpl.com](mailto:investor.relations@cscpl.com) mentioning their Folio No./DP ID and Client ID, full name, PAN, number of shares held and address. The Notice convening the AGM and the Annual Report 2021-



22 have been uploaded on the website of the Company at [www.cscpl.com](http://www.cscpl.com) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

9. The Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 33rd AGM and the Annual Report 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
  - a. For Members holding shares in physical form - please send scan copy of a signed request letter mentioning your name, folio number, complete address, email address to be registered along with scanned share certificate (front and back), self- attested scanned copy of the PAN and self-attested scanned copy of address proof, by email to the Company's email address at: [investor.relations@cscpl.com](mailto:investor.relations@cscpl.com).
  - b. For the Members holding shares in demat form: please update your email address through your respective Depository Participant/s.
10. 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 the Directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the Members during the AGM. All documents referred to in this Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of 33rd AGM, i.e., Tuesday, July 26, 2022, without any fee. Members seeking to inspect such documents can send an email to [investor.relations@cscpl.com](mailto:investor.relations@cscpl.com) by mentioning their Name and Folio Number / DP ID and Client ID.
11. **Book Closure and Cut-off Date/Record date:** Tuesday, July 19, 2022, would be the cut-off date for the purpose of reckoning the members / beneficial owners entitled to e-vote and attend the AGM through VC/OAVM. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut- off date. Further, there is no closure of Register of Members and Share Transfer Book of the Company.
12. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Wednesday, June 29, 2022, have been considered for the purpose of sending the AGM Notice and the Annual Report. However, those persons who become members subsequently may join the meeting and also cast their vote by following the process provided in this notice.
13. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Also, transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Accordingly, members holding shares of the Company in physical form are requested to get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.
14. SEBI has, vide its Circulars dated November 3, 2021, and December 14, 2021, mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1, the format of which is available on the Company's website at [www.cscpl.com](http://www.cscpl.com). It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.
15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-

division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at [www.cscpl.com](http://www.cscpl.com). It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at [www.cscpl.com](http://www.cscpl.com). Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the Registrar at [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in), in case the shares are held in physical form, quoting their folio no.

#### **18. Remote e-Voting before / during the AGM:**

- a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and MCA Circulars, 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 Central Depository Services (India) Limited (CDSL) 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 CDSL.

- b. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Tuesday, July 19, 2022, may cast their vote by remote e-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before/during the AGM. Any non-individual Shareholder or Shareholder holding securities in physical mode who acquires shares of the Company and becomes a Member of the Company after the despatch of the Notice and holding shares as on the cut-off date may follow the login process as mentioned in this notice.
- c. The remote e-voting period commences on Saturday, July 23, 2022, at 10:00 am and ends on Monday, July 25, 2022, at 05:00 pm. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, July 19, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- d. Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be

entitled to cast their vote on such resolution(s) again.

- e. The remote e-Voting module on the day of the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
- f. The Company has appointed Mr. Kuldeep Bengani, Practicing Company Secretary and Designated Partner, Kuldeep Bengani & Associates LLP, Company Secretaries as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- g. The Voting Results shall be declared within 48 hours after the conclusion of the Annual General Meeting. The results declared along with the Scrutiniser's Report shall be placed

on the Company's website: [www.cscpl.com](http://www.cscpl.com) and on the website of CDSL: [www.evotingindia.com](http://www.evotingindia.com) and the same shall also be communicated to BSE and NSE, where the shares of the Company are listed.

- h. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e., Tuesday, July 26, 2022.
- i. 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. members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## 19. Instructions for Shareholders for e-Voting:

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

Pursuant to abovesaid SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> <li>a. 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.</li> <li>b. 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, so that the user can visit the e-Voting service providers' website directly.</li> </ul>

	<p>c. 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>d. 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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. 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>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>a. 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.nsdl.com">https://eservices.nsdl.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 re-directed 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>b. 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>c. 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 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 Depository Participants (DP)</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 toll free no. 1800 22 55 33
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

**B. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode:**

- a. Login method for e-Voting and joining virtual meetings for Physical shareholders and non-individual shareholders holding in Demat form.
  - i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - ii. Click on “Shareholders” module.
  - iii. Now enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - iv. Next enter the Image Verification as displayed and Click on Login.
  - v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - vi. If you are a first-time user follow the steps given below:

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

- b. After entering these details appropriately, click on “SUBMIT” tab.
- c. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- d. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- e. Click on the EVSN of Chemcon Speciality Chemicals Limited.
- f. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- g. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- h. 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.
- i. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- j. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- k. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- l. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - iii. 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.
  - iv. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - v. It is Mandatory that, 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.
  - vi. Alternatively, Non-Individual shareholders are required mandatory 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 at [kuldeepkcc@gmail.com](mailto:kuldeepkcc@gmail.com) with a copy to the Company at [investor.relations@cscpl.com](mailto:investor.relations@cscpl.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## 20. Instructions for Shareholders attending the AGM Through VC/OAVM and e-Voting the AGM:

