



# Sreechem Resins Limited

AN ISO 9001 : 2015 CERTIFIED COMPANY

KOLKATA OFFICE : 23A, NETAJI SUBHAS ROAD ,11TH FLOOR , ROOM #- 11, KOLKATA - 700001, INDIA  
PHONE : 91-33-2231 3149 / 4432, E.MAIL : sreechem@sreechem.in  
CIN-L24222OR1988PLC002739

01<sup>st</sup> September, 2023

To,  
**The Deputy Manager**  
Department of Corporate Services  
**BSE Limited**  
P.J. Towers, Dalal Street, Fort  
Mumbai - 400 001

**Ref: Scrip Code 514248 (BSE)**

Dear Sir,

**Sub: Intimation of 35<sup>th</sup>Annual General Meeting under Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In pursuance to Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an intimation is hereby given that the 35<sup>th</sup>Annual General Meeting of the Company is scheduled to be held on Friday, 29<sup>th</sup>day of September, 2023 at 10.00 A.M.at the registered office of the Company situated at Vill: Jhagarpur, Post Box - No. 13, Rajgangpur- 770017, Odisha. Please find enclosed the Notice of the 35<sup>th</sup>Annual General Meeting.

Kindly take the same on your record & oblige.

**FOR SREECHEM RESINS LIMITED**

**VIKRAM KABRA**  
**(DIN: 00746232)**  
**WHOLE TIME DIRECTOR**

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SREECHEM RESINS LIMITED WILL BE HELD ON FRIDAY THE 29<sup>TH</sup> DAY OF SEPTEMBER, 2023 AT 10.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT VILL: JHAGARPUR, POST BOX NO. 13, POST: RAJGANGPUR – 770 017, DIST: SUNDARGARH, ODISHA TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS:****Item 1: ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 and the Report of Board of Directors and Auditors thereon.

**Item 2: RE-APPOINTMENT OF MR. VIBHOR SHARMA (DIN: 03011540), RETIREMENT BY ROTATION:**

To appoint a Director in place of Mr. Vibhor Sharma (DIN: 03011540), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

**SPECIAL BUSINESS:****Item 3: RE-APPOINTMENT OF MR. BINOD SHARMA (DIN: 00557039) AS MANAGING DIRECTOR:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the company be and is hereby accorded to ratify the re-appointment of Mr. Binod Sharma (DIN: 00557039) as Managing Director of the company by the Board of Directors at their meeting held on 01<sup>st</sup> April, 2023 for a period of five year with effect from 01<sup>st</sup> April, 2023 on the following terms, conditions and remuneration:

1. His tenure of appointment will be from 01<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2028;
2. He shall be paid a consolidated fixed Remuneration of Rs. 18,00,000/- per annum, subject to annual increment as may be decided by the Board of Directors of the company;
3. In additional to the fixed remuneration, he shall be paid Commission @ 1.5% on the sales of the newly developed Products made to Tata Steel Ltd.
4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company;
5. During the tenure of his appointment he will be liable to retire by rotation; and
6. He shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof.

**RESOLVED FURTHER THAT** the Consent of the Company be and is hereby accorded for the payment of the same salary, allowances and perquisites as mentioned above to Mr. Binod Sharma (DIN: 00557039), Managing Director, as minimum remuneration in case of absence or inadequacy of profits in any financial year of the Company during the said period;

**RESOLVED FURTHER THAT** the Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or reappointment as it may deem fit and as may be acceptable to Mr. Binod Sharma (DIN: 00557039) , subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item 4: RE-APPOINTMENT OF MR. VIKRAM KABRA (DIN: 00746232) AS WHOLE TIME DIRECTOR:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the company be and is hereby accorded to ratify the re-appointment of Mr. Vikram Kabra (DIN: 00746232) as a Whole Time Director of the company by the Board of Directors at their meeting held on 01<sup>st</sup> April, 2023 for a period of five year with effect from 01<sup>st</sup> April, 2023 on the following terms, conditions and remuneration:

1. His tenure of appointment will be from 01<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2028;
2. He shall be paid a consolidated Remuneration of Rs. 48,00,000/- per annum, subject to annual increment as may be decided by the Board of Directors of the company;
3. He shall be reimbursed for the expenses incurred for the benefit and development of the Company;
4. During the tenure of his appointment he will be liable to retire by rotation; and
5. He shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof.

**RESOLVED FURTHER THAT** the Consent of the Board of Directors of the Company be and is hereby accorded for the payment of the same salary, allowances and perquisites as mentioned above to Mr. Vikram Kabra (DIN: 00746232), Whole Time Director, as minimum remuneration in case of absence or inadequacy of profits in any financial year of the Company during the said period;

**RESOLVED FURTHER THAT** the Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or reappointment as it may deem fit and as may be acceptable to Mr. Vikram Kabra (DIN: 00746232), subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item 5: RE-APPOINTMENT OF MRS. SWETA MAHESHWARI (DIN: 07389832) AS AN INDEPENDENT DIRECTOR:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Sweta Maheshwari (DIN:07389832), who was appointed as an Independent Director of the Company with effect from 01<sup>st</sup> April, 2023 by the Board of Directors at their meeting held on 01<sup>st</sup> April, 2023, be and is hereby re-appointed as an Independent Director of the company to hold office for a second term of five consecutive years, upto March 31, 2028;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item 6: RE-APPOINTMENT OF MR. NIWESH SHARMA (DIN: 08099366) AS AN INDEPENDENT DIRECTOR:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Niwesh Sharma (DIN: 08099366), who was appointed as an Independent Director of the Company with effect from 01<sup>st</sup> April, 2023 by the Board of Directors at their meeting held on 01<sup>st</sup> April, 2023, be and is hereby re-appointed as an Independent Director of the company to hold office for a second term of five consecutive years, upto March 31, 2028;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item 7: APPOINTMENT OF MR. VINAY JOSHI (DIN: 10298402) AS AN INDEPENDENT DIRECTOR:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)

