

Regd. Office :-
330, TRIVIA Complex, Natubhai Circle,
Racecourse, Vadodara – 390007, Gujarat, INDIA
Phone : +91 265 2988903 / 2984803
Website : www.chemcrux.com
Email : girishshah@chemcrux.com



06th August 2025

To
BSE LIMITED
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001

Dear Sir/Madam

Subject: Outcome of Board Meeting held on 06th August 2025

Ref: BSE Scrip ID: **CHEMCRUX** BSE Scrip Code: **540395**

In accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors of the Company at their meeting held today i.e., Wednesday, 06th August 2025 at the Registered Office of the Company at 330, Trivia Complex, Natubhai Circle, Racecourse, Vadodara- 390007, Gujarat; inter alia approved/ passed the following resolutions:

1. Unaudited Standalone & Consolidated Financial Results for the quarter ended 30th June 2025 for F.Y. 2025-26 along with Limited Review Report thereon as reviewed and recommended by the Audit Committee.
2. Recommendation to appoint M/s. KSPS & Co. LLP, Company Secretaries (LLPIN-ABC-4707); as Secretarial Auditor of Company for 5 years commencing from F.Y. 2025-26 to F.Y. 2029-30, subject to shareholders approval at the ensuing AGM. (Annexure-1)
3. Continuation of Mr. Girishkumar Shah's (DIN: 00469291) term as Whole Time Director designated as Executive Chairman upon attaining the age of 70 (Seventy), subject to shareholders approval at the ensuing Annual General Meeting (AGM). (Annexure -2)
4. Continuation of Mr. Sanjay Marathe's (DIN: 01316388) term as Managing Director upon attaining the age of 70 (Seventy), subject to shareholders approval at the ensuing Annual General Meeting (AGM). (Annexure -2)
5. Continuation of Mr. Bhanubhai Patel's (DIN: 00727280) term as an Independent Director upon attaining the age of 75 (Seventy-Five), subject to shareholders approval at the ensuing Annual General Meeting (AGM). (Annexure -2)
6. Increase in the Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each and consequent amendment in

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the Capital Clause (Clause V) of Memorandum of Association of the Company, subject to approval of the shareholders of the Company, at the ensuing AGM.

7. Chemcrux Enterprises Employee Stock Option Scheme 2025 ("ESOP 2025" / "Scheme") for grant of 20,00,000 options of Rs. 10/- (Twenty Lakh options of rupees ten each) each to the Eligible Employees of the Company including the employees of subsidiary companies, associate companies, joint ventures and group companies of the Company, in India or outside India, under the Scheme subject to approval of the Shareholders of the Company as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), subject to approval of the shareholders of the Company, at the ensuing AGM. (Annexure -3)
8. Approved resignation of Mr. Ramesh Kambariya from the post of Chief Financial Officer of the Company w.e.f. end of business hours of 11th August 2025. (Annexure -4)
9. The 29th Annual General meeting of the company shall be held on 24th September 2025 at 11:00 A.M. through Video Conferencing.

The Board Meeting commenced at 11:30 A.M. and concluded at 02:25 P.M.

The disclosure as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed herewith.

Kindly take the above on your record.

Yours faithfully

For CHEMCRUX ENTERPRISES LIMITED

Dipika Rajpal
Company Secretary & Compliance Officer

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Annexure - 1

Sr. No.	Particulars - Secretarial Auditor	
1.	Name	M/s. KSPS & Co LLP, Company Secretaries (LLPIN-ABC-4707)
2.	Reason for change	Recommendation for appointment in compliance with Regulation 24(A) of SEBI (LODR) Regulations, 2015; subject to shareholders approval
4.	Effective Date of Appointment	01-04-2025 (with effect from F.Y. 2025-26)
5.	Term of appointment	For 5 years commencing from F.Y. 2025-26 to F.Y. 2029-30
6.	Brief Profile	KSPS & Co LLP, Company Secretaries (LLPIN-ABC-4707) is a firm of Practising Company Secretaries and a peer reviewed firm, primarily engaged in providing Due Diligence Audit, Governance, Compliance Management and other Assurance services. The designated partners of the LLP have experience in handling the secretarial audits of listed and large unlisted companies.

