

Continental Chemicals Ltd

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E-mail : info@continentalsoft.com
: nkc@continentalsoft.com

Web : www.continentalchemicalsltd.com

CIN : L24123UP1984PLC014111

Regd. & Head Office : A-7, Sector-7, Noida-201301 (U.P.) India

Date 25.08.2023

To
The General Manager
Bombay Stock Exchange & Listing
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building PJ Tower,
Dalal Street, Fort
Mumbai-400001
Scrip code – 506935

Subject: Intimation of 38th AGM and Book Closure Date

Dear Sir/Madam,

In pursuant to Regulation 30, 42, 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that:

- A) The 38th Annual General Meeting of the Company will be held on Wednesday, September 20, 2023, at 4.00 P.M. through Video Conferencing (VC).
- B) We have provided the facility to vote by electronic means (e-voting) on all resolutions as set out in the notice of AGM to those members, who are holding share either in physical or in electronic form as on the the cut-off date i.e., Wednesday September 13, 2023. The remote e-voting will commence at 09.00 A.M. on Sunday, September 17, 2023, and end at 5.00 P.M. on Tuesday, September 19, 2023.
- C) Notice of AGM along with Annual Report 2022-23, is being sent to the shareholders through email. The Shareholders, who have registered their email id, are being sent the above documents through email id. The Notice of AGM with Annual Report is also available on the website of the Company www.continentalchemicalsltd.com.
- D) The Register of Members and the Share Transfer Books of the Company will remain closed from September 14, 2023, to September 20, 2023 for purpose of AGM.

We are enclosing the Notice of 38th AGM.

Kindly take the above on record.

Yours Faithfully,

For **Continental Chemicals Limited**

Sakshi Dhawan

Digitally signed by Sakshi Dhawan
Date: 2023.08.25 11:30:33 +05'30'

Sakshi Dhawan

Company Secretary

(Membership No: ACS 033279)



Continental Chemicals Limited

CIN - L24123UP1984PLC014111

Registered Office: A-7, Sector-VII, Noida-201301, U.P.

Tel: 91-120-2423316 Fax: 91-120-2423316; Email: info@continentalsoft.com; nkc@continentalsoft.com

web: www.continentalchemicalsltd.com

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **38th Annual General Meeting** of Continental Chemicals Limited will be held on **Wednesday, 20th September 2023** at **04:00 P.M.** through Video Conferencing (VC) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Board's Report for the year ended 31st March 2023, audited Statement of Profit and Loss for the year, Balance Sheet as on that date, and the Report of the Auditors thereon.

2. To appoint a director in place of Mr. Aditya Vikram Chibba (DIN:02838045), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Resolution to be passed under Section 180(1) of the Companies Act, 2013 to sell, lease, transfer, convey, assign or otherwise to dispose of the company's immovable properties.

To consider, if thought fit to pass with or without modification (s), the following resolution as **special resolution**.

"RESOLVED THAT Pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the company be and is hereby given to the Board of Directors of the Company (herein as referred to as "the Board" which term shall be deemed to include any Committee which Board may constitute for this purpose)- to sell, lease, transfer, convey, assign or otherwise dispose of the company's various immovable properties as the case may be to any person or entity (ies) as may be determined by the Board for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company. "

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, without further referring the matter to the members of the company, including finalizing the suitable purchaser, assignee or lessee as the case may be of the properties, terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreement, lease, sale deed, agreement to sale, deeds of conveyance and irrevocable powers of attorney etc. and such other document (s) as may be necessary or expedient in its own discretion and in the best interest of the company, including the power to delegate, to give effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

4. Approval for continuing the contract by the Company with the Related Party

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for related party transaction as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the consent, approval, permissions and sanctions of any authority as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors to continue the contract or arrangement entered in to with Interads E Communication Limited (IECL), for providing services of the company to IECL, on the following terms & conditions:

- a) Consideration: The Price of sale of the products of the Company shall be negotiated by and agreed to both parties between 60% to 85 % of the original values of the IECL, contract with its client, depending upon the type of requirements and the work involved for IECL and the Company.
- b) Payment Schedule: With in 30 days from the date of the invoice of the Company.
- c) Advanced Received: NIL
- d) Nature, material terms and particulars of the contract or arrangement: The Contract is for providing software services.
- e) Duration of the Contract: The term of contract will be applicable for all times to come until terminated by any party.

"RESOLVED FURTHER THAT pursuant to Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the consent of the Audit Committee and the Board of Directors vide Resolution passed in their respective meetings held on 24th August, 2023, the consent of the company be and is hereby accorded to Continue the contract or arrangement with Related party as defined under the act and rules made thereunder, as per details and on terms and conditions as set out under item No.4 of the Explanatory Statement annexed to this notice."