- a. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- c. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops 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 glitches.
- d. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to the Company's email address at [investor.relations@cscpl.com](mailto:investor.relations@cscpl.com) before July 19, 2022, 5:00 pm. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
- e. Members who would like to express their views/ ask questions at the Meeting may pre-register themselves as a speaker by sending a request in advance atleast 7 days prior to meeting from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN and mobile number at [investor.relations@cscpl.com](mailto:investor.relations@cscpl.com). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- f. Only those members, 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.
- g. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members may be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**Registered Office:**

Block No. 355, Manjusar-Kunpad Road,  
Village: Manjusar, Taluka: Savli,  
Dist.: Vadodara – 391 775, Gujarat

Place: Vadodara  
Date: June 28, 2022

By Order of the Board  
**For Chemcon Speciality Chemicals Limited**

**Shahilkumar Kapatel**  
Company Secretary & Compliance Officer  
M. No.: A52211

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 3 to 9 of the accompanying Notice dated June 28, 2022.

### Item No. 3:

In accordance with the provisions of Section 148 of the Act and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of the Company. On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the re-appointment of M/s Chetan Gandhi & Associates, Cost Accountants (Firm Registration No. 101341), Vadodara, as the Cost Auditor of the Company for the Financial Year ending March 31, 2023, at a remuneration of INR 65,000 (INR Sixty-Five Thousand Only) plus XBRL conversion charges, reimbursement of out-of-pocket expenses as per actual and applicable government taxes/levies.

In terms of the provisions of Section 148(3) of Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by members of the Company.

Accordingly, members are requested to consider and ratify the remuneration payable to Cost Auditors for the year 2022-23 as set out in the resolution for the aforesaid services.

The Board recommends the resolution set out in item no. 3 of this Notice for the approval of the members of the Company by way of an Ordinary Resolution.

None of the other directors, key managerial personnel of the Company and their relatives are concerned or interested in the resolution set out at item no. 3 of the Notice.

### Item No. 4:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 28, 2022, appointed Mr. Pradeep Vishambhar Agrawal as Additional Director (Non-executive and Independent)

of the Company who holds office upto the date of this Annual General Meeting. Further, Mr. Pradeep Vishambhar Agrawal was appointed as Independent Director for a term of five years commencing from April 28, 2022.

Pursuant to Regulation 17 and Regulation 25 of the Listing Regulations, the appointment of an independent director shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier by way of a special resolution. Accordingly, shareholder's approval by way of a special resolution is sought for appointment of Mr. Pradeep Vishambhar Agrawal as an Independent Director for a term of five years commencing from April 28, 2022.

Further, Mr. Pradeep Vishambhar Agrawal is eligible for appointment as Independent Director and the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Independent Director. Pursuant to section 149, 150, 152 and Schedule IV of the Act, shareholder's approval by way of special resolution is sought for appointment of Mr. Pradeep Vishambhar Agrawal, as an Independent Director on the Board of the Company who shall not be liable to retire by rotation.

Mr. Pradeep Vishambhar Agrawal is a Chartered Accountant and a Company Secretary. His fields of specialisations are Finance, Business, Administration and social activities. In the opinion of the Board, Mr. Pradeep Vishambhar Agrawal is independent of the management and meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The terms and conditions of his appointment is open for inspection at the registered



office of the company by any member during normal business hours and is also posted on the company's website. A brief profile and other information as required under Regulation 36 of Listing Regulations and Secretarial Standard 2 issued by ICSI is provided as Annexure to this Notice.

The Board recommends the resolution set out in item no. 4 of this Notice for the approval of the members of the Company by way of a Special Resolution.

Except Mr. Pradeep Vishambhar Agrawal and/or his relatives, none of the other directors, key managerial personnel of the Company and their relatives are concerned or interested in the resolution set out at item no. 4 of the Notice.

#### Item No. 5:

Members at the 30<sup>th</sup> Annual General Meeting of the Company held on June 14, 2019, approved the change in designation of Mr. Kamalkumar Rajendra Aggarwal (DIN: 00139199) and appointed him as a Managing Director of the Company for a period of three years with effect from May 1, 2019. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 28, 2022, has approved the re-appointment of Mr. Kamalkumar Rajendra Aggarwal as a Managing Director for a period of 3 (Three) years with effect from May 1, 2022, subject to approval of the members. Also, pursuant to Regulation 17(1C) of SEBI (Listing Obligations &