read with Regulation 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vinay Joshi (DIN: 10298402), who was appointed w.e.f., 30<sup>th</sup> August, 2023 as an Additional cum Independent Director of the company by the Board of Directors at their meeting held on 30<sup>th</sup> August, 2023 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for a term of five years i.e., from 30<sup>th</sup> August, 2023 to 29<sup>th</sup> August, 2028.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item 8: APPROVAL OF RELATED PARTY TRANSACTIONS WITH JOSH COMMERCIAL PRIVATE LIMITED:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read along with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read along with the Company’s Policy on “Materiality of Related Party Transactions” and subsequent to the approval of Audit Committee, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company to enter into a contract(s)/ arrangement(s)/ transaction(s) with Josh Commercial Private Limited, a related party within the meaning of the Act, for Purchase of “Proprietary Custom Designed Prepared Binders etc.,” on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 15 Crores (Rupees Fifteen Crores only) for the financial year 2024-25;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item 9: APPROVAL OF RELATED PARTY TRANSACTIONS WITH NUVI INNOCHEM PRIVATE LIMITED:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read along with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read along with the Company’s Policy on “Materiality of Related Party Transactions” and subsequent to the approval of Audit Committee, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company to enter into a contract(s)/ arrangement(s)/ transaction(s) with Nuvi Innochem Private Limited, a related party within the meaning of the Act, for Purchase of Proprietary Custom Designed Prepared Binders(Liquid) etc., on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 21 Crores (Rupees Twenty One Crores only) for the Financial year 2024-25;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item 10: APPROVAL OF RELATED PARTY TRANSACTIONS WITH NUVI INNOCHEM PRIVATE LIMITED:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read along with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read along with the Company’s Policy on “Materiality of Related Party Transactions” and subsequent to the approval of Audit Committee, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company to enter into a contract(s)/ arrangement(s)/ transaction(s) with Nuvi Innochem Private Limited, a related party within the meaning of the Act, for Sales of items like Liquid Resins, Additives, Solvents etc., on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 38 Lacs (Rupees Thirty Lacs Only) for the Financial year 2024-25;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item 11: APPROVAL OF RELATED PARTY TRANSACTIONS WITH BSN INVESTMENTS PRIVATE LIMITED:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read along with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read along with the Company’s Policy on “Materiality of Related Party Transactions” and subsequent to the approval of Audit Committee, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company to enter into a contract(s)/ arrangement(s)/ transaction(s) with BSN Investments Private Limited, a related party within the meaning of the Act, for purchase of Processed Carbonaceous Additives of various origins suitable for the proprietary application of Sreechem Resins Ltd., on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 30 Crores (Rupees Thirty Crores) for the Financial year 2024-25;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item 12: APPROVAL OF RELATED PARTY TRANSACTIONS WITH SRL WOOD PRODUCTS PRIVATE LIMITED:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read along with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read along with the Company’s Policy on “Materiality of Related Party Transactions” and subsequent to the approval of Audit Committee, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company to enter into a contract(s)/ arrangement(s)/ transaction(s) with SRL Wood Products Private Limited, a related party within the meaning of the Act, for Purchase of Proprietary Custom Designed Prepared Binders etc on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 11 Crores (Rupees Eleven Crores) for the Financial year 2024-25;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item 13: APPROVAL OF RELATED PARTY TRANSACTIONS WITH STEEL AIDS PRIVATE LIMITED:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read along with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read along with the Company’s Policy on “Materiality of Related Party Transactions” and subsequent to the approval of Audit Committee, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company to enter into a contract(s)/ arrangement(s)/ transaction(s) with Steel Aids Private Limited, a related party within the meaning of the Act, for Purchase of Proprietary Custom Designed Prepared Binders etc on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 30 Crores (Rupees Thirty Crores Only) for the Financial year 2024-25;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item 14: APPROVAL OF RELATED PARTY TRANSACTIONS WITH STEEL AIDS PRIVATE LIMITED:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read along with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read along with the Company’s Policy on “Materiality of Related Party Transactions” and subsequent to the approval of Audit Committee, the approval of the members of the company be and is hereby accorded to the Board of Directors of the Company to enter into a contract(s)/ arrangement(s)/ transaction(s) with Steel Aids Private Limited, a related party within the meaning of the Act, for Sales of items like Liquid Resins, Additives, Solvents etc., on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 23 Lakhs (Rupees Twenty Three Lakhs Only) for the Financial year 2024-25;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By order of the Board of Directors  
For SREECHEM RESINS LIMITED**

**Sd/-  
BINOD SHARMA  
(DIN: 00557039)  
MANAGING DIRECTOR**

**Date : 30.08.2023**

**Place : Kolkata**

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**IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 23<sup>rd</sup> September, 2023 to Friday, 29<sup>th</sup> September, 2023 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.
8. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, effective from April 1, 2019, and SEBI notification dated January 24, 2022, transfers of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.

9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. The Securities and Exchange Board of India (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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Copies of the 35<sup>th</sup> Annual Report is being sent to all the members via the permitted mode.
12. Members may also note that 35<sup>th</sup> Annual Report will also be available on the Company's website [www.sreechem.in](http://www.sreechem.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Odisha for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [sreechem@sreechem.in](mailto:sreechem@sreechem.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Shareholders of the Company are urged to opt for e-communication to help the company contribute to go-green initiative of this nation and the world for a better tomorrow.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the company during normal business hours (10.00 am to 5.00 pm) on all working days, up to and including the date of the general meeting of the company.
14. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2023.
15. Members seeking any information with regard to accounts are requested to write to the undersigned at the Corporate Office of the Company, at least 7 days in advance, so as to keep the information ready at the Meeting.
16. **The Additional Information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standard on "General Meetings" issued by the Institute of Company Secretaries of India in respect to the Director seeking re-appointment (Retirement by rotation) at the Annual General Meeting is as follows;**

**Mr. Vibhor Sharma (DIN: 03011540):**

Mr. Vibhor Sharma (DIN: 03011540), aged 36 years, is a Wholtime Director who joined the Board of Directors of the Company on 01<sup>st</sup> April, 2019.

Mr. Vibhor Sharma (DIN: 03011540) holds M.B.A. (Finance & Marketing) and B.E. in Electronics & Communication. He has vast knowledge in the fields of Business Strategy, Finance, Credit Rating, Marketing, Automation and Process Control, Projects & Operations and has over a decade of experience working in diverse sectors like Banking, Process Plants for Iron and Steel Sector and Cement. In the past, he was associated with Axis Bank, SSAB Energy & Minerals Ltd., Emami Cement Ltd.

Mr. Vibhor Sharma (DIN: 03011540) holds Directorship/partnership in the following companies/LLP other than Sreechem Resins Limited:

Sl. No.	Name of the Company	Date of Appointment	Designation
1.	BSN INVESTMENTS PVT LTD	26/03/2010	Director
2.	SRL WOOD PRODUCTS PRIVATE LIMITED	21/05/2010	Director
3.	SHREECHEM INDUSTRIES PVT LTD	01/11/2010	Director
4.	R S PLANTATION PRIVATE LIMITED	14/12/2011	Director
5.	SARAF PLANTATION PRIVATE LIMITED	14/12/2011	Director
6.	PRAGMATIQUE CHEMICAL SOLUTIONS LLP	14/09/2015	Designated Partner
7.	MACERAL MODIFIERS PRIVATE LIMITED	09/09/2022	Director

Mr. Vibhor Sharma (DIN: 03011540) does not hold any positions in any of the committees of the Board of Directors of Sreechem Resins Limited.

Mr. Vibhor Sharma (DIN: 03011540) does not hold any membership/chairmanship in Committees of Board in any other unlisted public/private company.

Mr. Vibhor Sharma (DIN: 03011540) did not hold any Directorship/membership/chairmanship in Committees of Board in any other listed entity during the last three years.

Mr. Vibhor Sharma (DIN: 03011540) is not related to any of the other Director(s) and KMP(s) of the Company except, Mr. Binod Sharma (DIN: 00557039), Managing Director of the Company.

Mr. Vibhor Sharma (DIN: 03011540) holds 500 Equity Shares in Sreechem Resins Limited.

