



CHEMCRIX 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 **Website:** www.chemcrux.com

NOTICE

Notice is hereby given that the Twenty-Ninth (29th) Annual General Meeting of the members of **CHEMCRIX ENTERPRISES LIMITED** ("the Company") will be held on Wednesday, 24th September, 2025 at 11:00 A.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 31st March 2025, 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 31st March 2025, 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 31st March 2025, together with the reports of the Auditors thereon:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025, 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 31st March 2025, at the rate of 10% (Re. 1/-) per Equity Share:

"RESOLVED THAT a final dividend of Re. 1/- (One only) per Equity Share @ 10% 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 17th September 2025, out of the profits of the Company for the financial year ended on 31st March 2025."

3. To appoint a director in place of Mrs. Sidhdhi Shah (DIN: 00469138), who retires by rotation and being eligible, offers herself for re-appointment:

"RESOLVED THAT Mrs. Sidhdhi Shah (DIN: 00469138), Non-Executive 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 Non-Executive Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **To appoint Secretarial Auditors of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. KSPS & Co LLP (LLPIN-ABC-4707), Company Secretaries; who have confirmed their eligibility to be appointed as the Secretarial Auditors of the Company in terms of Regulation 24A (1A) of the SEBI Listing Regulations, be and are hereby appointed as the

Secretarial Auditors of the Company, for a term of 5 (five) consecutive years, commencing from financial year 2025-26 till financial year 2029-30, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

“RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and the Company Secretary of the Company, be and are hereby severally authorised to do such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. To approve the continuation of Mr. Girishkumar Shah’s (DIN: 00469291) term as Whole Time Director designated as Executive Chairman upon attaining the age of 70 (Seventy):

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

“RESOLVED THAT pursuant to provisions of section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board, approval of the members of the Company, be and is hereby accorded for continuation of term of Mr. Girishkumar Shah (DIN: 00469291), Whole Time Director designated as Executive Chairman, who will attain the age of 70 (Seventy) years on 29th June 2026 and his office shall be reckoned for the purpose of arriving Directors liable to retire by rotation.

“RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the members, at the 27th Annual General Meeting held on 12th September 2023, with respect to re-appointment of Mr. Girishkumar Shah as Whole Time Director designated as Executive Chairman shall continue to remain in full force and effect.

“RESOLVED FURTHER THAT the continuation of his appointment beyond the age of 70 years is considered to be in the best interest of the Company, considering his vast experience, leadership and continued contribution to the Company.

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To approve continuation of Mr. Sanjay Marathe’s (DIN: 01316388) term as Managing Director upon attaining the age of 70 (Seventy);

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

“RESOLVED THAT pursuant to provisions of section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board, approval of the members of the Company, be and is hereby accorded for continuation of term of Mr. Sanjay Marathe (DIN: 01316388), Managing Director, who will attain the age of 70 (Seventy) years on 05th November 2026 and his office shall be reckoned for the purpose of arriving Directors liable to retire by rotation.

“RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the members, at the 27th Annual General Meeting held on 12th September 2023, with respect to re-appointment of Mr. Sanjay Marathe as Managing Director shall continue to remain in full force and effect.

“RESOLVED FURTHER THAT the continuation of his appointment beyond the age of 70 years is considered to be in the best interest of the Company, considering his vast experience, leadership and continued contribution to the Company.

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To approve continuation of Mr. Bhanubhai Patel’s (DIN: 00727280) term as an Independent Director upon attaining the age of 75 (Seventy-Five):

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Act and Regulation 17(1A) read with Regulation 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board, approval of the members of the Company, be and is hereby accorded for continuation of term of Mr. Bhanubhai Patel (DIN: 00727280), Independent Director, who will attain the age of 75 (Seventy-Five) years on 27th June 2026, whose office shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members at the 25th Annual General Meeting held on 24th August 2021 with respect to the re-appointment of Mr. Bhanubhai Patel, Independent Director, shall continue to remain in full force and effect.