Disclosure Requirements) Regulations, 2015, appointment of any person on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, shareholder's approval is sought for re-appointment of Mr. Kamalkumar Rajendra Aggarwal as a Managing Director of the Company for a period of three years with effect from May 1, 2022.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 28, 2022, has approved the remuneration payable to Mr. Kamalkumar Rajendra Aggarwal, subject to approval of the members. While the Company's operations are profitable, the managerial remuneration proposed to be paid to Mr. Kamalkumar Rajendra Aggarwal and the overall managerial remuneration including remuneration proposed to be paid to Mr. Kamalkumar Rajendra Aggarwal, Mr. Rajesh Chimanlal Gandhi, Mr. Navdeep Naresh Goyal, Mr. Rajveer Kamal Aggarwal and Mr. Himanshu Prafulchandra Purohit may exceed the limits Specified in Sec. 197 and Schedule V of the Act and/or Regulation 17(6)(e) of the SEBI Listing Regulations. Hence, as a matter of abundant caution, the members are requested to consider and approve the remuneration payable to Mr. Kamalkumar Rajendra Aggarwal in accordance with the provisions of Section II of Part II of Schedule V of Companies Act, 2013 and Regulation 17(6)(e) of the SEBI Listing Regulations by way of Special Resolution.

The information required under Section II of Part II of Schedule V of Companies Act, 2013 are as follows:

I.	<b>General information:</b>	
1.	Nature of industry	The Company is a manufacturer of specialised chemicals, engaged in the manufacturing and sale of the Pharmaceutical Chemicals and the Oilwell Completion Chemicals.
2.	Date or expected date of commencement of commercial production	Existing Company in operation
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

4.	Financial performance based on given indicators	Financial performance during the financial year 2021-22: Revenue from operations: ₹ 25,711.11 Lacs Other Income: ₹ 922.37 Lacs Total Expenditure: ₹ 18,233.94 Lacs Profit before tax: ₹ 8,399.55 Lacs Net Profit after tax: ₹ 6,275.66 Lacs
5.	Foreign investments or collaborations, if any	Not applicable
<b>II. Information about the appointee:</b>		
1.	Background details	Mr. Kamalkumar Aggarwal holds Diploma in Petrochemical Technology (Plastic Technology) from the Maharaja Sayajirao University of Baroda, Gujarat. He has 26 years of experience in the specialized chemicals industry. He has been on the Board since January 19, 2004
2.	Past remuneration	During the financial year ended March 31, 2022, ₹ 358.00 Lacs was paid as remuneration to Mr. Kamalkumar Aggarwal
3.	Recognition or awards	Not applicable
4.	Job profile and his suitability	Mr. Kamalkumar Aggarwal is the Chairman and Managing Director of the Company carrying out the pivotal role in management and growth of the Company. He is the promoter of the Company and well acquainted with the industry and areas in which the Company operates. His immense experience and knowledge make him suitable for the position shouldered upon him.
5.	Remuneration proposed	Basic Salary of ₹ 4 Lakhs per month and variable pay up to 4% of the net profits of the Company computed in the manner laid down in Section 198 of the Act, as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by Mr. Kamalkumar Aggarwal of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and position of Chairman and Managing Director held in similar sized Companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Kamalkumar Aggarwal is father of Mr. Rajveer Aggarwal, Whole-time Director of the Company.

III. Other information		
1.	Reasons of loss or inadequate profits	While the Company's operations are profitable, the overall managerial remuneration paid to all the executive directors in aggregate may exceed the limits Specified in Section 197 read with schedule V of the Act and/or Regulation 17(6)(e) of the SEBI Listing Regulations. Hence, as a matter of abundant caution, the members are requested to consider and approve the remuneration payable to Mr. Kamalkumar Rajendra Aggarwal in accordance with the provisions of Section II of Part II of Schedule V of Companies Act, 2013 and Regulation 17(6)(e) of the SEBI Listing Regulations.
2.	Steps taken or proposed to be taken for improvement	Not applicable
3.	Expected increase in productivity and profits in measurable terms	Not applicable

A brief profile and other information as required under Regulation 36 of Listing Regulations and Secretarial Standard 2 issued by ICSI is provided as Annexure to this Notice.

The Board recommends the resolution set out in item no. 5 of this Notice for the approval of the members of the Company by way of Special Resolution.

Except Mr. Kamalkumar Rajendra Aggarwal, Mr. Rajveer Kamal Aggarwal and/or their relatives, none of the other directors, key managerial personnel of the Company and their relatives are concerned or interested in the resolution set out at item no. 5 of the Notice.