Mr. Vibhor Sharma (DIN: 03011540) attended 6 (Six) Meetings of the Board of Directors during the financial year 2022-23.

#### 17. Voting through electronic means:

In compliance with provision of section 108 of the companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their votes electronically in the 35<sup>th</sup> Annual General Meeting (AGM). The business may be transacted through remote e-voting Services provided by National Securities Depository Limited (NSDL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

#### THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

**(A)** The remote e-voting period begins on Tuesday 26<sup>th</sup> September, 2023 at 09.00 A.M and ends on Thursday 28<sup>th</sup> September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e .Friday 22<sup>nd</sup> September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday 22<sup>nd</sup> September, 2023.

**(B)** The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





#### STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

##### A. Login method for e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>



	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">   </p> <p style="text-align: center;">   </p>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>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></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

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

**B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to cast your vote electronically.

(iv) Your User ID details are given below:

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

(v) Password details for shareholders other than Individual shareholders are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- (d) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(vi) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(vii) Now, you will have to click on "Login" button

(viii) After you click on the "Login" button, Home page of e-Voting will open.

#### STEP 2 : CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**(C) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the email id of the Company i.e., at [sreechem@sreechem.in](mailto:sreechem@sreechem.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the email id of the Company i.e., at [sreechem@sreechem.in](mailto:sreechem@sreechem.in)
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)
4. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**(D) General Instructions:**

1. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [sreechem@sreechem.in](mailto:sreechem@sreechem.in) with a copy marked to the scrutinizer at [kothari.navin@yahoo.com](mailto:kothari.navin@yahoo.com) and, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) on or before Thursday, 28<sup>th</sup> September, 2023 upto 05:00 P.M without which the vote shall not be treated as valid.
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e., Friday 22<sup>nd</sup> September, 2023. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
  4. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e., Friday 22<sup>nd</sup> September, 2023. may obtain the login ID and password by sending a request at to the Company at [sreechem@sreechem.in](mailto:sreechem@sreechem.in). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password
18. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM
  19. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may cast their vote at the AGM through ballot paper.
  20. At the end of the discussion at the AGM, on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
  21. **Scrutiny of the Voting Process:**
    - a. The Board of directors has appointed Mr. Navin Kothari, Proprietor, M/s. N.K & ASSOCIATES, Company Secretaries (Membership No. 5935 Certificate of Practice No. 3725) as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner.

- b. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than two working days from the conclusion of the AGM to the Chairman of the Annual General Meeting. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
- c. The result, along with the Scrutinizer's Report, will be placed on the Company's website, [www.sreechem.in](http://www.sreechem.in) and on the website of NSDL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to BSE Ltd.

**By order of the Board of Directors  
For SREECHEM RESINS LIMITED**

**Sd/-  
BINOD SHARMA  
(DIN: (00557039)  
MANAGING DIRECTOR**

**Date :30.08.2023  
Place : Kolkata**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO  
SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3: RE-APPOINTMENT OF MR. BINOD SHARMA (DIN: 00557039) AS MANAGING DIRECTOR:**

Mr. Binod Sharma (DIN: 00557039), aged 65 years, was appointed in the Board as the Managing Director with effect from 01<sup>st</sup> April, 2018 to hold office for a term of 5 years.

During FY 2022-2023 Mr. Binod Sharma (DIN: 00557039) was paid a consolidated fixed Remuneration of Rs. 18,00,000/- per annum and a Commission @ 1.5% on the sales of the newly developed Product on the sales made to Tata Steel Ltd.

The Board of Directors at its meeting held on 01<sup>st</sup> April, 2023 pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Nomination and Remuneration Committee subject to the approval of the Shareholders, re-appointed Mr. Binod Sharma (DIN: 00557039) as the Managing Director of the Company for a period of five years w.e.f 01<sup>st</sup> April, 2023 on the following terms and conditions;

**TERMS OF APPOINTMENT:**

1. His tenure of appointment will be from 01<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2028;
2. He shall be paid a consolidated fixed Remuneration of Rs. 18,00,000/- per annum, subject to annual increment as may be decided by the Board of Directors of the company;
3. In addition to the fixed remuneration, he shall be paid Commission @ 1.5% on the sales of the newly developed Products made to Tata Steel Ltd.
4. He shall be reimbursed for the expenses incurred for the benefit and development of the Company;
5. During the tenure of his appointment he will be liable to retire by rotation; and
6. He shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof.

Mr. Binod Sharma (DIN: 00557039) started his career in Hari Machine Limited as Purchase Executive. Later on he started his first entrepreneurial venture along with Mr. S.N. Kabra by setting up a Resin manufacturing unit at Rajgangpur, Orissa. He is a Promoter Director of this Company. He is a Commerce Graduate from Sambalpur University and Diploma in materials management from NITIE, Mumbai. He has a rich experience & knowledge in Marketing. He has an extensive knowledge about the products and its market. His contribution to the growth of the Company is incomparable.

Mr. Binod Sharma (DIN: 00557039) holds Directorships in the following companies other than Sreechem Resins Limited:

Sl. No.	Name of the Company	Date of Appointment	Designation
1	SRL WOOD PRODUCTS PRIVATE LIMITED	01/08/2008	Director
2	MACERAL MODIFIERS PRIVATE LIMITED	09/09/2022	Director
3	SHREECHEM INDUSTRIES PVT LTD	16/09/1988	Director
4	WORTH OF WASTE CONCEPTS PRIVATE LIMITED	28/09/2021	Director
5	STEEL AIDS PRIVATE LIMITED	10/04/2008	Director
6	NIVEDAN MERCANTILES PVT. LTD	30/07/1992	Director

7	JOSH COMMERCIAL PRIVATE LIMITED	25/04/2005	Director
8	BSN INVESTMENTS PVT LTD	16/11/1992	Director
9	KASTURI FISCAL PVT. LTD.	30/07/1992	Director
10	SREECHEM FINANCE PVT. LTD.	30/07/1992	Director
11	ROURKELA LIFE LINE PRIVATE LIMITED	01/04/1999	Director

Mr. Binod Sharma (DIN: 00557039) is the Member of the "Stakeholders Relationship Committee", of the Board of Directors of Sreechem Resins Limited.

Mr. Binod Sharma (DIN: 00557039) does not hold any membership/chairmanship in Committees of Board in any other unlisted public/private company.

Mr. Binod Sharma (DIN: 00557039) did not hold any Directorship/membership/chairmanship in Committees of Board in any other listed entity during the last three years.

Mr. Binod Sharma (DIN: 00557039) holds 3,43,100 Equity Shares in Sreechem Resins Limited.

Mr. Binod Sharma (DIN: 00557039) during the FY 2022-2023 attended seven (7) Meetings of Board of Directors.

The Company has received from Mr. Binod Sharma (DIN: 00557039);

- Consent in writing to act as Managing Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013

The "Nomination and Remuneration Committee" and the "Board of Directors" of the Company are of the strong opinion that with experience and expertise as mentioned above of Mr. Binod Sharma (DIN: 00557039) will be able to guide and take the Company's business to next level.

