



A Khatau Group

ANNUAL REPORT 2022 - 23



ANNUAL REPORT
2022 - 23

APPEAL TO SHAREHOLDERS

In accordance with the SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd Nov., 2021, SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th Dec., 2021 and SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th Jan., 2022, investors holding physical share certificates have to comply with know your customer (KYC) norms on or before 30th September, 2023 by presenting PAN, nomination, contact information, bank account information, and a sample signature for their respective folio numbers to registrar and transfer agents of respective company. If this is not done, folios will be blocked by RTAs after 1st October, 2023. These shares will not be subject to company actions such as dividends, bonuses or stock splits.

In order to save trees and environment by cutting down the consumption of costly paper habits, the Ministry of Corporate affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies through service of notice / documents including Annual Report to be sent by email to its members. In accordance with the Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011 issued by the Ministry, Companies had started the practice of sending various notices and documents, including documents for Annual General Meeting and Annual Report to its shareholders through electronic mode, whose e-mail addresses are registered with the Company. In such case, the Company is required to obtain email addresses of its members for sending the notice / documents through email by giving an opportunity to every member to register their email address and changes therein, if any, from time to time with the Company. To be a part of Green Initiative in the Corporate Governance, Indokem Limited has started to send documents like the notices for convening the General Meeting and Annual Reports in electronic form, to the email addresses of those members which are available in the Register of Members of the Company. To support this green initiative of the Government in full measure, members who have not registered their email addresses so far, are requested to register their email addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their email addresses to the Company or its Registrar and Share Transfer Agents (RTA).

On registration, all the communication will be sent to the email ID registered in the Folio No. /DP ID and Client ID to save time and to save trees.

We are sure you would appreciate the "Green Initiative" taken by MCA and as a responsible citizen you will whole heartedly support this initiative.

This move by the Ministry will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. It will also ensure prompt receipt of communication and avoid loss in postal transit. We are sure that you would appreciate the "Green Initiative" taken by MCA and Indokem's desire to participate in such initiatives. Please contact the following:

REGISTRAR & SHARE TRANSFER AGENTS:**LINK INTIME INDIA PRIVATE LIMITED**

C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai- 400 083.
Tel No.: +91-22- 49186270.

Email: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

SECRETARIAL DEPT.**INDOKEM LIMITED**

Khatau House, Plot No. 410,
Mogul Lane, Mahim (West), Mumbai - 400 016.
Tel No.: +91-22- 6123 6711 / 6123 6767

Email: iklsecretarial@gmail.com

Website: www.indokem.co.in

INDOKEM LIMITED

(CIN : L31300MH1964PLC013088)

BOARD OF DIRECTORS:

Mr. Mahendra Kishore Khatau
 Mr. Manish Mahendra Khatau
 Mrs. Asha Mahendra Khatau
 Mr. Kailash Pershad
 Mr. Bhalchandra Gopinath Sontakke
 Mr. Rahul Singh
 Mr. Arupkumar Basu (w. e. f. 25.07.2023)
 Mrs. Sneha Vidyadhar Khandekar (w. e. f. 25.07.2023)
 Mr. Suyash Neelkanth Bhise (w. e. f. 25.07.2023)
 Mr. Adarsh Pankaj Shukla (w. e. f. 25.07.2023)

Chairman and Managing Director
 Whole-time Director
 Non-executive Director
 Non-executive Independent Director
 Non-executive Independent Director
 Non-executive Independent Director
 Additional Non-executive Director
 Additional Non-executive Independent Director
 Additional Non-executive Independent Director
 Additional Non-executive Independent Director

KEY MANAGERIAL PERSONNEL:

Ms. Rupal Bhupendra Parikh
 Mr. Rajesh Dinkar Pisal

Chief Financial Officer
 Company Secretary and Compliance Officer

STATUTORY AUDITORS:

CNK & Associates, LLP

SECRETARIAL AUDITORS:

Ragini Chokshi & Co.

