



# CHEMCRUX ENTERPRISES LTD.

ISO 9001, 14001 & 50001 Certified Company



*Quality - Consistency - Reliability*

**Manufacturers of Intermediates for  
API, Dyes & Pigments since 40 years**



## ANNUAL REPORT 2022-23

### PROMOTERS & DIRECTORS :

**Girish Shah, Chairman & Whole Time Director**  
BE (Chem), D.I.I.S.C (IM)

**Sanjay Marathe, Managing Director**  
B.E (Chem), M. Tech (IIT Powai)

### REGD OFFICE :

330, TRIVIA Complex, Natubhai Circle,  
Racecourse, Vadodara 390007 GUJARAT  
Tel No. : 0265 2984803 / 2988903  
Email : girishshah@chemcrux.com  
Website : www.chemcrux.com

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Girishkumar C. Shah - Chairman & Whole Time Director  
 Mr. Sanjay Y. Marathe - Managing Director  
 Mrs. Neela S. Marathe - Non-Executive Director (upto 04/08/2023)  
 Mrs. Sidhdhi G. Shah - Additional Director (Non-Executive Non-Independent w.e.f. 04/08/2023)  
 Mr. Shailesh Patel - Independent Director  
 Mr. Bhanubhai Patel - Independent Director  
 Mr. Mukund Bakshi - Independent Director

### **KEY MANAGERIAL PERSONNEL**

Mr. Krutarth Parikh - Chief Financial Officer  
 Mrs. Dipika Rajpal - Company Secretary

### **REGISTERED OFFICE:**

330, TRIVIA Complex  
 Natubhai Circle, Racecourse,  
 Vadodara- 390 007 (GUJARAT, INDIA)  
 Ph: +91-0265-2984803/2988903

### **FACTORY:**

4712-14, GIDC Road South 10,  
 Ankleshwar – 393 002  
 Gujarat, INDIA

### **BOARD COMMITTEES**

#### **Audit Committee (Reconstituted w.e.f. 23/01/23)**

Mr. Mukund Bakshi (Chairperson)  
 Mr. Shailesh Patel  
 Mr. Bhanubhai Patel

#### **Nomination & Remuneration Committee**

Mr. Bhanubhai Patel (Chairperson)  
 Mr. Shailesh Patel  
 Mr. Mukund Bakshi

#### **Stakeholders Relationship Committee (Reconstituted w.e.f. 04/08/2023)**

Mrs. Neela Marathe  
 (Chairperson upto 04/08/2023)  
 Mrs. Sidhdhi G. Shah  
 (Chairperson w.e.f. 04/08/2023)  
 Mr. Sanjay Marathe  
 Mr. Bhanubhai Patel

#### **CSR Committee**

#### **(Reconstituted w.e.f. 04/08/2023)**

Mr. Sanjay Marathe (Chairperson)  
 Mrs. Neela Marathe (Member upto 04/08/2023)  
 Mr. Mukund Bakshi  
 Mrs. Sidhdhi G. Shah  
 (Member w.e.f. 04/08/2023)

## **AUDITORS**

### **Statutory Auditors:**

R.J. Shah & Associates, Chartered Accountants  
 D- 408, Avishkar Complex,  
 Old Padra Road, Vadodara-390 015

### **Internal Auditors:**

Naresh & Co., Chartered Accountants  
 City Enclave, Opp. Polo Ground  
 Vadodara – 390 001

### **Secretarial Auditors:**

Kashyap Shah & Co.  
 B 203, Manubhai Tower  
 Sayajigunj, Vadodara -390 020

### **Registrar & Share Transfer Agent:**

#### **Bigshare Services Private Limited**

S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to  
 Ahura Centre, Mahakali Caves Road, Andheri  
 (East), Mumbai, Maharashtra-400 093  
 E-mail id: [info@bigshareonline.com](mailto:info@bigshareonline.com)