#### Item No. 6:

Members at the 30<sup>th</sup> Annual General Meeting of the Company held on June 14, 2019, approved the change in designation of Mr. Navdeep Naresh Goyal (DIN: 02604876) and appointed him as a whole-time director of the Company for a period of three years with effect from May 1, 2019. Subsequently, members at the Extra-ordinary General Meeting held on August 1, 2019, approved the change in designation of Mr. Navdeep Naresh Goyal and appointed him as Deputy Managing Director of the Company with effect from August 1, 2019, for the remaining period of his tenure (three years commencing from May 1, 2019). Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 28, 2022, has approved the re-

appointment of Mr. Navdeep Naresh Goyal as a Deputy Managing Director for a period of 3 (Three) years with effect from May 1, 2022, subject to approval of the members. Also, pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, appointment of any person on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, shareholder's approval is sought for re-appointment of Mr. Navdeep Naresh Goyal as a Deputy Managing Director of the Company for a period of three years with effect from May 1, 2022.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 28, 2022, has approved the remuneration payable to Mr. Navdeep Naresh Goyal, subject to approval of the members. While the Company's operations are profitable, the managerial remuneration proposed to be paid to Mr. Navdeep Naresh Goyal and the overall managerial remuneration including remuneration proposed to be paid to Mr. Kamalkumar Rajendera Aggarwal, Mr. Rajesh Chimanlal Gandhi, Mr. Navdeep Naresh Goyal, Mr. Rajveer Kamal Aggarwal and Mr. Himanshu Prafulchandra Purohit may exceed the limits Specified in Sec. 197 and Schedule V of the Act and/or Regulation 17(6)(e) of the SEBI Listing Regulations. Hence, as a matter of abundant caution, the members are requested to consider and approve the remuneration payable to Mr. Navdeep Naresh Goyal in accordance with the provisions of Section II

of Part II of Schedule V of Companies Act, 2013 and Regulation 17(6)(e) of the SEBI Listing Regulations by way of Special Resolution.

The information required under Section II of Part II of Schedule V of Companies Act, 2013 are as follows:

<b>I. General information:</b>		
1.	Nature of industry	The Company is a manufacturer of specialised chemicals, engaged in the manufacturing and sale of the Pharmaceutical Chemicals and the Oilwell Completion Chemicals.
2.	Date or expected date of commencement of commercial production	Existing Company in operation
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	Financial performance during the financial year 2021-22: Revenue from operations: ₹ 25,711.11 Lacs Other Income: ₹ 922.37 Lacs Total Expenditure: ₹ 18,233.94 Lacs Profit before tax: ₹ 8,399.55 Lacs Net Profit after tax: ₹ 6,275.66 Lacs
5.	Foreign investments or collaborations, if any	Not applicable
<b>II. Information about the appointee:</b>		
1.	Background details	Mr. Navdeep Goyal has more than 11 years of experience in operations. He has been on the Board since April 1, 2015
2.	Past remuneration	During the financial year ended March 31, 2022, ₹ 382.00 Lacs was paid as remuneration to Mr. Navdeep Goyal
3.	Recognition or awards	Not applicable
4.	Job profile and his suitability	Mr. Navdeep Goyal is the Deputy Managing Director and promoter of the Company. He is actively involved in the decision making and management of day-to-day operations. His problem-solving skills and strategic thinking make him suitable for the job profile.
5.	Remuneration proposed	Basic Salary of ₹ 6 lakhs per month and variable pay up to 4% of the net profits of the Company computed in the manner laid down in Section 198 of the Act, as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by Mr. Navdeep Goyal of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and position of Deputy Managing Director held in similar sized Companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	None
<b>III. Other information</b>		
1.	Reasons of loss or inadequate profits	While the Company's operations are profitable, the overall managerial remuneration paid to all the executive directors in aggregate may exceed the limits Specified in Section 197 read with schedule V of the Act and/or Regulation 17(6)(e) of the SEBI Listing Regulations. Hence, as a matter of abundant caution, the members are requested to consider and approve the remuneration payable to Mr. Navdeep Naresh Goyal in accordance with the provisions of Section II of Part II of Schedule V of Companies Act, 2013 and Regulation 17(6)(e) of the SEBI Listing Regulations.
2.	Steps taken or proposed to be taken for improvement	Not applicable
3.	Expected increase in productivity and profits in measurable terms	Not applicable

A brief profile and other information as required under Regulation 36 of Listing Regulations and Secretarial Standard 2 issued by ICSI is provided as Annexure to this Notice.

The Board recommends the resolution set out in item no. 6 of this Notice for the approval of the members of the Company by way of Special Resolution.

Except Mr. Navdeep Naresh Goyal and/or his relatives, none of the other directors, key managerial personnel of the Company and their relatives are concerned or interested in the resolution set out at item no. 6 of the Notice.