“RESOLVED FURTHER THAT the continuation of his appointment beyond the age of 75 years is considered to be in the best interest of the Company, considering his expertise, leadership and continued contribution to the Company.

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and approve the Increase in Authorised Share Capital and consequential amendment to Memorandum of Association of the Company, subject to approval of shareholders:

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

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under and as approved by the Board, the approval of the members of the Company, be and is hereby accorded, to increase the Authorised Share Capital of the Company from existing Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 50,00,000 (Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten) each.

“RESOLVED FURTHER THAT in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

- V. The authorised share capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To approve Chemcrux Enterprises Employee Stock Option Scheme 2025 ("ESOP 2025"/"Scheme"):

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), as amended from time to time, the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded for the formulation and implementation the Chemcrux Enterprises Limited ESOP Scheme 2025 ("ESOP 2025" / "Scheme"), the salient features of which are detailed in the explanatory statement to this Notice and to authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the Listing Regulations to exercise its powers, including the powers, conferred by this resolution), to create, issue (including re-issue of the options that may have lapsed/cancelled/surrendered, already approved under the Scheme), offer, grant and allot (permitted under applicable laws) from time to time, in one or more tranches, aggregating up to 20,00,000 (Twenty-Lakh only) employee stock options exercisable into not more than 20,00,000 (Twenty-Lakh only) equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid up ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, to 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 including any Director, whether whole-time or not (other than employees/ Directors who are Promoters or belonging to the promoter group, Independent Directors and Directors holding directly or indirectly more than ten (10%) percent of the outstanding equity shares of the Company); subject to their eligibility as may be determined under the scheme, at such price or prices and on such terms and conditions, as may be determined by the Board /Committee in accordance with the provisions of the Scheme, SEBI (SBEB & SE) Regulations and in due compliance with other applicable laws and regulations.

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s), in a fair and reasonable manner in accordance with Scheme.

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

"RESOLVED FURTHER THAT the Board / Committee is hereby authorised to facilitate the allotment of the equity shares as per the terms of the Scheme upon exercise of options from time to time in accordance with the Scheme and the shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company.

"RESOLVED FURTHER THAT the Board / Committee be and is hereby also authorized to take necessary steps for listing of the equity shares allotted under the Scheme on the Stock Exchange(s), where the equity shares of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") with the concerned Stock Exchange and other applicable laws, guidelines, rules and regulations.

“RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI (SBEB & SE) Regulations, and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

“RESOLVED FURTHER THAT the Board / Committee be and is hereby also authorised to appoint a Merchant Banker who shall be involved or concerned in the exercise, issue and re-issue of options under the Scheme and such Merchant Banker will be remunerated by way of commission, brokerage, fees or the like.

“RESOLVED FURTHER THAT the Board / Committee be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the members by way of a special resolution to the extent required under the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Place: Vadodara
Date: 6th August 2025**

**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 9 of the accompanying Notice, is annexed hereto.
2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular 09/2024 dated 19th September, 2024 (MCA Circulars) & Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, permitted convening the Annual General Meeting (“AGM”/ “Meeting”) through Video Conferencing /Other Audio Visual Means (“VC/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”), as the 29th AGM of the Company is being held through VC / OAVM facility, 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.
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 30 minutes before 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. as they 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 2024-25 is being sent through electronic mode to those Members whose e-mail address is registered with the Company/Depositories/ Depository Participants. Members may note that the Notice and Annual Report 2024-25 is available on the Company's website that is www.chemcrux.com, website of the BSE Limited that is www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com. A letter providing the web-link for accessing the Notice of the 29th Annual General Meeting and Annual Report, will be sent to those members who have not registered their e-mail address with the Company/Depositories/ Depository Participants.
8. **The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 18th September 2025 to Wednesday, 24th September 2025 (both days inclusive) for annual book closure and record date/ cut off date shall be as on Wednesday, 17th September 2025 for determining the entitlement of shareholders to the final dividend. The cut off date shall be as on Wednesday, 17th September 2025 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 director retiring by rotation & seeking re-appointment and directors whose continuation of term of appointment is proposed 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 31st March 2025, 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 hours on 17th September 2025 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 hours on 17th September 2025.
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/ DPs. 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. The shareholders are requested to submit the requisite documents to the mail ids mentioned in the communication on or before 17th September 2025 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.
15. **Green Initiative – Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their respective DPs for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members may also note that Annual Report for the F.Y. 2024-25 will also be available on the website of the Company at www.chemcrux.com.**
16. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Members are requested to first take up their grievance, if any, with Company Secretary and Compliance Officer of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>. The ODR Portal link has been placed under Quick Links section along with the relevant circular as required. The mechanism can be initiated only post exhausting all actions for resolution of complaints including those received through the SCORES Portal.