We further confirm that the said appointment is in compliance with the provisions of Section 203 of the Companies Act and all other applicable provisions of the Companies Act, 2013 and the rules thereof.

Mr. Binod Sharma (DIN: 00557039) is not related to any of the any other Director(s) and KMP(s) of the Company except Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director of the Company.

#### Information in terms of Section II of Part II of the Schedule V of the Companies Act, 2013.

##### I. General Information:

##### 1. Nature of Industry:

Sreechem Resins Limited is a leading manufacturer of Phenolic Resins & Allied Products. Over the last 3 decades the company has consolidated its position as a market leader in Refractory Resin. With the upswing of the Steel manufacturing industries in the country, the requirement of refractories will automatically go up. In turn, the supply of our Resin to the refractory industries, who are catering to the requirement of Steel Plants, will also go up substantially.

##### 2. Date and expected date of Commencement of Commercial Production:

The Company has been into existence since 1988 and is focused on contributing to the growth of Resin Sector and in turn the increase in Economic activities.

##### 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 as the company is already into existence.

##### 4. Financial Performance based on given indicators:

Particulars	Rs. In Lakhs		
	FY 2022-2023	FY 2021-2022	FY 2020-2021
Profit before Tax	108.93	411.31	240.69
Profit after Tax	81.63	310.03	185.43
Net-worth	1143.44	1061.82	751.79

##### 5. Foreign Investments or collaborations, if any:

Nil

**II. Information about Mr. Binod Sharma (DIN: 00557039)****1. Background:**

Mr. Binod Sharma (DIN: 00557039) had started his career in Hari Machine Limited as Purchase Executive. Later on he started his first entrepreneurial venture along with Mr. S.N. Kabra by setting up a Resin manufacturing unit at Rajgangpur, Orissa. He is a Commerce Graduate from Sambalpur University and diploma in materials management from NITIE, Mumbai. He has a rich experience & knowledge in Marketing. He has an extensive knowledge about the products and its market.

**2. Past Remuneration:**

He was being paid consolidated fixed remuneration of Rs. 18,00,000 p.a. and a commission @1.5% on the sales of the newly developed Products made to Tata Steel Ltd.

**3. Recognition or Awards:**

Not Applicable

**4. Job Profile and his suitability:**

Mr. Binod Sharma (DIN: 00557039) is the Managing Director of the Company. He shall carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him subject to superintendence, control and directions of the Board.

Mr. Binod Sharma (DIN: 00557039) had started his career in Hari Machine Limited as Purchase Executive. Later on he started his first entrepreneurial venture along with Mr. S.N. Kabra by setting up a Resin manufacturing unit at Rajgangpur, Orissa. He is a Commerce Graduate from Sambalpur University and diploma in materials management from NITIE, Mumbai. He has a rich experience & knowledge in Marketing. He has an extensive knowledge about the products and its market. The "Nomination and Remuneration Committee" and the "Board of Directors" of the Company are of the strong opinion that with experience and expertise as mentioned above, Mr. Binod Sharma (DIN: 00557039) is suitable to occupy this position.

**5. Remuneration Proposed:**

It is proposed to pay Mr. Binod Sharma (DIN: 00557039) a consolidated fixed remuneration of Rs. 18,00,000/- per annum and the Commission @ 1.5% on the sales of the newly developed Products made to Tata Steel Ltd. Further, the authority of the shareholders of the Company is sought to empower the Board of Directors of the Company to alter the terms of his appointment as may be deemed fit by the Board of the Company, subject to the provisions of the Companies Act.

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable with the remuneration in similar sized industries in same/similar segment of business for this position and profile.

**7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:**

Except for the below mentioned Pecuniary relationship, Mr. Binod Sharma (DIN: 00557039) does not have any other Pecuniary relationship with the company.

(a) Remuneration as proposed in the resolution.

(b) Mr. Binod Sharma holds 3,43,100 Equity Shares in our Company.

(c) Further, Mr. Binod Sharma is not related to any of the other Director(s), and KMP(s) of the Company except to Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director of the Company

**III. Other information:****1. Reasons of inadequate Profit;**

The Company operates in an industry where volatility is the order of the day.

**2. Steps taken/proposed to be taken for improvement:**

The Company has developed new Products, which has been approved by a leading Steel manufacturer. The initial results of the product are to the satisfaction of the Steel manufacturer. The Board is confident of improving the financial position of the company in years to come

**3. Expected increase in productivity and profits in measurable terms:**

The Company is aiming to increase the production and turnover of the newly developed products of the company and become more profitable.

**IV. Disclosures:**

Information as required under this head is provided under the Corporate Governance head of the Director's Report of the Annual Report.

The Resolution seeks the approval of members for the re-appointment of Mr. Binod Sharma (DIN: 00557039) as the Managing Director of the Company for a period of five years i.e. from 01<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2028 under the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Binod Sharma (DIN: 00557039) as the Managing Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Binod Sharma (DIN: 00557039) as the Managing Director of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

None of the Director, Key managerial personnel or their relatives are interested or concerned in the resolution except Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director of the Company and Mr. Binod Sharma (DIN: 00557039), to whom this resolution relates.

**The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as a Special Resolution.**

**Item No. 4: RE-APPOINTMENT OF MR. VIKRAM KABRA (DIN: 00746232) AS WHOLE TIME DIRECTOR:**

Mr. Vikram Kabra (DIN: 00746232) aged 45 years, was appointed in the Board as the Wholetime Director with effect from 01<sup>st</sup> April, 2018 to hold office for a term of 5 years.

During FY 2022-2023 Mr. Vikram Kabra (DIN: 00746232) was paid a consolidated remuneration of Rs. 48,00,000/- per annum.

The Board of Directors at its meeting held on 01<sup>st</sup> April, 2023 pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Nomination and Remuneration Committee subject to the approval of the Shareholders, re-appointed Mr. Vikram Kabra (DIN: 00746232) as Whole time Director of the Company with effect from 01<sup>st</sup> April, 2023 for a period of five years on the following terms and conditions;

**TERMS OF APPOINTMENT:**

1. His tenure of appointment will be from 01<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2028;
2. He shall be paid a consolidated Remuneration of Rs. 48,00,000/- per annum, subject to annual increment as may be decided by the Board of Directors of the company;
3. He shall be reimbursed for the expenses incurred for the benefit and development of the Company;
4. During the tenure of his appointment he will be liable to retire by rotation; and
5. He shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof.

Mr. Vikram Kabra (DIN: 00746232) is a Graduate in Commerce and has vast knowledge in manufacturing & marketing of Resins & other Chemical Products. He has a rich experience of more than a decade in Resin & other Chemicals Business. His contribution to the growth of the Company is incomparable.

Mr. Vikram Kabra (DIN: 00746232) holds Directorships in the following companies other than Sreechem Resins Limited:

S.No	Name of the Company	Date of Appointment	Designation
1.	SRL WOOD PRODUCTS PRIVATE LIMITED	24/07/1997	DIRECTOR
2.	MACERAL MODIFIERS PRIVATE LIMITED	09/09/2022	DIRECTOR
3.	AABAS PROJECTS PVT LTD	27/07/2009	DIRECTOR

Mr. Vikram Kabra (DIN: 00746232) is the Member of the "Audit Committee" of the Board of Directors of Sreechem Resins Limited.