**Item No. 7:**

Members at the 30<sup>th</sup> Annual General Meeting of the Company held on June 14, 2019, approved the re-appointment of Mr. Rajesh Chimanlal Gandhi (DIN: 03296784) as a Whole-time Director of the Company for a period of three years with effect from May 1, 2019. Based on the recommendation of Nomination

and Remuneration Committee, the Board of Directors at their meeting held on April 28, 2022, has approved the re-appointment of Mr. Rajesh Chimanlal Gandhi as a Whole-time Director for a period of 3 (Three) years with effect from May 1, 2022, subject to approval of the members. Also, pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, appointment of any person on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, shareholder's approval is sought for re-appointment of Mr. Rajesh Chimanlal Gandhi as a Whole-time Director of the Company for a period of three years with effect from May 1, 2022.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 28, 2022, has approved the remuneration payable to Mr. Rajesh Chimanlal Gandhi, subject to approval of the members. While the Company's operations are profitable, the

managerial remuneration proposed to be paid to Mr. Rajesh Chimanlal Gandhi and the overall managerial remuneration including remuneration proposed to be paid to Mr. Kamalkumar Rajendera Aggarwal, Mr. Rajesh Chimanlal Gandhi, Mr. Navdeep Naresh Goyal, Mr. Rajveer Kamal Aggarwal and Mr. Himanshu Prafulchandra Purohit may exceed the

limits Specified in Sec. 197 and Schedule V of the Act. Hence, as a matter of abundant caution, the members are requested to consider and approve the remuneration payable to Mr. Rajesh Chimanlal Gandhi in accordance with the provisions of Section II of Part II of Schedule V of Companies Act, 2013 by way of Special Resolution.

The information required under Section II of Part II of Schedule V of Companies Act, 2013 are as follows:

<b>I. General information:</b>		
1.	Nature of industry	The Company is a manufacturer of specialised chemicals, engaged in the manufacturing and sale of the Pharmaceutical Chemicals and the Oilwell Completion Chemicals.
2.	Date or expected date of commencement of commercial production	Existing Company in operation
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	Financial performance during the financial year 2021-22: Revenue from operations: ₹ 25,711.11 Lacs Other Income: ₹ 922.37 Lacs Total Expenditure: ₹ 18,233.94 Lacs Profit before tax: ₹ 8,399.55 Lacs Net Profit after tax: ₹ 6,275.66 Lacs
5.	Foreign investments or collaborations, if any	Not applicable
<b>II. Information about the appointee:</b>		
1.	Background details	Mr. Rajesh Gandhi holds a bachelor's degree in Commerce from Gujarat University. He has more than 23 years of experience in finance & accounts and related operations. He has been on the Board since May 1, 2012
2.	Past remuneration	During the financial year ended March 31, 2022, ₹ 31.20 Lacs was paid as remuneration to Mr. Rajesh Gandhi
3.	Recognition or awards	Not applicable
4.	Job profile and his suitability	Mr. Rajesh Gandhi has overall control over the management in the Finance, Accounts and related operations of the Company in line with his qualification and experience in the business
5.	Remuneration proposed	Basic Salary of ₹ 2.6 lakhs per month as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by Mr. Rajesh Gandhi of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and board level positions held in similar sized Companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	None
<b>III. Other information</b>		
1.	Reasons of loss or inadequate profits	While the Company's operations are profitable, the overall managerial remuneration paid to all the executive directors in aggregate may exceed the limits Specified in Section 197 read with schedule V of the Act. Hence, as a matter of abundant caution, the members are requested to consider and approve the remuneration payable to Rajesh Chimanlal Gandhi in accordance with the provisions of Section II of Part II of Schedule V of Companies Act, 2013.
2.	Steps taken or proposed to be taken for improvement	Not applicable
3.	Expected increase in productivity and profits in measurable terms	Not applicable

A brief profile and other information as required under Regulation 36 of Listing Regulations and Secretarial Standard 2 issued by ICSI is provided as Annexure to this Notice.

The Board recommends the resolution set out in item no. 7 of this Notice for the approval of the members of the Company by way of Special Resolution.

Except Mr. Rajesh Chimanlal Gandhi and/or his relatives, none of the other directors, key managerial personnel of the Company and their relatives are concerned or interested in the resolution set out at item no. 7 of the Notice.

#### Item No. 8:

Members at the 30<sup>th</sup> Annual General Meeting of the Company held on June 14, 2019, approved the change in designation of Mr. Rajveer Kamal Aggarwal (DIN: 07883896) and appointed him as a Whole-time Director of the Company for a period of three years with effect from May 1, 2019. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting

held on April 28, 2022, has approved the re-appointment of Mr. Rajveer Kamal Aggarwal as a Whole-time Director for a period of 3 (Three) years with effect from May 1, 2022, subject to approval of the members. Also, pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, appointment of any person on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, shareholder's approval is sought for re-appointment of Mr. Rajveer Kamal Aggarwal as a Whole-time Director of the Company for a period of three years with effect from May 1, 2022.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 28, 2022, has approved the remuneration payable to Mr. Rajveer Kamal Aggarwal, subject to approval of the members. While the Company's operations are profitable, the managerial remuneration proposed to be paid to Mr. Rajveer Kamal Aggarwal and the overall managerial remuneration including remuneration proposed to be

paid to Mr. Kamalkumar Rajendera Aggarwal, Mr. Rajesh Chimanlal Gandhi, Mr. Navdeep Naresh Goyal, Mr. Rajveer Kamal Aggarwal and Mr. Himanshu Prafulchandra Purohit may exceed the limits Specified in Sec. 197 and Schedule V of the Act and/or Regulation 17(6)(e) of the SEBI Listing Regulations. Hence, as a matter of abundant caution,

the members are requested to consider and approve the remuneration payable to Mr. Rajveer Kamal Aggarwal in accordance with the provisions of Section II of Part II of Schedule V of Companies Act, 2013 and Regulation 17(6)(e) of the SEBI Listing Regulations by way of Special Resolution.