17. 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 and relevant MCA Circulars, the Company is pleased to provide members facility of remote e-Voting to its Members in respect of the business to be transacted 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 Sunday, 21st September 2025 (09:00 A.M. IST) and ends on Tuesday, 23rd September 2025 (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., Wednesday, 17th September 2025 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 17th September 2025.

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 in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 & 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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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.
4. 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.

Your User ID details are given below:

<u>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</u>	<u>Your User ID is:</u>
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***

5. 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’?

- i) 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'.
 - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically and join General Meeting 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 <CHEMCRUX ENTERPRISES LIMITED> for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 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.
- ❖ You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - ❖ The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date that is **17th September 2025**.
 - ❖ Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., **17th September 2025**, may obtain the login ID and password by sending a request at evoting@nsdl.com.

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 forgot your password, you can reset your password by using ***"Forgot User Details/Password?"*** or ***"Physical User Reset Password?"*** option available on www.evoting.nsdl.com or contact NSDL at the toll-free no. mentioned in the Notice.

- ❖ The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility during the AGM.

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 companysec@chemcrux.com.
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) to companysec@chemcrux.com. If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

GENERAL INSTRUCTIONS:

- a. **The remote e-voting period commences on Sunday, 21st September 2025 (09:00 a.m. IST) and ends on Tuesday, 23rd September 2025 (5:00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September 2025 may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter but will again be opened during the AGM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
- b. Mr. Kashyap Shah, Practising Company Secretary (Membership No. FCS 7662), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- c. The Scrutinizer shall, after the conclusion of voting at the General Meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make within the prescribed time period of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any to the Chairman or a person authorised by him in writing, who shall countersign the same. The voting results shall be declared by the Chairman or a person authorised by him within two working days of conclusion of this AGM. The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.chemcrux.com and on the website of NSDL immediately after the declaration of the result by the Chairman or any person authorised by him and communicated to the Stock Exchange- BSE Limited.
- d. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kashyap.cs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



- e. 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 to reset the password.
- f. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting need to register themselves as a speaker by sending a request from their registered e-mail address mentioning their name, demat account number/folio number, email id, mobile number at companysec@chemcrux.com at least ten (10) days advance i.e., by 14th September 2025. Those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.

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

Place: Vadodara

Date: 6th August 2025

**Sd/-
Dipika Rajpal
Company Secretary**

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Special Business: Item No. 4

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed company shall on the basis of recommendation of the Board of Directors appoint / re-appoint its Secretarial Auditors for a fixed term of five years with the approval of the members in the Annual General Meeting effective from 01st April, 2025.

Accordingly, the Board of Directors, at their meeting held on 6th August 2025, have recommended the appointment of M/s. KSPS & Co LLP, Company Secretaries (LLPIN-ABC-4707), as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term of 5 (Five) consecutive years starting from F.Y. 2025-26 to F.Y. 2029-30. The proposed remuneration payable to the Secretarial Auditor to conduct the secretarial audit for the Financial Year 2025-26 shall be Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of travel and out of pocket expenses and for subsequent year(s) of their term, such fees as may be mutually agreed with the Secretarial Auditor.