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

5. To Approve the contract of continuing the Related Party Transaction

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for related party transaction as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the consent of the Audit Committee and the Board of Directors vide Resolution passed in their respective meetings held on 24th August, 2023,, the consent of the company be and is hereby accorded to Continue the contract or arrangement with Related party as defined under the act and rules made thereunder, as per details and on terms and conditions as set out under item No.5 of the Explanatory Statement annexed to this notice.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

By Order of the Board of Directors

Sd/-

**Naresh Kumar Chibba
Managing Director
DIN:00376963**

Place: Noida

Date: 24.08.2023

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3, 4 and 5 of the Notice of 38th Annual General Meeting (“38th AGM”), is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at the 38th AGM are also annexed with this notice as Annexure-A.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) vide its Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022 (collectively referred to as ‘MCA Circulars’), and Securities and Exchange Board of India (‘SEBI’) vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as ‘SEBI Circulars’), have permitted the holding of Annual General Meeting through Video Conferencing (‘VC’) or Other Audio-Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and SEBI Circulars, the 38th AGM of the Company is being held through VC / OAVM on Wednesday, September 20, 2023 at 4.00 p.m. (IST). The deemed venue for the 38th AGM shall be Continental Chemicals limited A-7 Sector -7 Noida U.P. 201301.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with 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.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.continentalchemicalsltd.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. Since, the AGM is being conducted through VC/OAVM; there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
10. Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to bsgoyal.associates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
11. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Additional information, pursuant to Regulation 36(3) of the Listing Regulations, in respect of director re-appointing at the Annual General Meeting is appended hereto and forms part of this Notice.
- 13.(a) The Register of Members and Share Transfer Books of the Company will remain closed from 14th September 2023 to 20th September 2023 (both days inclusive).
(b) The remote e-voting period commences on Sunday, 17th September 2023 (09:00 am) and ends on Tuesday 19th September, 2023 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 13, 2023, may cast their vote by remote e-voting.
14. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, BEETAL FINANCIAL & COMPUTER SERVICES PVT LTD., Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110062; TEL:011- 29961281-283, 26051061, 26051064, Email: beetalrta@gmail.com; Website: www.beetalfinancial.com quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.
In case share are in demat form members are requested to update their bank detail with their depository participant.
The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.
15. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
16. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to Chief Finance officer and Compliance Officer on compliance@continentalsoft.com, at least 7 days before the meeting.
17. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
18. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, up to the date of meeting.
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
20. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2023 including notice of 38th AGM is being sent only through electronic mode, those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository you may register your email id in following manner:

Physical Holding	Send a signed request the Company, at info@continentalsoft.com ; compliance@continentalsoft.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
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Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.
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22. Voting through electronic means: In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

23. THE INSTRUCTIONS FOR REMOTE EVOTING AND EVOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs ('MCA') vide its Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars'), and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as 'SEBI Circulars'). The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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 EGM/AGM will be provided by CDSL.
- The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.continentalchemicalsltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
- The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and General Circular No. 2/2022 dated May 5, 2022, and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

24. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 17th September, 2023 at 9:00 A.M. and ends on 19th September, 2023 at 5:00 P.M.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th September 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, 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	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number

	hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 & voting during the meeting.

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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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	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.

OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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.
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Continental Chemicals Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@continentalsoft.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- 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.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 (three) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 (Two) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

NOTE: IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.

EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT 2013

Item no. 3 Resolution to be passed under Section 180(1) of the Companies Act, 2013 to sell, lease, transfer, convey, assign or otherwise to dispose of the company's immovable properties.

The Company intends to Sell out its unproductive immovable property (ies) as they are incurring unnecessary expenditures with regard to the maintenance and upkeep of the properties. The Company has identified the properties which may be "substantial" in terms of Section 180 of the companies act, 2013 and therefore requires the members approval by way of special resolution.

Approval of the Members is sought for -to sell, lease, transfer, convey, assign or otherwise to dispose of the company's various immovable property as the case may be together with building, structure, rights and fixtures.

The Consideration to be received on said sell of immovable property (ies) shall be utilized to meet its additional working capital requirements and making productive investments. The said arrangement shall improve the profits of the company.

Further, the Company is in the process of negotiating the consideration and other terms and conditions with the potential purchaser (s)/lessor(s)/assignee(s) of the properties. In view of the same, the Board of Directors of the company at its meeting held on 24th August, 2023 but subject to the approval of members of the company by way of special resolution and other applicable laws and subject to the approval, permission, consents and sanctions as may be necessary, approved to- sell, lease, transfer, convey, assign or otherwise to dispose of the company's immovable properties as stated above along with the building, structures, rights and fixtures thereon to any person (s) and/to entity (ies) as may be determined by the Board including finalization of the suitable purchaser (s) of the said property (ies), the terms & conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreement for sale, sale deed, deed of conveyance and irrevocable power of attorney etc. and such other documents in the best interest of the company. The Board recommends the passing of **Special Resolution at Item NO. 3 of the Notice.**

None of the Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in this Special Resolution.