COST AUDITORS:

Y. S. Gokhale & Associates

BANKERS:

HDFC Bank Ltd.
 Utkarsh Small Finance Bank Ltd.
 Bank of India
 Indian Overseas Bank

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Private Limited
 C-101, 207 Park, L.B.S. Marg,
 Vikhroli (West), Mumbai - 400 083.
 Email: rnt.helpdesk@linkintime.co.in
 Website: www.linkintime.co.in

REGISTERED OFFICE:

Khatau House, Plot No: 410,
 Mogul Lane, Mahim (West), Mumbai - 400 016.
 Tel No.: +91-22- 6123 6767 / 6123 6711
 Email: iklsecretarial@gmail.com
 Website: www.indokem.co.in

SUBSIDIARIES:

Indokem Bangladesh (Pvt.) Limited (w. e. f. 30.04.2023)

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57th Annual General Meeting (AGM)

Day, Date & Time: Thursday, 31st August, 2023 at 2:00 P.M.
 Through Video Conferencing ("VC") / Other Audio Visual Means.

CHAIRMAN'S MESSAGE

My Dear Shareholders,

I am delighted to present you our annual report for the F.Y. 2022-23, reflecting our performance and progress during the year and outlining our vision for the future. The bygone year unfolded against the backdrop of a dynamic global economy, influenced by various factors including geopolitical tension, decade high inflation, energy shortages and supply chain disruptions. In response to the high inflation, major developed and developing economies implemented tightening monetary policies.

In the last fiscal year, the global economy continued to face multiple challenges and uncertainty due to prevailing geo-political events be it COVID-19, Ukraine war, resulting in a slowdown across the world. Spiralling costs of raw materials, supply chain disruptions and tighter monetary policies have all had an adverse impact on demand across industries, including the pigment industry. This resulted in a sharp reduction in demand and significant pricing pressures on Indokem, adversely impacting our sales volumes and hence, financial performance.

Despite these headwinds, the Indian economy showcased remarkable resilience and demonstrated a strong growth trajectory. India's economy exhibited notable strength amidst the prevailing global pessimism on the support of robust retail consumption growth and increased private sector spending. The government's strategic focus on infrastructure development post-COVID and the successful revival of the service sector further fortified the economy. In fact, the World Bank has projected a robust GDP growth rate of 6.3% for India in the fiscal year 2023-24, positioning the country favorably amidst global uncertainties.

Indokem continues to be a resilient company built on a strong foundation, committed towards its long-term strategy, and is poised for growth. We have attempted to present the company's information in an all-encompassing format for a deeper and richer understanding of our sustainable journey. Coming to our financials, the total gross revenue earned by the Company was ₹111.86 crores as against total revenue of ₹113.56 crores of previous year, which marginally decreased by 1.5% as compared to last year. Profit after tax for the year 2022-23 was ₹0.31 crore compared to profit after tax of Rs.2.83 crores in financial year 2021-22.

We are living in a time where various extraordinary changes are taking place around us which is altogether reshaping the way we live and the way we work. Though our inspiring Legendary Founder, Shri. Dharamsey Khatau, is not in our midst, the values he cherished and which have in fact equipped our Company to withstand the test of time - Integrity, Excellence, Humility, Hard work and Larger purpose - continue to guide us as we endeavor strengthening our people, processes and products, keeping in focus what our Company can and ought to be in the years to come.

The Company has also invested in new machineries and acquired additional space to manufacture new products range from Ambarnath Units. IT system and infrastructure is being continuously monitored and enhanced with any required upgrades. Our major products have received GOTS (Global Organic Textile Standard) certification. Company has invested on automation and attractive Packing Material for our products which has shown better effects. Company has invested in Quality Control machinery in Laboratory and qualified staff to meet global standards. Company has invested in digitization by purchasing Laptops for the employees working from home, and ensured that work continued despite overall tough times. Company will continue to invest in digitization and modernization. Company has successfully registered maximum of its products under Zero Discharge of Hazardous Chemicals (ZDHC) certification. Company has been assessed and received ISO 45001:2008 certification. You would be happy to note that we have arranged free medical check-up for our employees and labourers at all offices and plants.

The Board of Directors of the Company, at its meeting held on 27th July, 2021, 13th September, 2021 and 15th January, 2022 have considered and approved a Scheme of Amalgamation (the "Scheme") of Refnol Resins and Chemicals Limited ("Transferor Company") with Indokem Limited ("the Company" or "Transferee Company"). The Scheme entails the amalgamation of the Refnol Resins and Chemicals Limited with Indokem Limited on the appointed date for the scheme set as on 1st April 2021 and approved by the Hon'ble National Company Law Tribunal ("NCLT") in their order dated 14th July 2023.