M/s. KSPS & Co LLP (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. The recommendation is based on evaluation on various parameters such as independence, competence, technical proficiency, overall audit methodology and understanding of the Company's business.

M/s. KSPS & Co LLP have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by the ICSI. They have also confirmed their eligibility and independence and also confirmed that they are not disqualified for such appointment under applicable laws and auditing standards issued by the ICSI.

None of the Directors of the Company or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise in the said resolution. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 4 for approval of the members of the Company.

Special Business: Item No. 5

Mr. Girishkumar Shah (DIN: 00469291) was re-appointed as Whole Time Director, designated as Executive Chairman of the Company, for a period of 5 years effective from 01st January 2024 and the terms of his appointment including remuneration were approved by the shareholders through a special resolution at the Annual General Meeting held on 12th September 2023. He will attain the age of 70 years on 29th June 2026. As per Section 196(3)(a) of the Companies Act, 2013, a Company shall not continue the employment of a Whole Time Director who has attained the age of 70 years unless such continuation is approved by the shareholders by way of a special resolution, with appropriate justification.

Mr. Girishkumar Shah is one of the founder promoters of the Company since inception. He has been associated with the management of the Company since long & has been holding the position of Whole Time Director since many years. He has vast experience in chemical and allied industries. In view of long-standing leadership and valuable contributions to the strategic and operational management of the Company, the Board, based on the recommendation of the Nomination and Remuneration Committee, has approved the continuation of Mr. Girishkumar Shah's appointment as Whole Time Director designated as Executive Chairman beyond the age of 70 years, on the same terms and conditions as approved by the members at the AGM held on 12th September 2023, which shall remain in force.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Girishkumar Shah and Mrs. Sidhdhi Girishkumar Shah, are in any way concerned or interested, in the said resolution. His relatives may deem to be interested to the extent of their shareholding. Accordingly, the Board recommends passing of the special resolution set out at Item no. 5 of this Notice by the members.

Special Business: Item No. 6

Mr. Sanjay Marathe (DIN: 01316388) was re-appointed as Managing Director of the Company, for a period of 5 years effective from 01st January 2024 and the terms of his appointment including remuneration were approved by the shareholders through a special resolution at the Annual General Meeting held on 12th September 2023. He will attain the age of 70 years on 05th November 2026. As per Section 196(3)(a) of the Companies Act, 2013, a Company shall not continue the employment of a Whole Time Director who has attained the age of 70 years unless such continuation is approved by the shareholders by way of a special resolution, with appropriate justification.

Mr. Sanjay Marathe is one of the founder promoters of the Company since inception. He has been associated with the management of the Company since long & has been holding the position of Managing Director since many years. He has vast experience in chemical and allied industries. In view of long-standing leadership and valuable contributions to the strategic and operational management of the Company, the Board, based on the recommendation of the Nomination and Remuneration Committee, has approved the continuation of Mr. Sanjay Marathe's appointment as Managing Director beyond the age of 70 years, on the same terms and conditions as approved by the members at the AGM held on 12th September 2023, which shall remain in force.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Sanjay Marathe is in any way concerned or interested, in the said resolution. His relatives may deem to be interested to the extent of their shareholding. Accordingly, the Board recommends passing of the special resolution set out at Item no. 6 of this Notice by the members.

Special Business: Item No. 7

In accordance with the provisions of Sections 149, 152 and 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 Regulation 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended from time to time), Mr. Bhanubhai Patel (DIN: 00727280) was re-appointed as Non-Executive Independent Director of the Company for a second term of 5 (five) years at the 25th Annual General Meeting held on 24th August 2021 by way of a special resolution.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years unless approved by shareholders by way of a special resolution. Further, the listed entity shall ensure compliance with this requirement at the time of appointment or re-appointment or any time prior to the non-executive director attaining the age of seventy-five years. The approval of shareholders is accordingly being sought by way of a special resolution in compliance with Regulation 17(1A) of SEBI (LODR) Regulations, 2015. Mr. Bhanubhai Patel (DIN: 00727280) will attain the age of 75 years on 27th June 2026 and the Board, considering his vast experience, expertise and continued valuable contributions to the Company and on the recommendation of the Nomination and Remuneration Committee, has approved the continuation of his directorship for the remaining tenure of the second term which is up to Annual General Meeting to be held for the financial year ended 31st March 2026 (to be held in the calendar year 2026), on the same terms and conditions.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Bhanubhai Patel is in any way concerned or interested, in the said resolution. His relatives may deem to be interested to the extent of their shareholding, if any. Accordingly, the Board recommends passing of the special resolution set out at Item no. 7 of this Notice by the members.