### **BANKERS:**

Kotak Mahindra Bank Limited

### **WEBSITE:** [www.chemcrux.com](http://www.chemcrux.com)

**CIN** : L01110GJ1996PLC029329

### **Investor Relations Mail ID:**

[companysec@chemcrux.com](mailto:companysec@chemcrux.com)

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## **CHEMCRUX ENTERPRISES LIMITED**

CIN: L01110GJ1996PLC029329

**Regd. Office:** 330, TRIVIA Complex, Natubhai Circle, Racecourse, Vadodara - 390007

**Factory Office:** 4712-14, GIDC, Road South 10, Ankleshwar-393 002, (Gujarat) INDIA

**Ph:** +91-0265-2984803/2988903 **Email:** [girishshah@chemcrux.com](mailto:girishshah@chemcrux.com) **Website:** [www.chemcrux.com](http://www.chemcrux.com)

### **NOTICE**

Notice is hereby given that the Twenty-Seventh (27<sup>th</sup>) Annual General Meeting of the members of **CHEMCRUX ENTERPRISES LIMITED** ("the Company") will be held on Tuesday, 12<sup>th</sup> September, 2023, at 2.00 p.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") for which the Registered Office of the Company situated at 330, TRIVIA Complex, Natubhai Circle, Racecourse, Vadodara- 390007 shall be the deemed venue to transact the following business:

#### **ORDINARY BUSINESS:**

1. **A.** To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023, together with the reports of the Board of Directors and Auditors thereon:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023, together with the reports of the Board of Directors and the Auditors thereon be and are hereby received, considered, approved and adopted."

- B.** To receive, consider, approved and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023, together with the reports of the Auditors thereon:

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023, together with the reports of the Auditors thereon be and are hereby received, considered, approved and adopted."

2. To declare final dividend for the financial year ended 31<sup>st</sup> March 2023, at the rate of 20% (Rs. 2/-) per Equity Share:

**"RESOLVED THAT** a final dividend of Rs. 2/- (Two only) per Equity Share @ 20% on 1,48,08,840 Equity Shares of the Company as recommended by the Board of Directors be and is hereby declared to the Equity Shareholders of the Company whose name appear in the Register of Members on 05<sup>th</sup> September 2023, out of the profits of the Company for the financial year ended on 31<sup>st</sup> March 2023."

3. To appoint a director in place of Mr. Girishkumar Shah (DIN: 00469291), who retires by rotation and being eligible, offers himself for re-appointment:

**"RESOLVED THAT** Mr. Girishkumar Shah (DIN: 00469291), Whole Time Director of the Company, who retires by rotation at this Annual General Meeting in accordance with section 152 of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

4. To appoint M/s. Naresh & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration:

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

**"RESOLVED THAT** pursuant provisions of Section 139, 141 and 142 of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force), based on the recommendation of the Audit Committee and of the Board of Directors, M/s. Naresh & Co., Chartered Accountants, (Firm Registration No: 106928W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years commencing from the conclusion of 27<sup>th</sup> Annual General Meeting till conclusion of 32<sup>nd</sup> Annual General Meeting to be held in the year 2028 (for the financial year ended 31<sup>st</sup> March 2028), at remuneration of Rs. 1 Lakh p.a. plus applicable GST and reimbursement of out-of-pocket expenses subject to revision of the Remuneration from time to time as may be decided by the Board of Directors of the Company and the Auditor's from time to time."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) or Company Secretary of the Company, be and are hereby jointly and/or severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**SPECIAL BUSINESS:**

**5. Regularisation of Additional Director, Mrs. Sidhdhi Girishkumar Shah (DIN: 00469138) by appointing her as Non-Executive Non-Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, (as amended from time to time) and as recommended by Nomination and Remuneration Committee and Board of Directors, Mrs. Sidhdhi Girishkumar Shah (DIN: 00469138), who has been appointed as an Additional Director (Non-Executive & Non- Independent) of the Company by the Board of Directors with effect from 04<sup>th</sup> August 2023 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing her candidature for the office of the Director and who has consented and confirmed that she qualifies to be appointed as Director as provided in the Companies Act and Listing Regulations, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, whose office shall be liable to retire by rotation.