We continuously innovated by launching new products thereby moving forward in our journey. At the same time, we continue to uphold the highest standards of corporate governance treating them as an ethical requisite rather than a regulatory necessity and continue to base all our actions on the principles of fairness trust and transparency. Looking forward the business environment will remain true to its nature – as uncertain and as unpredictable as ever. In such an environment only those organisations that put in efforts to remain relevant to the changing needs and preferences of customers – understanding the consumer requirements and adapting the business model to suitably address these requirements will be able to deliver long-term growth and sustainable returns to all the stakeholders.

Looking ahead into the future, we are confident that our expanded installed base, newly added products, new sales approach of industry and product segment wise go to market strategy will drive our march forward. On behalf of our Board, I thank our shareholders, for your continued trust and guidance in taking Indokem to greater heights.

To conclude, we remain encouraged and confident of achieving our long-term objectives of inclusive, sustainable and profitable growth. As we look ahead, I feel confident of strong growth in the medium to long term. I am confident that our disciplined strategy, prudent approach, focus on agile execution and our committed team will enable us to improve performance further and create greater shareholder value.

Even in 2023, after completion of many decades of journey, we work with the same newness, optimism and purpose. We at Indokem deeply value the involvement, critical analysis and encouragement shown by Directors and I am privileged to have them on the Board of our Company. I appreciate the efforts of every member of Khatau family - we may be growing in numbers, but our Purpose is common and shared. In the travails of the past and in the new paradigm we are envisaging for the future, our constant source of strength is the indefatigable spirit of our employees and I would like to thank them for their commitment, patience and hard work. I am grateful to our employees, customers, suppliers, banks and financial institutions for giving us an opportunity to serve and helping us evolve our vision and articulate growth related strategies. The Company has received and I am sure, will continue to receive active cooperation from all the shareholders of the Company. I recognise the positive approach of the communities which surround our production sites in India. I thank you for your faith; it brings out the best in us.

Sincerely,

Mahendra K. Khatau
Chairman and Managing Director
DIN: 00062794

INDOKEM LIMITED

(CIN: L31300MH1964PLC013088)

Regd. Office: Khatau House, Plot No. 410, Mogul Lane, Mahim (West), Mumbai - 400 016.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **FIFTY SEVENTH (57th) Annual General Meeting** of the members of the Indokem Limited will be held on Thursday, 31st August, 2023 at 2:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:
Item No.1 – Adoption of Audited Financial Statements

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board Directors and Auditors thereon.

Item No. 2 – Re-appointment of Mrs. Asha Mahendra Khatau as Director, liable to retire by rotation

To re-appoint Mrs. Asha Mahendra Khatau (DIN: 00063944), Non-executive Director, who retire by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:
Item No. 3 - Ratification of Remuneration of Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, for the time being in force (including any statutory modification(s) or re-enactment(s) thereof), the remuneration of Rs. 90,000/- (Rupees Ninety Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, to be paid to M/s. Y. S. Gokhale & Associates, Cost Accountants, (Membership No. 32936, Firm Registration No. 101710), for the conduct of the audit of the cost accounting records of the Company for the financial year ending on 31st March, 2024, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

Item No. 4: Appointment of Mrs. Sneha Vidyadhar Khandekar (DIN: 06729350) as an Independent Director

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

"RESOLVED THAT Mrs. Sneha Vidyadhar Khandekar (DIN: 06729350) who was appointed as an Additional Director (Non-executive, Independent) of the Company effective 25th July, 2023, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 ('Act') read with related rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), each as amended, and the Articles of Association of the Company, the appointment of Mrs. Sneha Vidyadhar Khandekar (DIN: 06729350), who meets the criteria of independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing 25th July, 2023 to 24th July, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 5: Appointment of Mr. Suyash Neelkanth Bhise (DIN: 06667481) as an Independent Director

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

“**RESOLVED THAT** Mr. Suyash Neelkanth Bhise (DIN: 06667481) who was appointed as an Additional Director (Non-executive, Independent) of the Company effective 25th July, 2023, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (**‘Act’**) read with related rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), each as amended, and the Articles of Association of the Company, the appointment of Mr. Suyash Neelkanth Bhise (DIN: 06667481), who meets the criteria of independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing 25th July, 2023 to 24th July, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 6: Appointment of Mr. Adarsh Pankaj Shukla (DIN: 10244570) as an Independent Director