Special Business: Item No. 8

The current Authorised Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores) consisting of 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs 10/- (Rupees Ten) each and the paid-up share capital of the Company is Rs. 14,80,88,400/- (Rupees Fourteen Crores Eighty Lakhs Eighty-Eight Thousand Four Hundred) consisting of 1,48,08,840 (One Crore Forty-Eight Lakhs Eight Thousand Eight Hundred and Forty) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Board of Directors of the Company at their meeting held on 6th August 2025, proposed that for the growth requirements of the Company and future need to raise addition capital, it is imperative that the Authorised Capital of the Company be increased. Accordingly, it is proposed to increase its authorised share capital 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. The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company. Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect. The approval of shareholders is accordingly being sought.

None of the Directors, Key Managerial Personnel or their relatives, is concerned or interested in this resolution. Accordingly, the Board recommends passing of ordinary resolution set out at Item no. 8 of this Notice by the members.

Special Business: Item No. 9

The Company believes that equity-based compensation schemes are an effective tool to reward the talent working with the Company (present and future, if any). It provides an opportunity to employees to share the growth of the Company and to create long-term wealth in the hands of the employees. With a view to motivate employees seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth, to reward for loyalty, to link interests of employees with shareholders, the Company intends to implement employee stock option scheme namely Chemcrux Enterprises Employee Stock Option Scheme 2025 ("ESOP 2025" / "Scheme") for the eligible employees of the Company.

Based on the recommendation of the Nomination and Remuneration Committee ("Committee"), the Board of Directors ("Board") of the Company at their meeting held on 6th August, 2025; had approved the ESOP 2025, subject to the approval of members, for the benefit of the employees as defined under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations"). ESOP 2025 shall be implemented by the Nomination and Remuneration Committee of the Board which will also act as Compensation Committee as per the provisions of SBEB & SE Regulations.

Main features of ESOP 2025 pursuant to the SBEB & SE Regulations are as under:

a) Brief description of the Scheme

The Scheme shall be called as Chemcrux Enterprises Employee Stock Option Scheme 2025. The Scheme contemplates grant of employee stock options ("Options") to the employees of the Company (present and future, if any). The Nomination and Remuneration Committee ("Committee") of the Company shall supervise ESOP 2025.

After vesting of Options, the employees earn a right, but not an obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and conditions of the Scheme.

b) Total number of Options to be offered and granted:

The total number of Options to be granted under the Scheme shall not exceed 20,00,000 (Twenty Lakh). Each Option when exercised would be converted into one equity share of Rs. 10/- (Rupees Ten only) each fully paid-up and shall be issued by the Company to the employee.

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division without affecting any other rights or

obligations of the said Option grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

c) Identification of classes of employees entitled to participate in the Scheme

Following classes of employees are entitled to participate in the Scheme:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) and (ii) of a subsidiary, but does not include:
 - an employee/director who is a promoter or a person belonging to the promoter group; or
 - a director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

The Employees to whom the Stock Options would be granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined in accordance with the ESOP 2025 by the Committee from time to time. For avoidance of doubt, no eligible employee shall be entitled to ask for a grant to be made. All grants shall be at the discretion of the Board / Committee.