Mr. Vikram Kabra (DIN: 00746232) does not hold any membership/chairmanship in Committees of Board in any other unlisted public/private company.

Mr. Vikram Kabra (DIN: 00746232) did not hold any Directorship/membership/chairmanship in Committees of Board in any other listed entity during the last three years.

Mr. Vikram Kabra (DIN: 00746232) holds 15,900 Equity Shares in our Company.

Mr. Vikram Kabra (DIN: 00746232) during the FY 2022-2023 attended Seven (7) Meetings of Board of Directors.

The Company has received from Mr. Vikram Kabra (DIN: 00746232);

- a. Consent in writing to act as Whole Time Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- b. Intimation of Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub Section (2) of Section 164 of the Companies Act, 2013.

The "Nomination and Remuneration Committee" and the "Board of Directors" of the Company are of the strong opinion that with experience and expertise as mentioned above Mr. Vikram Kabra (DIN: 00746232) will be able to guide and take the Company's business to next level.

Mr. Vikram Kabra (DIN: 00746232) is not related to any of the other Director(s) and KMP(s) of the Company.

#### Information in terms of Section II of Part II of the Schedule V of the Companies Act, 2013.

##### I. General Information:

###### 1. Nature of Industry:

Sreechem Resins Limited is a leading manufacturer of Phenolic Resins & Allied Products. Over the last 3 decades the company has consolidated its position as a market leader in Refractory Resin. With the upswing of the Steel manufacturing industries in the country, the requirement of refractories will automatically go up. In turn, the supply of our Resin to the refractory industries, who are catering to the requirement of Steel Plants, will also go up substantially.

###### 2. Date or expected date of Commencement of Commercial Production:

The Company has been into existence since 1988 and is focused on contributing to the growth of Resin Sector and in turn the increase in Economic activities.

###### 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 as the company is already in to existence.

###### 4. Financial Performance based on given indicators:

Particulars	Rs. In Lakhs		
	FY 2022-2023	FY 2021-2022	FY 2020-2021
Profit before Tax	108.93	411.31	240.69
Profit after Tax	81.63	310.03	185.43
Net-worth	1143.44	1061.82	751.79

###### 5. Foreign Investments or collaborations, if any:

Nil

##### II. Information about Mr. Vikram Kabra (DIN: 00746232)

###### 1. Background Details:

Mr. Vikram Kabra (DIN: 00746232) is a Graduate in Commerce and has vast knowledge in manufacturing & marketing of Resins & other Chemical Products. He has a rich experience of more than a decade in Resin & other Chemicals Business

###### 2. Past Remuneration:

He was being paid a consolidated fixed remuneration of Rs. 48,00,000/- per annum.

###### 3. Recognition or Awards:

Not Applicable

###### 4. Job Profile and his suitability:

Mr. Vikram Kabra (DIN: 00746232) is the Wholetime Director of the Company. He shall carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him subject to superintendence, control and directions of the Board.



Mr. Vikram Kabra (DIN: 00746232) is a Graduate in Commerce and has vast knowledge in manufacturing & marketing of Resins & other Chemical Products. He has a rich experience of more than a decade in Resin & other Chemicals Business. The “Nomination and Remuneration Committee” and the “Board of Directors” of the Company are of the strong opinion that with experience and expertise as mentioned above, Mr. Vikram Kabra (DIN: 00746232) is suitable to occupy this position.

**5. Remuneration Proposed:**

It is proposed to pay Mr. Vikram Kabra (DIN: 00746232) fixed consolidated remuneration of Rs. 48,00,000/- per annum and further the authority of the shareholders of the Company is sought to empower the Board of Directors of the Company to alter the terms of his re-appointment as may be deemed fit by the Board of the Company, subject to the provisions of the Companies Act.

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable with the remuneration in similar sized industries in same/similar segment of business for this position and profile.

**7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:**

Except for the below mentioned Pecuniary relationship, Mr. Vikram Kabra (DIN: 00746232) does not have any other Pecuniary relationship with the company:

- (a) Remuneration as proposed in the resolution.
- (b) Mr. Vikram Kabra (DIN: 00746232) holds 15,900 Equity Shares in Sreechem Resins Limited.

**V. Other information:**

**1. Reasons of Inadequate Profit;**

The Company operates in an industry where volatility is the order of the day.

**2. Steps taken/proposed to be taken for improvement:**

The Company has developed new Products, which has been approved by a leading Steel manufacturer. The initial results of the product are to the satisfaction of the Steel manufacturer. The Board is confident of improving the financial position of the company in years to come

**3. Expected increase in productivity and profits in measurable terms:**

The Company is aiming to increase the production and turnover of the newly developed products of the company and become more profitable.

**VI. Disclosure:**

Information as required under this head is provided under the Corporate Governance head of the Director's Report of the Annual Report.

The Resolution seeks the approval of members for the re-appointment of Mr. Vikram Kabra (DIN: 00746232) as the Whole Time Director of the Company for a period of five years i.e. from 01<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2028 under the provisions of Section 196 and 197 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Vikram Kabra (DIN: 00746232) as the Whole Time Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Vikram Kabra (DIN: 00746232) as the Whole Time Director of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

None of the Director, Key managerial personnel or their relatives, except Mr. Vikram Kabra (DIN: 00746232), to whom the resolution relates, is interested or concerned in the resolution.

**The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as a Special Resolution.**

**Item No. 5: RE-APPOINTMENT OF MRS. SWETA MAHESHWARI (DIN: 07389832) AS AN INDEPENDENT DIRECTOR:**

Mrs. Sweta Maheshwari (DIN: 07389832) aged 46 years, was appointed in the Board as the Non-Executive (Independent Director) with effect from 01<sup>st</sup> April, 2018 to hold office for a term of 5 years.

Mrs. Sweta Maheshwari (DIN: 07389832) is the Member of the "Nomination and Remuneration Committee" of the Board of Directors of Sreechem Resins Limited. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, she being eligible and seeks re-appointment/appointment as an Independent Director for a second term of five years.

Mrs. Sweta Maheshwari (DIN: 07389832) is a Graduate in Science and has practical experience in marketing. She has an experience of one and half decades in the field of marketing & product development of consumer products for several years. As an Independent Director of our Company with corporate acumen she has brought in value addition to Sreechem Resins Limited.

Mrs. Sweta Maheshwari (DIN: 07389832) does not hold Directorships in any Company other than Sreechem Resins Limited;

Mrs. Sweta Maheshwari (DIN: 07389832) does not hold any membership/chairmanship in Committees of Board in any other unlisted public/private company.

Mrs. Sweta Maheshwari (DIN: 07389832) did not hold any Directorship/membership/chairmanship in Committees of Board in any other listed entity during the last three years.

Mrs. Sweta Maheshwari (DIN: 07389832) does not hold any shares of Sreechem Resins Limited.

Mrs. Sweta Maheshwari (DIN: 07389832) during the FY 2022-2023 attended Three (3) Meetings of Board of Directors.