The information required under Section II of Part II of Schedule V of Companies Act, 2013 are as follows:

<b>I. General information:</b>		
1.	Nature of industry	The Company is a manufacturer of specialised chemicals, engaged in the manufacturing and sale of the Pharmaceutical Chemicals and the Oilwell Completion Chemicals.
2.	Date or expected date of commencement of commercial production	Existing Company in operation
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	Financial performance during the financial year 2021-22: Revenue from operations: ₹ 25,711.11 Lacs Other Income: ₹ 922.37 Lacs Total Expenditure: ₹ 18,233.94 Lacs Profit before tax: ₹ 8,399.55 Lacs Net Profit after tax: ₹ 6,275.66 Lacs
5.	Foreign investments or collaborations, if any	Not applicable
<b>II. Information about the appointee:</b>		
1.	Background details	Mr. Rajveer Aggarwal holds a bachelor's degree in chemical engineering from the Gujarat Technological University, Gujarat. He has more than six years of experience in operations. He has been on the Board since Oct 2017
2.	Past remuneration	During the financial year ended March 31, 2022, ₹ 24.00 lacs was paid as remuneration to Mr. Rajveer Aggarwal
3.	Recognition or awards	Not applicable
4.	Job profile and his suitability	Mr. Rajveer Aggarwal is a chemical engineer and has extensive knowledge in the products which the Company manufactures.
5.	Remuneration proposed	Basic Salary of ₹ 2 lakhs per month as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.



6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by Mr. Rajveer Aggarwal of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and board level positions held in similar sized Companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	None
<b>III. Other information</b>		
1.	Reasons of loss or inadequate profits	While the Company's operations are profitable, the overall managerial remuneration paid to all the executive directors in aggregate may exceed the limits Specified in Section 197 read with schedule V of the Act and/or Regulation 17(6)(e) of the SEBI Listing Regulations. Hence, as a matter of abundant caution, the members are requested to consider and approve the remuneration payable to Mr. Rajveer Kamal Aggarwal in accordance with the provisions of Section II of Part II of Schedule V of Companies Act, 2013 and Regulation 17(6)(e) of the SEBI Listing Regulations.
2.	Steps taken or proposed to be taken for improvement	Not applicable
3.	Expected increase in productivity and profits in measurable terms	Not applicable

A brief profile and other information as required under Regulation 36 of Listing Regulations and Secretarial Standard 2 issued by ICSI is provided as Annexure to this Notice.

The Board recommends the resolution set out in item no. 8 of this Notice for the approval of the members of the Company by way of Special Resolution.

Except Mr. Rajveer Kamal Aggarwal, Mr. Kamalkumar Rajendra Aggarwal and/or their relatives, none of the other directors, key managerial personnel of the Company and their relatives are concerned or interested in the resolution set out at item no. 8 of the Notice.

#### Item No. 9:

Members at the 30<sup>th</sup> Annual General Meeting of the Company held on June 14, 2019, approved the re-appointment of Mr. Himanshu Prafulchandra Purohit (DIN: 03296807) as a Whole-time Director of the Company for a period of three years with effect from

May 1, 2019. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 28, 2022, has approved the re-appointment of Mr. Himanshu Prafulchandra Purohit as a Whole-time Director for a period of 3 (Three) years with effect from May 1, 2022, subject to approval of the members. Also, pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, appointment of any person on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, shareholder's approval is sought for re-appointment of Mr. Himanshu Prafulchandra Purohit as a Whole-time Director of the Company for a period of three years with effect from May 1, 2022.

Further, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 28, 2022, has approved the remuneration payable to Mr. Himanshu

Pratulchandra Purohit, subject to approval of the members. While the Company's operations are profitable, the managerial remuneration proposed to be paid to Mr. Himanshu Pratulchandra Purohit and the overall managerial remuneration including remuneration proposed to be paid to Mr. Kamalkumar Rajendera Aggarwal, Mr. Rajesh Chimanlal Gandhi, Mr. Navdeep Naresh Goyal, Mr. Rajveer Kamal Aggarwal and Mr. Himanshu Pratulchandra Purohit

may exceed the limits Specified in Sec. 197 and Schedule V of the Companies Act, 2013. Hence, as a matter of abundant caution, the members are requested to consider and approve the remuneration payable to Mr. Himanshu Pratulchandra Purohit in accordance with the provisions of Section II of Part II of Schedule V of Companies Act, 2013 by way of Special Resolution.