Nothing in the ESOP 2025 or in any Option granted pursuant to the ESOP 2025 shall confer on any employee or Option grantee any right to continue in the employment of the company or interfere in any way with the right of the Company to terminate the employee's/Option grantee's employment at any time.

d) Requirements of vesting and period of vesting

The Options granted to any employee shall vest within the vesting period in the manner as set forth in the grant letter subject to a maximum period of 3 (three) years from the date of grant. There shall be a minimum period of 1 (one) year between the grant of Options and vesting of Options. Subject to the terms of the Scheme, the Vesting of Options shall be time based (period of service) and / or performance based (market capitalization, revenue, EBITDA, Return on capital employed, underlying sales growth, free-cash flow, underlying operating profit, market share and such other parameters as may be determined by the Committee). The exact proportion in which and the exact period over which the options would vest would be determined by the Board/Committee subject to the minimum vesting period of one year from the date of grant of options.

e) Maximum period within which the Options shall be vested

All the Options granted on any date shall vest not earlier than the minimum period of 1 (one) year & not later than maximum period of 3 (three) years from the date of grant of Options. The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f) Exercise price

The exercise price shall be determined by the Compensation Committee at the time of grant of Options, provided however the exercise price should neither be less than the face value of the share nor be more than the fair value of the shares. The specific exercise price shall be intimated to the option grantee in the grant letter at the time of grant.

g) Exercise period and the process of exercise

The exercise period would commence from the date of vesting and will expire on completion of maximum exercise period of 3 (three) years from the date of respective vesting or such lesser period as may be decided by the Committee at its sole discretion from time to time and mentioned in the grant letter. The Options will be exercised by the employees by submitting an exercise letter / application in the format prescribed by the Committee from time to time. The Options will lapse if not exercised within the specified exercise period.

- h) The appraisal process for determining the eligibility of the employees for the Scheme

The broad criteria for appraisal and selection may include parameters like designation, tenure with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for corporate growth and/ or any criteria that may be determined by the Committee from time to time.

- i) Maximum number of Options to be issued per employee and in aggregate under the Scheme

The maximum number of Options that may be granted under ESOP 2025 per eligible employee shall be determined by the Compensation Committee, subject to the provisions of SEBI (SBEB and SE) Regulations which shall not exceed 1% of the issued share capital (excluding outstanding warrants and conversions) of the Company as on the grant date, unless approved by the shareholders, specifically. The total number of options granted in aggregate under the Plan shall not exceed the limit specified under clause b above.

- j) Maximum quantum of benefits to be provided per Employee under the Scheme

The maximum quantum of benefits underlying the Options granted to an employee can be construed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Stock Options, on the basis of difference between the Options exercise price and the market price of the equity shares on the exercise date.

- k) Whether the Scheme is to be implemented and administered directly by the Company or through a trust?

The Scheme is proposed to be implemented and administered directly by the Company.

- l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition or both?

The Scheme contemplates only new / fresh issue of equity shares by the Company.

- m) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc.

Not applicable as the Scheme is not implemented through Trust.

- n) Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the Scheme

Not Applicable as the Scheme is not implemented through Trust.

- o) A statement to the effect that the Company shall confirm to the accounting standards and policies specified in Regulation 15 of SBEB & SE Regulations

The Company shall comply with the disclosure and accounting standards and policies prescribed in Regulation 15 of SBEB & SE Regulations and any other authorities as applicable, from time to time.

- p) Method of valuation of Options by the Company

The Company shall use the Fair Value Method for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.

- q) The conditions under which option vested in employees may lapse:

The vested options shall lapse in case of termination of employment due to misconduct or due to breach of the Company policies or the terms of employment. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

- r) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

All the Vested Options as on the date of resignation, termination (other than due to misconduct), etc. shall be exercisable by the option Grantee before his last working day with the Company.

s) Declaration

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.

t) Period of lock-in

The Compensation Committee may specify lock in period in accordance with the Scheme, for equity shares allotted upon exercise of Options.

u) Terms & conditions for buyback, if any, of specified securities covered under SBEB & SE Regulations

Subject to the provisions of the prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options granted under the Scheme, if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A draft copy of the Scheme 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.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their respective shareholding, if any, in the Company and number of Options which may be granted to them, if any, pursuant to implementation of the Scheme. Pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the SBEB & SE Regulations, the Board recommends the special resolution set out in Item No. 9 of the notice for the approval of the shareholders of the Company.