Mrs. Sweta Maheshwari (DIN: 07389832) is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given her consent to act as a Director. The Company has also received declaration from Mrs. Sweta Maheshwari (DIN: 07389832) that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

As per Section 149 (11) of the Companies Act, 2013 an independent director can hold office for a term up to 5 (five) consecutive years for two consecutive terms on the Board of a company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received from Mrs. Sweta Maheshwari (DIN: 07389832);

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and
- (iii) A declaration to the effect that she meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

Mrs. Sweta Maheshwari (DIN: 07389832) is not related to any of the other Director(s), and KMP(s) of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her professional background and experience and contributions made by her during her tenure, her continuance as an Independent Director would be beneficial to the Company. Accordingly, it is proposed to re-appoint Mrs. Sweta Maheshwari (DIN: 07389832) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

In the opinion of the Board of Directors, Mrs. Sweta Maheshwari (DIN: 07389832), the Independent Director proposed to be re-appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. A copy of the draft letter for re-appointment of Mrs. Sweta Maheshwari (DIN: 07389832) as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of AGM.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Sweta Maheshwari (DIN: 07389832) as an Independent Director.

Accordingly, the Board recommends the resolution in relation to re-appointment of Mrs. Sweta Maheshwari (DIN: 07389832) as an Independent Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

None of the director, key managerial personnel or their relatives, except Mrs. Sweta Maheshwari (DIN: 07389832), to whom the resolution relates, is interested or concerned in the resolution.

**The Board recommends the resolution set forth in Item No. 5 for the approval of the Members as a Special Resolution.**

**Item No. 6: RE-APPOINTMENT OF MR. NIWESH SHARMA (DIN: 08099366) AS AN INDEPENDENT DIRECTOR:**

Mr. Niwesh Sharma (DIN: 08099366) aged 34 years, was appointed in the Board as the Non-Executive (Independent Director) with effect from 01<sup>st</sup> April, 2018 to hold office for a term of 5 years.

Mr. Niwesh Sharma (DIN: 08099366) is the Chairman of all the three committees of the Board of Directors viz., the "Audit Committee", "Nomination and Remuneration Committee" and "Stakeholders Relationship Committee". In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, she being eligible and seeks re-appointment/appointment as an Independent Director for a second term of five years.

Mr. Niwesh Sharma (DIN: 08099366) is a Graduate in Commerce. He has vast knowledge of finance & strategic planning. He has six years of experience in Business Administration. As an Independent Director of our Company with corporate acumen he has brought value addition to Sreechem Resins Limited.

Mr. Niwesh Sharma (DIN: 08099366) does not hold Directorships in any company other than Sreechem Resins Limited.

Mr. Niwesh Sharma (DIN: 08099366) does not hold any membership/chairmanship in Committees of Board in any other unlisted public/private company.

Mr. Niwesh Sharma (DIN: 08099366) did not hold any Directorship/membership/chairmanship in Committees of Board in any other listed entity during the last three years.

Mr. Niwesh Sharma (DIN: 08099366) does not hold any shares of Sreechem Resins Limited.

Mr. Niwesh Sharma (DIN: 08099366) during the FY 2022-2023 attended six (6) Meetings of Board of Directors.

Mr. Niwesh Sharma (DIN: 08099366) is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given his consent to act as a Director. The Company has also received declaration from Mr. Niwesh Sharma (DIN: 08099366) that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

As per the said Section 149 (11) of the Companies Act, 2013 an independent director can hold office for a term up to 5 (five) consecutive years for two consecutive terms on the Board of a company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received from Mr. Niwesh Sharma (DIN: 08099366);

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

Mr. Niwesh Sharma (DIN: 08099366) is not related to any of the other Director(s), and KMP(s) of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his professional background and experience and contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company. Accordingly, it is proposed to re-appoint Mr. Niwesh Sharma (DIN: 08099366) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

In the opinion of the Board of Directors, Mr. Niwesh Sharma (DIN: 08099366), the Independent Director proposed to be re-appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. A copy of the draft letter for re-appointment of Mr. Niwesh Sharma (DIN: 08099366) as an

Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Niwesh Sharma (DIN: 08099366) as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Niwesh Sharma (DIN: 08099366) as an Independent Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

None of the director, key managerial personnel or their relatives, except Mr. Niwesh Sharma (DIN: 08099366), to whom the resolution relates, is interested or concerned in the resolution.

**The Board recommends the resolution set forth in Item No. 6 for the approval of the Members as a Special Resolution.**

**Item No. 7: APPOINTMENT OF MR. VINAY JOSHI (DIN: 10298402) AS AN INDEPENDENT DIRECTOR:**

Mr. Vinay Joshi (DIN: 10298402) aged 25 years, was appointed on the Board of Directors of the Company as the Additional cum Independent Director with effect from 30<sup>th</sup> August, 2023 to hold office for a term of 5 years. He is the member of all the three committee of the Board of Directors viz., the "Audit Committee", "Nomination and Remuneration Committee" and "Stakeholders Relationship Committee". Mr. Vinay Joshi (DIN: 10298402) ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, and being eligible, seeks appointment as an Independent Director for a term of five years.

Mr. Vinay Joshi (DIN: 10298402) holds a Master's Degree in Business Administration from Andhra University. He has been in the field of marketing of Plastics and Chemicals. As an Independent Director of our Company with aforementioned expertise the Nomination & Remuneration Committee and the Board of Directors of the Company is of the opinion that, not only he would be a valuable asset to the company but shall also propel the company in its growth and market penetration.

Mr. Vinay Joshi (DIN: 10298402) does not hold directorship in any other Company.

Mr. Vinay Joshi (DIN: 10298402) does not hold any membership/chairmanship in Committees of Board in any other unlisted public/private company.

Mr. Vinay Joshi (DIN: 10298402) did not hold any Directorship/membership/chairmanship in Committees of Board in any other listed entity during the last three years.

Mr. Vinay Joshi (DIN: 10298402) does not hold any shares of Sreechem Resins Limited.

Mr. Vinay Joshi (DIN: 10298402) was appointed on the Board of Directors of the Company w.e.f., 30<sup>th</sup> August, 2023, thus he was not entitled to attend any meeting of Board of Directors of the Company during the FY 2022-2023.

Mr. Vinay Joshi (DIN: 10298402) is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "Act") and has given his consent to act as a Director. The Company has also received declaration from Mr. Vinay Joshi (DIN: 10298402) that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

As per the said Section 149 (11) of the Companies Act, 2013 an Independent Director can hold office for a term up to 5 (five) consecutive years for two consecutive terms on the Board of a company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received from Mr. Vinay Joshi (DIN: 10298402);

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

Mr. Vinay Joshi (DIN: 10298402) is not related to any of the Director(s), and KMP(s) of the Company.