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

“**RESOLVED THAT** Mr. Adarsh Pankaj Shukla (DIN: 10244570) who was appointed as an Additional Director (Non-executive, Independent) of the Company effective 25th July, 2023, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (**‘Act’**) read with related rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), each as amended, and the Articles of Association of the Company, the appointment of Mr. Adarsh Pankaj Shukla (DIN: 10244570), who meets the criteria of independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing 25th July, 2023 to 24th July, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 7 - Re-appointment of Mr. Manish M. Khatau as Whole-time Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and Articles of Association of the Company, approval of the members be and is hereby accorded to the re-appointment of Mr. Manish Mahendra Khatau, (DIN : 02952828) as Whole-time Director of the Company, for a period of 3 years commencing from the expiry of his present term of office i.e. 1st March 2024 on the remuneration, terms and conditions as set out in the explanatory statement annexed to the Notice, as minimum remuneration in the event of absence of profits and/or inadequacy of profits or otherwise, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter or vary the scope of re-appointment and / or remuneration of Mr. Manish Mahendra Khatau, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

Item No. 8 - Regularisation of Mr. Arupkumar Basu as a Director and Appointment as Managing Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (“the Act”) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and/or any other applicable provisions of the Act and/or the SEBI Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arupkumar Basu (DIN : 00906760), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 25th July 2023 in terms of Section 161(1) of the Act of the Company and whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Director and the period of his office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, approval of the members be and is hereby accorded to the appointment of Mr. Arupkumar Basu, (DIN : 00906760) as Managing Director of the Company, for a period of 3 years commencing from the date of the scheme of amalgamation between the Company and Refnol Resins and Chemicals Limited becoming effective, on the remuneration, terms and conditions as set out in the explanatory statement annexed to the Notice, as minimum remuneration in the event of absence of profits and/or inadequacy of profits or otherwise, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter or vary the scope of appointment and / or remuneration of Mr. Arupkumar Basu, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the

above resolution.”

Item No. 9 - Approving remuneration of Mr. Mahendra K. Khatau, Managing Director of the Company for a period of 2 (Two) years w.e.f. 01 April, 2023 of his present tenure

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder as may be applicable and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendations of Nomination and Remuneration Committee and Board of Directors (hereinafter referred to as the ‘Board’) of the Company, and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Mahendra K. Khatau (DIN: 00062794) as Managing Director of the Company during period commencing from 1st April, 2023 and ending on 31st March, 2025, as detailed in the explanatory statement attached hereto, as minimum remuneration in the event of absence of profits and/or inadequacy of profits or otherwise, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorized to vary, alter and modify the terms and conditions including designation, remuneration/ remuneration structure of Mr. Mahendra K. Khatau within the limits approved by the Members.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Item No. 10 - Approval for undertaking Material Related Party Transactions with Refnol Resins and Chemicals Limited

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Company’s Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into transaction(s) with Refnol Resins and Chemicals Limited (a “Related Party” within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations):

- (1) pursuant to the following existing contracts with the Related Party:
 - for purchase or supply of any goods, materials or any other services as per the terms and conditions agreed with the management, upto a maximum aggregate value of ₹20 Crores (Rupees Twenty Crores Only) during financial year 2023-24;
- (2) in the ordinary course of business of the Company and at arm’s length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Refnol Resins and Chemicals Limited.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

Item No. 11 - Approval for undertaking Material Related Party Transactions with Orchard Acres

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

“RESOLVED THAT pursuant the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Company’s Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into transaction(s) with Orchard Acres (a “Related Party” within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations):

- (1) pursuant to the following existing contracts with the Related Party:
 - (i) for purchase or supply of any goods, materials or any other services as per the terms and conditions agreed with the management, upto a maximum aggregate value of ₹20 Crores (Rupees Twenty Crores Only) during financial year 2023-24;
 - (ii) for availing of premises on Leave and License basis in accordance with Leave and License Agreement executed as on 1st April 2022, for a period of five (5) years, effective from 1st April, 2022 to 31st March, 2027.
- (2) in the ordinary course of business of the Company and at arm’s length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Orchard Acres.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “Board”, which term shall include any duly authorized Committee constituted by the Board) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

Item No. 12 - Approval for undertaking Material Related Party Transactions with Texcare Middle East LLC

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Company’s Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into transaction(s) with Texcare Middle East LLC (a future subsidiary to be a “Related Party” within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations):

- (1) pursuant to the existing contracts of Refnol Resins and Chemicals Limited with Texcare Middle East LLC for purchase or supply of any goods, materials or any other services as per the terms and conditions agreed with the management, upto a maximum aggregate value of ₹20 Crores (Rupees Twenty Crores Only) during financial year 2023-24;