The information required under Section II of Part II of Schedule V of Companies Act, 2013 are as follows:

<b>I. General information:</b>		
1.	Nature of industry	The Company is a manufacturer of specialised chemicals, engaged in the manufacturing and sale of the Pharmaceutical Chemicals and the Oilwell Completion Chemicals.
2.	Date or expected date of commencement of commercial production	Existing Company in operation
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	Financial performance during the financial year 2021-22: Revenue from operations: ₹ 25,711.11 Lacs Other Income: ₹ 922.37 Lacs Total Expenditure: ₹ 18,233.94 Lacs Profit before tax: ₹ 8,399.55 Lacs Net Profit after tax: ₹ 6,275.66 Lacs
5.	Foreign investments or collaborations, if any	Not applicable
<b>II. Information about the appointee:</b>		
1.	Background details	Mr. Himanshu Purohit holds a master's degree in Science in Inorganic Chemistry from the Sardar Patel University, Gujarat. He has more than 23 years of experience in production related operations. He has been on the Board since May 1, 2012
2.	Past remuneration	During the financial year ended March 31, 2022, ₹ 31.20 Lacs was paid as remuneration to Mr. Himanshu Purohit
3.	Recognition or awards	Not applicable
4.	Job profile and his suitability	Mr. Himanshu Purohit has control over the management in the production and operations of the Company's business in line with his qualification and experience in the business

5.	Remuneration proposed	Basic Salary of ₹ 2.6 lakhs per month as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by Mr. Himanshu Purohit of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and board level positions held in similar sized Companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	None
<b>III. Other information</b>		
1.	Reasons of loss or inadequate profits	While the Company's operations are profitable, the overall managerial remuneration paid to all the executive directors in aggregate may exceed the limits Specified in Section 197 read with schedule V of the Act. Hence, as a matter of abundant caution, the members are requested to consider and approve the remuneration payable to Mr. Himanshu Purohit in accordance with the provisions of Section II of Part II of Schedule V of Companies Act, 2013.
2.	Steps taken or proposed to be taken for improvement	Not applicable
3.	Expected increase in productivity and profits in measurable terms	Not applicable

A brief profile and other information as required under Regulation 36 of Listing Regulations and Secretarial Standard 2 issued by ICSI is provided as Annexure to this Notice.

The Board recommends the resolution set out in item no. 9 of this Notice for the approval of the members of the Company by way of Special Resolution.

Except Mr. Himanshu Prafulchandra Purohit and/or his relatives, none of the other directors, key managerial personnel of the Company and their relatives are concerned or interested in the resolution set out at item no. 9 of the Notice.

**Registered Office:**

Block No. 355, Manjusar-Kunpad Road,  
 Village: Manjusar, Taluka: Savli,  
 Dist.: Vadodara – 391 775, Gujarat

Place: Vadodara  
 Date: June 28, 2022

By Order of the Board  
**For Chemcon Speciality Chemicals Limited**

**Shahilkumar Kapatel**  
 Company Secretary & Compliance Officer  
 M. No.: A52211

## DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE AGM

(Pursuant to Regulation 36(3) of the listing regulations and Secretarial Standard - 2 on General Meetings)