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Annexure -2

Sr. No	Particulars - Continuation of term of appointment of Directors			
1.	Director - Name, DIN, DOB (dd-mm-yyyy)	Mr. Girishkumar Shah, (DIN: 00469291), DOB: 29-06-1956	Mr. Sanjay Marathe, (DIN: 01316388), DOB: 05-11-1956	Mr. Bhanubhai Patel, (DIN: 00727280), DOB: 27-06-1951
2.	Designation	Whole Time Director designated as Executive Chairman	Managing Director	Independent Director
3.	Reason	Approval for continuation of term of appointment upon attaining age of 70, considering his vast experience & leadership	Approval for continuation of term of appointment upon attaining age of 70, considering his vast experience & leadership	Approval for continuation of term of appointment upon attaining age of 75 considering his contribution & expertise
4.	Brief Profile (in case of appointment)	Promoter, Executive Chairman & Whole Time Director of the Company Associated with the Company since incorporation and is also one of the subscribers of MOA of the Company. Experience: More than 4+ decades in chemical industry. Expertise: Marketing and Finance of the Company	Promoter & Managing Director of the Company. Associated with the Company since incorporation and is also one of the subscribers of MOA of the Company Experience: More than 4+ decades years in chemical industry. Expertise: Production activities of the Company	Independent Director of the Company with effect from 30-09-2016. Started his own manufacturing unit to produce pigments in 1981 and is associated with it since then. He is having experience of more than 4+ decades in the industry
5.	Qualification	<ul style="list-style-type: none"> Bachelor of Engineering in Chemical (MSU) Post-graduate in Industrial Management (IISC Bangalore) 	<ul style="list-style-type: none"> Bachelor of Engineering in Chemical (MSU) M. Tech from Indian Institute of Technology (IIT) 	<ul style="list-style-type: none"> Bachelor of Science – Gujarat University B.Sc. (Tech.) from University Department of Chemical Technology (UDCT), Mumbai
6.	Terms and conditions of appointment (including remuneration)	As per shareholders resolution passed at the AGM held on 12 th September 2023	As per shareholders resolution passed at the AGM held on 12 th September 2023	As per shareholders resolution passed at the AGM held on 24 th August 2021 – only sitting fees for attending Board and/or Committee meetings

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7.	Effective Date of Appointment (as per current term)	01 st January 2024	01 st January 2024	24 th August 2021
8.	Information as required pursuant to BSE Circular no. LIST/COMP/14/ 2018-19 dated June 20, 2018	He is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.	He is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.	He is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.
9.	Disclosure of relationship between Directors	Spouse of Non-Executive Director, Mrs. Sidhdhi Shah	Not related to any of the Directors/ KMPs	Not related to any of the Directors/ KMPs
10.	Shareholding (as on 31 st March 2025)	53,99,240	53,99,740	Nil
11.	Other Directorships in listed entities (along with listed entities from which the person has resigned in the past three years)	Not applicable	Not applicable	Not applicable

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Annexure -3

Sr. No.	Particulars - ESOP	
1.	Brief details of options granted	A total of 20,00,000 options has been approved for grant in one or more tranches, from time to time, which in aggregate are exercisable into not more than 20,00,000 (Twenty Lakh) Equity Shares of face value of Rs. 10/- (Ten) each pursuant to Chemcrux Enterprises Limited ESOP Scheme 2025 ("ESOP 2025" / "Scheme") to the eligible employees of the Company.
2.	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes
3.	Total number of shares covered by these options	20,00,000 equity shares of Rs. 10/- each
4.	Pricing formula / Exercise Price	The Grant Price/ Exercise Price shall be determined by the Compensation Committee as on the date of Grant. However, it should neither be less than the face value of the share nor be more than the fair value of the shares. The Exercise Price shall be specified in the letter issued to the Option Grantee at the time of the Grant.
5.	Options vested	Not Applicable at this Stage
6.	Time within which option may be exercised	As defined in the Scheme
7.	Options exercised	Not Applicable at this Stage
8.	Money realized by exercise of options	
9.	The total number of shares arising as a result of exercise of option	
10.	Options lapsed	
11.	Variation of terms of options	The Compensation Committee may vary the terms of the scheme subject to the terms thereof and applicable laws.

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12.	Brief details of significant terms	<p>Chemcrux Enterprises Limited ESOP Scheme 2025 (“ESOP 2025” / “Scheme”) will be administered by the Nomination and Remuneration Committee which shall act as Compensation Committee.</p> <p>Scheme will involve new issue of equity shares of the company and will not involve any secondary acquisition.</p> <p>Scheme will be implemented directly by the Company and Nomination and Remuneration Committee (NRC) is designated as the Compensation Committee (CC) by the Board for this purpose and it would independently administer and implement such Scheme.</p> <p>The grant of Options is based upon the eligibility criteria as mentioned in the Scheme.</p> <p>The eligible employees will be entitled to Equity Shares of the Company on exercise of Options as per the terms provided under the Scheme.</p>
13.	Subsequent changes or cancellation or exercise of such options.	Not Applicable at this Stage
14.	Diluted earnings per share pursuant to issue of equity shares on exercise of options.	

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Annexure -4

Sr. No	Particulars – Resignation of CFO	
1.	Reason for change	<p>To pursue a career opportunity that better aligns with the long-term personal goals</p> <p>There is no other material reason for resignation other than those which is provided in the resignation letter</p>
2.	Date of cessation	Effective from end of business hours of 11 th August 2025.
3.	Brief Profile (in case of appointment)	N.A.
4.	Disclosure of relationships between directors (in case of appointment)	N.A.

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