The Board, based on the evaluation of the profile of Mr. Vinay Joshi (DIN: 10298402) and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his professional background and experience his appointment as an Independent Director would be beneficial to the Company. Accordingly, it is proposed to appoint Mr. Vinay Joshi (DIN: 10298402) as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

In the opinion of the Board of Directors, Mr. Vinay Joshi (DIN: 10298402), the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. A copy of the draft letter for appointment of Mr. Vinay Joshi (DIN: 10298402) as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Vinay Joshi (DIN: 10298402) as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vinay Joshi (DIN: 10298402) as an Independent Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

None of the director, key managerial personnel or their relatives, except Mr. Vinay Joshi (DIN: 10298402), to whom the resolution relates, is interested or concerned in the resolution.

**The Board recommends the resolution set forth in Item No. 7 for the approval of the Members as a Ordinary Resolution.**

**Item No. 8: APPROVAL OF RELATED PARTY TRANSACTIONS WITH JOSH COMMERCIAL PRIVATE LIMITED:**

Your Board has proposed to renew the arrangement with Josh Commercial Private Limited for Purchase of Proprietary Custom Designed Prepared Binders etc.

Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder state that no company shall enter into sale, purchase or supply of any goods or materials with a related party as defined under Section 2(76) of the Act except with the consent of the Board and Members of the Company, where the value of transaction amounts to 10% of more of the turnover of the company, computed on the basis of the audited financial statement of the preceding financial year.

The details w.r.t. the nature of relationship between Josh Commercial Private Limited and the Directors of the Company is provided in the table below.

Accordingly, transaction to be entered into with Josh Commercial Private Limited is covered within the meaning of Related Party Transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Company's Policy on "Materiality of Related Party Transactions".

The proposed value of the transaction with Josh Commercial Private Limited for FY 2024-2025 may reach upto a maximum of Rs. 15 Crores. Since the proposed value of transaction amounts to 10% or more of the turnover of the company, the approval of the shareholders is being sought for the said proposed Related Party Transaction. The said transaction has been approved by the Audit Committee of the Company.

Particulars of the proposed transaction with Josh Commercial Private Limited is as follows:

Sl. No	Particulars	Remarks
1	Name of the Related Party	Josh Commercial Private Limited
2	Name of the Director or KMP who is related	Mr. Binod Sharma (DIN: 00557039), Managing Director and Mr. Vibhor Sharma (DIN:03011540), Whole Time Director
3	Nature of Relationship	It is brought to the notice of the Members that; <ol style="list-style-type: none"> <li>Mr. Binod Sharma (DIN: 00557039), Managing Director is also the Director and Member of Josh Commercial Private Limited.</li> <li>Further, the relatives of Mr. Binod Sharma (DIN: 00557039), Managing Director and Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director are Directors and Members of Josh Commercial Private Limited.</li> </ol>
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The contract(s) / arrangement(s) / transaction(s) being proposed is for purchase of Proprietary Custom Designed Prepared Binders etc for a value up to a maximum amount of Rs. 15 Crores (Rupees Fifteen Crores only) for the financial year 2024-25.

5	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL
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None of the Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Mr. Binod Sharma (DIN: 00557039), Managing Director and Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director and their relatives.

**The Board of Directors recommend passing of the resolution as set out at item no. 8 of this Notice as an Ordinary Resolution.**

**Item No. 9 & 10: APPROVAL OF RELATED PARTY TRANSACTIONS WITH NUVI INNOCHEM PRIVATE LIMITED:**

Your Board has proposed to renew the arrangement with Nuvi Innochem Private Limited for the Purchase of Proprietary Custom Designed Prepared Binders etc and Sales of items like Liquid Resins, Additives, Solvents etc.

Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder state that no company shall enter into sale, purchase or supply of any goods or materials with a related party as defined under Section 2(76) of the Act except with the consent of the Board and Members of the Company, where the value of transaction amounts to 10% or more of the turnover of the company, computed on the basis of the audited financial statement of the preceding financial year.

The details w.r.t. the nature of relationship between Nuvi Innochem Private Limited and the Directors of the Company is provided in the table below.

Accordingly, transaction to be entered into with Nuvi Innochem Private Limited is covered within the meaning of Related Party Transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Company's Policy on "Materiality of Related Party Transactions".

The proposed value of the transaction with Nuvi Innochem Private Limited for FY 2024-2025 may reach upto a maximum of Rs. 21 Crores (Rupees Twenty One Crores only) for purchase and Rs. 38 Lakhs (Rupees Thirty Eight Lakhs Only) for sales. Since the proposed value of transaction amounts to 10% or more of the turnover of the company, the approval of the shareholders is being sought for the said proposed Related Party Transaction. The said transaction has been approved by the Audit Committee of the Company.

Particulars of the proposed transaction with Nuvi Innochem Private Limited is as follows:

Sl. No	Particulars	Remarks
1	Name of the Related Party	Nuvi Innochem Private Limited
2	Name of the Director or KMP who is related	Mr. Binod Sharma (DIN: 00557039), Managing Director, Mr. Vikram Kabra (DIN:00746232), Whole Time Director and Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director
3	Nature of Relationship	It is brought to the notice of the Members that the relatives of Mr. Binod Sharma (DIN: 00557039), Managing Director, Mr. Vikram Kabra (DIN: 00746232), Whole Time Director and Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director are Directors and Members of Nuvi Innochem Private Limited.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The contract(s) / arrangement(s) / transaction(s) being proposed is for purchase of Proprietary Custom Designed Prepared Binders etc for a value of up to a maximum amount of Rs. 21 Crores (Rupees Twenty One Crores only) for the financial year 2024-25 and sale of items like Liquid Resins, Additives, Solvents etc., for a value of upto a maximum amount of Rs. 38 Lacs (Rupees Thirty Lakhs Only) for the financial 2024-25.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

None of the Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Mr. Binod Sharma (DIN: 00557039), Managing Director, Mr. Vikram Kabra (DIN: 00746232), Whole Time Director, Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director and their relatives.

**The Board of Directors recommend passing of the resolution as set out at item no. 9 & 10 of this Notice as an Ordinary Resolution.**

**Item No. 11: APPROVAL OF RELATED PARTY TRANSACTIONS WITH BSN INVESTMENTS PRIVATE LIMITED:**

Your Board has proposed to renew the arrangement with BSN Investments Private Limited for purchase of Processed Carbonaceous Additives of various origins suitable for the proprietary application of Sreechem Resins Ltd.

Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder state that no company shall enter into sale, purchase or supply of any goods or materials with a related party as defined under Section 2(76) of the Act except with the consent of the Board and Members of the Company, where the value of transaction amounts to 10% or more of the turnover of the company, computed on the basis of the audited financial statement of the preceding financial year.

The details w.r.t. the nature of relationship between BSN Investments Private Limited and the Directors of the Company are provided in the table below.

Accordingly, transaction to be entered into with BSN Investments Private Limited is covered within the meaning of Related Party Transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Company's Policy on "Materiality of Related Party Transactions".

The proposed value of the transaction with BSN Investments Private Limited for FY 2024-2025 may reach upto a maximum of Rs. 30 Crores (Rupees Thirty Crores). Since the proposed value of transaction with BSN Investments Private Limited is amounting to 10% or more of the turnover of the company, the approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with BSN Investments Private Limited. The said transaction has been approved by the Audit Committee of the Company.