<b>Mr. Pradeep Agrawal</b> 00048699 Independent Director	<b>Mr. Kamalkumar Aggarwal</b> 00139199 Managing Director	<b>Mr. Navdeep Goyal</b> 02604876 Deputy Managing Director	<b>Mr. Rajesh Gandhi</b> 03296784 Wholetime Director	<b>Mr. Rajveer Aggarwal</b> 07883896 Wholetime Director	<b>Mr. Himanshu Purohit</b> 03296807 Wholetime Director
<b>Date of Birth (Age):</b>					
20/07/1969 (53 Years)	27/12/1962 (59 Years)	08/05/1990 (32 Years)	12/04/1971 (51 Years)	17/08/1995 (26 Years)	30/07/1973 (48 Years)
<b>Qualification:</b>					
Fellow member of ICAI and member of ICSI	Diploma in Petrochemical Technology	Higher Secondary Examinations	Bachelor's Degree in Commerce	Bachelor's Degree in Chemical Engineering	Master's Degree in Science in Inorganic Chemistry
<b>Brief resume and expertise of the Director:</b>					
Mr. Pradeep Agrawal is specialized in the field of Finance, Business, Administration and social activities and has experience of more than 25 years. He is in the Board of various companies and is also engaged in social activities. He also acts as a Trustee of the various Trusts	Mr. Kamalkumar Aggarwal holds Diploma in Petrochemical Technology (Plastic Technology) from the Maharaja Sayajirao University of Baroda, Gujarat. He has 26 years of experience in the specialized chemicals industry. He has been on the Board since January 19, 2004	Mr. Navdeep Goyal has more than 11 years of experience in operations. He has been on the Board since April 1, 2015	Mr. Rajesh Gandhi holds a bachelor's degree in Commerce from Gujarat University. He has more than 23 years of experience in finance & accounts and related operations. He has been on the Board since May 1, 2012	Mr. Rajveer Aggarwal holds a bachelor's degree in chemical engineering from the Gujarat Technological University, Gujarat. He has more than 6 years of experience in operations. He has been on the Board since Oct 2017	Mr. Himanshu Purohit holds a master's degree in Science in Inorganic Chemistry from the Sardar Patel University, Gujarat. He has more than 23 years of experience in production related operations. He has been on the Board since May 1, 2012
<b>The skills and capabilities of Independent Director and its fulfilment:</b>					
The educational qualifications, expertise and vast experience of Mr. Pradeep Agrawal enables him to fulfil his role and discharge his responsibilities as Independent Director	NA	NA	NA	NA	NA
<b>Terms and conditions of appointment or re-appointment and remuneration sought to be paid:</b>					
As per the Special Resolution set out in item no. 4 of this notice read with explanatory statement thereto.	As per the Special Resolution set out in item no. 5 of this notice read with explanatory statement thereto.	As per the Special Resolution set out in item no. 6 of this notice read with explanatory statement thereto.	As per the Special Resolution set out in item no. 7 of this notice read with explanatory statement thereto.	As per the Special Resolution set out in item no. 8 of this notice read with explanatory statement thereto.	As per the Special Resolution set out in item no. 9 of this notice read with explanatory statement thereto.

Mr. Pradeep Agrawal	Mr. Kamalkumar Aggarwal	Mr. Navdeep Goyal	Mr. Rajesh Gandhi	Mr. Rajveer Aggarwal	Mr. Himanshu Purohit
Date of first appointment on the Board:					
28/04/2022	19/01/2004	01/04/2015	01/05/2012	01/10/2017	01/05/2012
Number of Board Meetings attended during the financial year 2021-22:					
NIL	6 (Six)	4 (Four)	5 (Five)	5 (Five)	6 (Six)
Remuneration drawn during the financial year 2021-22:					
NA	358.00 Lacs	382.00 Lacs	31.20 Lacs	24.00 Lacs	31.20 Lacs
Number of shares held in the Company as on March 31, 2022:					
a. Own					
b. For other persons on a beneficial basis					
a. NIL	a. *1,01,87,080	a. **86,08,166	a. NIL	a. 25,32,800	a. NIL
b. NIL	b. NIL	b. NIL	b. NIL	b. NIL	b. NIL
Relationships between Directors inter-se:					
None	Father of Mr. Rajveer Aggarwal, Whole-time Director of the Company	None	None	Son of Mr. Kamalkumar Aggarwal, Promoter, Chairman and Managing Director of the Company	None
Directorship in other Companies as on March 31, 2022:					
<b>Director:</b> - Vital Care Pvt Ltd - Interpharm Biotech Private Limited - Vadodara Smile Foundation - Vadodara City Police Parivaar Kalyan Foundation - Shashvat Vikas Prabodhan Parishad <b>Wholetime Director:</b> - Shine Pharmaceuticals Limited <b>Managing Director:</b> - Bhoomi Medicaments Limited <b>Independent Director:</b> - Bharat Petroleum Corporation Limited	<b>Director:</b> - Medicap Healthcare Limited	<b>Director:</b> - Supertech Fabrics Private Limited - GGC Chemicals & Pharmaceuticals Private Limited - Super Industrial Lining Private Limited	<b>Director:</b> - Medicap Healthcare Limited	<b>Director:</b> - Sang Froid Marine Chem Private Limited - Medicap Healthcare Limited	NIL

Mr. Pradeep Agrawal	Mr. Kamalkumar Aggarwal	Mr. Navdeep Goyal	Mr. Rajesh Gandhi	Mr. Rajveer Aggarwal	Mr. Himanshu Purohit
Committee position held in other Companies as on March 31, 2022:					
<b>Member in below committees of BPCL:</b> 1. Audit Committee 2. Project Evaluation Committee 3. BPCL Trust for Investment in Shares Committee	NIL	NIL	NIL	NIL	NIL
Listed entities from which the Director has resigned from Directorship in last three (3) years:					
NIL	<b>Managing Director:</b> One Global Service Provider Limited (resigned w.e.f. 20/08/2020)	NIL	NIL	NIL	NIL

*\*Includes 5,10,000 Equity Shares which are jointly held by Mr. Kamalkumar Aggarwal, first holder and Mr. Rajveer Aggarwal, Second holder.*

*\*\*Includes 62,33,500 Equity Shares which are jointly held by Mr. Navdeep Goyal, first holder and Shubharangana Goyal, Second holder.*