Item No.4. Approval for continuing the contract by the Company with the Related Party

The Company had entered in to the contract with Interads E Communications Limited (herein after called IECL) for providing software services of the Company, which the company wishes to continue.IECL is a related party with in the meaning of Section 2 (76) of the Companies Act, 2013, and thus the transaction requires the approval of the members by an Ordinary Resolution under Section 188 of the Companies Act, 2013, and Clause 49 of the Listing Agreement with the Stock Exchange
The Particulars of the Transaction pursuant to Explanation (1) Rule 15 of Companies (Meeting of Board and its power) Rules 2014 are as under:-

Name of the related party	Interads E Communications Limited (IECL)
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Name of the director or key managerial personnel who is related, if any	Mr. Naresh Kumar Chibba, Ms. Sunaina Chibba and Mr. Aditya Vikram Chibba, Directors of the Company, Except for this, no other director or Key Managerial Personnel is related.
Consideration	The Price of sale of the products of the Company shall be negotiated by and agreed to both parties between 60% to 85 % of the original values of the IECL, contract with its client, depending upon the type of requirements and the work involved for IECL and the Company.
Payment Status	IECL Shall pay consideration within 30 days
Advance	Nil
Nature, material terms, and particulars of the contract or arrangement	The Contract is for providing software services.
Duration of the Contract or Arrangement	The term of contract will be applicable for all times to come until terminated by any party.
Any other Information or relevant for the Members to make a decision on the proposed transactions	IECL helps in securing business from abroad
Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Part of Contract -At Arm's Length Basis Not Considered as part of the Contract- None
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
Any other information relevant or important for the Board to take a decision on the proposed transaction.	No

Further, in terms of section 188 of the Companies Act, 2013, Mr. Naresh Kumar Chibba and Mr. Aditya Vikram Chibba will not vote on the resolution as shareholders of the company.

The Board recommends the passing of Ordinary Resolution at **Item NO. 4** of the Notice.

None of the Directors, except Mr. Naresh Kumar Chibba, Mr. Aditya Vikram Chibba and Ms. Sunaina Chibba, any director or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

Item No.5. To Approve the contract of continuing the Related Party Transaction :-

Related Party Transactions: The Board of Directors of the Company at their meeting held on 24th August, 2023 has approved to continue the contract with the following related party :

Name of the related party	Continental Software Solutions Private Limited
Name of the director or key managerial personnel who is related, if any	Mr. Naresh Kumar Chibba Ms. Sunaina Chibba Mr. Aditya Vikram Chibba Mr. Akshat Bhaskar
Nature of relationship and interest	Mr. Naresh Kumar Chibba is a Director and Shareholder Ms. Sunaina Chibba is a Director Mr. Aditya Vikram Chibba is a Director Mr. Akshat Bhaskar is a Director

Consideration	The amount of the above mentioned transactions cannot be estimated but the limit of transactions with the company shall not exceed Rupees two crores
Payment Status	The Company Shall pay consideration with in 30 days
Advance	Nil
Nature, material terms, and particulars of the contract or arrangement	1. Provide Software Services 2. Leasing the Property
Duration of the Contract or Arrangement	The term of contract will be applicable for all times to come until terminated by any party.
Any other Information or relevant for the Members to make a decision on the proposed transactions	NO
Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Part of Contract -At Arm's Length Basis Not Considered as part of the Contract- None
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
Any other information relevant or important for the Board to take a decision on the proposed transaction.	No

The amount of the above mentioned transactions cannot be estimated but the limit of transactions with the company shall not exceed Rupees two crores. The transactions are Related Party Transactions and in terms or section 188 of the Companies Act, 2013 and other applicable rules there under require approval of the shareholders by passing ordinary resolution for all Transactions in future until and unless any of the above transaction mentioned is revoked by either of the party.

Further, in terms of section 188 of the Companies Act, 2013, Mr. Naresh Kumar Chibba and Mr. Aditya Vikram Chibba will not vote on the resolution as shareholder of the company. The Board of Directors of the Company recommends passing of this resolution by Ordinary Resolution.

Except Mr. Naresh Kumar Chibba,,Mr. Aditya Vikram Chibba, Ms. Sunaina Chibba and Mr. Akshat Bhaskar None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

'Annexure – A'

Information pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India regarding the directors proposed to be appointed/ re-appointed

Name of the Director	Aditya Vikram Chibba
Date of Birth	06/10/1988
Nationality	Indian
Date of appointment	12/11/2020
Qualifications	Graduated from Kingston University, London, UK
Experience	More than 12 years experience in IT Companies Including sales and marketing
Directorship in other companies	N.A.
Memberships /Chairmanships of Committees of other public Companies	N.A.
Number of Board meeting attended in FY 2022-23	11
Shareholding	12,51,700 equity shares i.e. 55.66 %
Details of Remuneration	NIL
Relationship with other directors	Son of Mr. Naresh Kumar Chibba (MD of the Company) and Brother of Ms. Sunaina Chibba (Director of the Company)

By Order of the Board of Directors

**Sd/-
Naresh Kumar Chibba
Managing Director
DIN:00376963**

Place: Noida

Date: 24.08.2023