Particulars of the proposed transaction with BSN Investments Private Limited is as follows:

Sl. No	Particulars	Remarks
1	Name of the Related Party	BSN Investments Private Limited
2	Name of the Director or KMP who is related	Mr. Binod Sharma(DIN: 00557039), Managing Director and Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director
3	Nature of Relationship	It is brought to the notice of the Members that; a. Mr. Binod Sharma (DIN: 00557039), Managing Director and Mr. Vibhor Sharma (DIN: 03011540), Whole time Director, are also the Directors and Members of BSN Investments Private Limited. b. Further, the relatives of Mr. Binod Sharma (DIN: 00557039), Managing Director and Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director are Directors and Members of BSN Investments Private Limited.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The contract(s) / arrangement(s) / transaction(s) being proposed is for purchase of Processed Carbonaceous Additives of various origins suitable for the proprietary application of Sreechem Resins Ltd for a value up to a maximum of Rs. 30 Crores (Rupees Thirty Crores) for the financial year 2024-25.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

None of the Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Mr. Binod Sharma (DIN: 00557039), Managing Director and Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director and their relatives.

**The Board of Directors recommend passing of the resolution as set out at item no. 11 of this Notice as an Ordinary Resolution.**

**Item No. 12: APPROVAL OF RELATED PARTY TRANSACTIONS WITH SRL WOOD PRODUCTS PRIVATE LIMITED:**

Your Board has proposed to renew the arrangement with SRL Wood Products Private Limited for Purchase of Proprietary Custom Designed Prepared Binders etc.

Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder state that no company shall enter into sale, purchase or supply of any goods or materials with a related party as defined under Section 2(76) of the Act except with the consent of the Board and Members of the Company, where the value of transaction amounts to 10% or more of the turnover of the company, computed on the basis of the audited financial statement of the preceding financial year.

The details w.r.t. the nature of relationship between SRL Wood Products Private Limited and the Directors of the Company is provided in the table below.

Accordingly, transaction to be entered into with SRL Wood Products Private Limited is covered within the meaning of Related Party Transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Company's Policy on "Materiality of Related Party Transactions".

The proposed value of the transaction with SRL Wood Products Private Limited for FY 2024-2025 may reach upto a maximum of Rs. 11 Crores (Rupees Eleven Crores). Since the proposed value of transaction with SRL Wood Products Private Limited is amounting to 10% or more of the turnover of the company the approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with SRL Wood Products Private Limited. The said transaction has been approved by the Audit Committee of the Company.

Particulars of the proposed transaction with SRL Wood Products Private Limited is as follows:

Sl. No	Particulars	Remarks
1	Name of the Related Party	SRL Wood Products Private Limited
2	Name of the Director or KMP who is related	Mr. Binod Sharma(DIN: 00557039), Managing Director, Mr. Vikram Kabra (DIN:00746232) Whole Time Director and Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director
3	Nature of Relationship	It is brought to the notice of the Members that; <ol style="list-style-type: none"> <li>Mr. Binod Sharma (DIN: 00557039), Managing Director of the Company is the Director and Member of SRL Wood Products Private Limited.</li> <li>Further Mr. Vibhor Sharma (DIN: 03011540), Whole time Director &amp; Mr. Vikram Kabra (DIN: 00746232), Whole time Director of the Company are the Directors of SRL Wood Products Private Limited.</li> <li>Furthermore, the relatives of Mr. Binod Sharma (DIN: 00557039), Managing Director and Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director are Directors and Members of SRL Wood Products Private Limited.</li> </ol>
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The contract(s) / arrangement(s) / transaction(s) being proposed is for Purchase of Proprietary Custom Designed Prepared Binders etc., for a value up to a maximum amount of Rs. 11 Crores (Rupees Eleven Crores only) for the financial year 2024-25.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

None of the Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Mr. Binod Sharma (DIN: 00557039), Managing Director, Mr. Vikram Kabra (DIN: 00746232), Whole Time Director, Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director and their relatives.

**The Board of Directors recommend passing of the resolution as set out at item no. 12 of this Notice as an Ordinary Resolution.**

**Item No. 13 & 14: APPROVAL OF RELATED PARTY TRANSACTIONS WITH STEEL AIDS PRIVATE LIMITED:**

Your Board has proposed to renew the arrangement with Steel Aids Private Limited for Purchase of Proprietary Custom Designed Prepared Binders etc and Sales of items like Liquid Resins, Additives, Solvents etc.,

Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder state that no company shall enter into sale, purchase or supply of any goods or materials with a related party as defined under Section 2(76) of the Act except with the consent of the Board and Members of the Company, where the value of transaction amounts to 10% or more of the turnover of the company, computed on the basis of the audited financial statement of the preceding financial year.

The details w.r.t. the nature of relationship between Steel Aids Private Limited and the Directors of the Company is provided in the table below.

Accordingly, transaction to be entered into with Steel Aids Private Limited is covered within the meaning of Related Party Transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Company's Policy on "Materiality of Related Party Transactions".

The proposed value of the transaction with Steel Aids Private Limited for FY 2024-2025 may reach upto a maximum of Rs. 30 Crores (Rupees Thirty Crores Only) for purchase and Rs. 23 Lakhs (Rupees Twenty Three Lakhs Only) for Sales. Since the proposed value of transactions with Steel Aids Private Limited is amounting to 10% or more of the turnover of the company, the approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Steel Aids Private Limited. The said transaction has been approved by the Audit Committee of the Company.



Particulars of the proposed transaction with Steel Aids Private Limited is as follows:

Sl. No	Particulars	Remarks
1	Name of the Related Party	Steel Aids Private Limited
2	Name of the Director or KMP who is related	Mr. Binod Sharma (DIN: 00557039), Managing Director and Mr. Vibhor Sharma (DIN:03011540), Whole Time Director
3	Nature of Relationship	It is brought to the notice of the Members that; <ol style="list-style-type: none"> <li>Mr. Binod Sharma (DIN: 00557039), Managing Director of the Company is the Director and Member of Steel Aids Private Limited.</li> <li>Further, the relatives of Mr. Binod Sharma (DIN: 00557039), Managing Director and Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director are Directors and Members of Steel Aids Private Limited.</li> </ol>
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The contract(s) / arrangement(s) / transaction(s) being proposed is for purchase of Proprietary Custom Designed Prepared Binders etc for a value of up to a maximum amount of Rs. 30 Crores (Rupees Thirty Crores Only) for the financial year 2024-25 and proposed Sales of items like Liquid Resins, Additives, Solvents etc., or a value of upto a maximum amount of Rs. 23 Lakhs (Rupees Twenty Three Lakhs Only) for the financial year 2024-25.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

None of the Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Mr. Binod Sharma (DIN: 00557039), Managing Director and Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director and their relatives.

**The Board of Directors recommend passing of the resolution as set out at item no. 13 & 14 of this Notice as an Ordinary Resolution.**

**By order of the Board of Directors  
For SREECHEM RESINS LIMITED**

**Sd/-  
BINOD SHARMA  
(DIN: (00557039)  
MANAGING DIRECTOR**

**Date :30.08.2023  
Place : Kolkata**