**“RESOLVED FURTHER THAT** Mr. Girishkumar Shah, Whole Time Director and/or Mrs. Dipika Rajpal, Company Secretary, be and are hereby authorised on behalf of the Company to sign and submit the required documents, letters and writings and to do all such acts, deeds and things as may be required in this regard to implement and give effect to this resolution.”

**6. To re-appoint Mr. Girishkumar Shah (DIN: 00469291), as Whole Time Director of the Company designated as Executive Chairman and approval of payment of remuneration:**

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

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), and subject to any other approval/(s) as may be necessary, if any applicable to the Company and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approval of the Board of Directors (“Board”) of the Company, consent of the Members be and is hereby accorded to re-appoint Mr. Girishkumar Shah (DIN: 00469291) as a Whole-time Director, designated as an Executive Chairman, for a further period of 5 (five) years from the completion of his present term of office (i.e., on 31<sup>st</sup> December 2023) and commencing from 1<sup>st</sup> January, 2024 till 31<sup>st</sup> December 2028; and payment of remuneration as mentioned in the explanatory statement, for a period of three years starting w.e.f. 1<sup>st</sup> January, 2024 till 31<sup>st</sup> December 2026, provided however that total managerial remuneration payable to Mr. Girishkumar Shah shall not exceed Rs. 3 Crores per annum.

**RESOLVED FURTHER THAT** the office of Mr. Girishkumar Shah shall be reckoned for the purpose of arriving Directors liable to retire by rotation and as long as he functions as the Director of the Company, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient including but not limited, to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the



Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**7. To re-appoint Mr. Sanjay Marathe (DIN: 01316388) as Managing Director of the Company and approval of payment of remuneration:**

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

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to any other approval(s) as may be necessary, if any applicable to the Company and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approval of the Board of Directors (“Board”) of the Company, consent of the Members be and is hereby accorded to re-appoint Mr. Sanjay Marathe (DIN: 01316388) as Managing Director, for a further period of 5 (five) years from the completion of his present term of office (i.e., on 31<sup>st</sup> December 2023) and commencing from 1<sup>st</sup> January, 2024 till 31<sup>st</sup> December 2028; and payment of remuneration as mentioned in the explanatory statement, for a period of three years starting w.e.f. 1<sup>st</sup> January, 2024 till 31<sup>st</sup> December 2026, provided however that total managerial remuneration payable to Mr. Sanjay Marathe shall not exceed Rs. 3 Crores per annum.

**RESOLVED FURTHER THAT** the office of Mr. Sanjay Marathe shall be reckoned for the purpose of arriving Directors liable to retire by rotation and as long as he functions as the Director of the Company, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient including but not limited, to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**8. To approve Material Related Party Transaction(s) with Kalichem Private Limited:**

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

**“RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”), if any, read with related rules, if any, each as amended from time to time, and the Company’s Related Party Transactions Policy, on basis of the approval and recommendation of the Audit Committee and the Board of Directors of Company, the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Kalichem Private Limited, a Joint Venture Company of Chemcrux Enterprises Limited and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and Kalichem Private Limited, for an aggregate value up to Rs. 20 crores for transactions involving for purchase and sale of goods, rendering and receiving of services, giving Loans, making investments, providing guarantees, infusing funds through inter corporate deposit in Kalichem Private Limited and other transactions of business to be entered during FY 2023-24, provided such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.