Annexure – A

**Details of Director seeking re-appointment/ continuation at the ensuing Annual General Meeting
(PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON THE GENERAL MEETINGS)**

NAME OF DIRECTOR	MRS. SIDHDHI SHAH, 64 years (DIN: 00469138)	MR. GIRISHKUMAR SHAH, 69 years (DIN: 00469291)	MR. SANJAY MARATHE, 68 years (DIN: 01316388)	MR. BHANUBHAI PATEL, 74 years (DIN: 00727280)
Date of Birth (DD/MM/YYYY)	18-01-1961	29-06-1956	05/11/1956	27-06-1951
Designation	Non-Executive Director	Whole Time Director (Executive Chairman)	Managing Director	Independent Director
Date of Appointment	04-08-2023	15-04-1996 (in current term – 01-01-2024)	15-04-1996 (in current term – 01-01-2024)	30-09-2016 (in current term – 24-08-2021)
Terms and conditions of appointment/re-appointment	Re-appointment on rotation	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

NAME OF DIRECTOR	MRS. SIDHDHI SHAH, 64 years (DIN: 00469138)	MR. GIRISHKUMAR SHAH, 69 years (DIN: 00469291)	MR. SANJAY MARATHE, 68 years (DIN: 01316388)	MR. BHANUBHAI PATEL, 74 years (DIN: 00727280)
Qualifications	Bachelor of Physio (MSU)	Bachelor of Engineering in Chemical (MSU) & Post-graduate in Industrial Management (IISC Bangalore)	Bachelor of Engineering in Chemical (MSU) & M. Tech from Indian Institute of Technology (IIT)	Bachelor of Science (Gujarat University) & B.Sc. (Tech.) from University Department of Chemical Technology (UDCT), Mumbai
Expertise in Specific Functional Area	Management & Administration	Marketing and Finance	Production	Started his own manufacturing unit to produce pigments in 1981 and is associated with it since then
Directorship in other companies	-	Kalichem Private Limited (WOS Company) – Nominee Director of Chemcrux Enterprises Limited	Kalichem Private Limited (WOS Company) – Nominee Director of Chemcrux Enterprises Limited	Kapil Organisers Private Limited
Membership of committees in public limited companies	Chemcrux Enterprises Limited Stakeholders Relationship Committee (Chairperson) CSR Committee (Member)	Chemcrux Enterprises Limited CSR Committee (Chairperson)	Chemcrux Enterprises Limited Stakeholders Relationship Committee (Member)	Chemcrux Enterprises Limited Audit Committee (Member) Nomination & Remuneration Committee (Chairperson)
Inter relationship	Non-Executive & Non-Independent Director, forming part of Promoter Group, Wife of Whole Time Director (Executive Chairman) Mr. Girishkumar Shah	Executive Chairman, Promoter & Director, Husband of Mrs. Sidhdhi Shah (Non-Executive & Non-Independent Director)	Promoter, Managing Director	Non-Executive Independent Director
No. & % of Equity Shares held in the Company (as on 31/03/2025)	120 (0.0008%)	5399240 (36.46%)	5399740 (36.46%)	Nil
Number of Board Meetings attended during the financial year 2024-25	5 of 5	5 of 5	4 of 5	3 of 5
Details of remuneration last drawn (F.Y. 2024-25)	Rs. 35000/- as Sitting Fees for attending Board and/or Committee meetings	Rs. 1,20,00,000/- as Salary	Rs. 1,20,00,000/- as Salary	Rs. 45000/- as Sitting Fees for attending Board and/or Committee meetings
Name of Listed Companies from which the Director resigned during last three years	Chemcrux Enterprises Limited	N.A.	N.A.	N.A.