**“RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**“RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**“RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**By order of the Board of Directors  
For CHEMCRUX ENTERPRISES LIMITED**

**Place: Vadodara  
Date: 04<sup>th</sup> August 2023**

**Sd/-  
Dipika Rajpal  
Company Secretary**

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 4 to 8 of the accompanying Notice, is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”), vide its circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 respectively (“MCA Circulars”) & Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 have permitted convening the Annual General Meeting (“AGM”/ “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 27<sup>th</sup> AGM of the Company is being held through VC / OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. Further, Attendance Slip and Route Map are also not annexed to this Notice.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [companysec@chemcrux.com](mailto:companysec@chemcrux.com).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM provided by NSDL will be made available to at least 1000 members on first come



first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. In compliance with the applicable MCA Circulars and SEBI Circulars, notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depositories/ Depository Participants/ Bigshare Services Private Limited (RTA). Members may note that the Notice and Annual Report 2022-23 is available on the Company's website that is [www.chemcrux.com](http://www.chemcrux.com), website of the BSE Limited that is [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (agency for providing the Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. **The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 06<sup>th</sup> September 2023 to Tuesday, 12<sup>th</sup> September 2023 (both days inclusive) for annual book closure and record date/ cut off date shall be as on Tuesday, 05<sup>th</sup> September 2023 for determining the entitlement of shareholders to the final dividend. The cut off date shall be as on Tuesday, 05<sup>th</sup> September 2023 to determine the shareholders entitled to avail the facility of e-voting.**
9. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India, details of directors retiring by rotation & seeking appointment/ re-appointment at the ensuing annual general meeting is given in [Annexure A](#) to this notice.
10. Subject to the provisions of section 126 of the Companies Act, 2013, final dividend as recommended by the Board of Directors for the year ended 31<sup>st</sup> March 2023, if approved and declared by the members at the ensuing AGM, will be paid to those Members within 30 days from the date of declaration, to those members whose names appear in the Register of Members as at the close of business on 05<sup>th</sup> September 2023 and in respect of shares held in dematerialized form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL, as at the close of business on 05<sup>th</sup> September 2023.
11. ***In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participants immediately and not to the Company. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.***
12. ***Members holding shares in electronic form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for payment of dividend. Members who hold shares in electronic form and want to change/correct the bank account details should send the same immediately to their concerned DP and not to the Company.***
13. Pursuant to Finance Act, 2020, dividend income will be taxable to the shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The shareholders are requested to update their PAN with depositories. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. The shareholders also are requested to refer to the Finance Act, 2020 and amendments thereof.

Further, the Company is sending a separate email communication to the shareholders, informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The same will also be available on the website of the Company [www.chemcrux.com](http://www.chemcrux.com). The shareholders are requested to submit the requisite documents to the mail ids mentioned in the communication on or before 05<sup>th</sup> September 2023 to enable the Company to determine the appropriate TDS/withholding tax rate, as may be applicable.

14. M/s. Bigshare Services Private Limited, the Registrar and Transfer Agent (RTA) having their administrative office situated at S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai- 400093 in the State of Maharashtra, is handling registry work in respect of shares held both in physical form and in electronic/demat form. **Bigshare Services has put in place a module to enable the shareholders to update the Email Id, Mobile No., etc. by visiting the website <https://bigshareonline.com/> . (For Investors section).**

- 15. Green Initiative – Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their DPs or the RTA for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members may also note that Annual Report for the FY 2022-23 will also be available on the website of the Company at [www.chemcrux.com](http://www.chemcrux.com).**

**16. VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by **National Securities Depository Limited (NSDL)**.

**The instructions for members for remote e-voting and joining general meeting are as under: -**

The remote e-voting period begins on Saturday, 09<sup>th</sup> September 2023 (09:00 A.M. IST) and ends on Monday, 11<sup>th</sup> September 2023 (05:00 P.M. IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 05<sup>th</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 05<sup>th</sup> September 2023.

**How do I vote electronically using NSDL e-Voting system?**

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

**Step 1: Access to NSDL e-Voting system**





**A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

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

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp;</li> </ol>

	<p>New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*

4. Your User ID details are given below: