



CHEMCRUX ENTERPRISES LIMITED

CIN: L01110GJ1996PLC029329

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

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

Ph: +91-0265-2984803/2988903

E-mail: girishshah@chemcrux.com **Website:** www.chemcrux.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s)

NOTICE is hereby given to the Members of Chemcrux Enterprises Limited ("**Company**" or "**CHEMCRUX**"), pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide MCA General Circular No. 09/2024 dated 19th September 2024 read with other relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time ("MCA Circulars") and the Securities and Exchange Board of India in this regards and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below to be passed by the members of the Company through postal ballot by remote e-voting process ("**remote e-voting**") only.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, pertaining to the resolution proposed in this Notice setting out all material facts and reasons thereof is annexed herewith for your consideration and approval.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at their meeting held on 11th February 2025 have appointed Mr. Kashyap Shah (Membership No. F7662 and Certificate of Practice No. 6672), Proprietor of M/s. Kashyap Shah & Co., Practising Company Secretaries, to act as the Scrutinizer for conducting the Postal Ballot process only through remote e-voting in a fair and transparent manner. The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing remote e-voting facilities to the Members.

In compliance with the aforesaid MCA Circulars & SEBI Circulars, Notice of Postal Ballot is being sent through e-mail only to the members who have registered their e-mail id with the Company/ Depositories/ Depository Participants and whose name appears in the Register of Members of the Company or Register of Beneficial Owners as maintained by the depositories as on **Friday, 14th February 2025 ("cut-off date")**. **The remote e-voting will commence on Wednesday, 19th February 2025 at 09:00 a.m. (IST) and will end on Thursday, 20th March 2025 at 05:00 p.m. (IST)**. Further, the MCA and SEBI Circulars have inter alia, extended the relaxation to the Company from the requirement of sending hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for Postal Ballot. Therefore, the Company is not



required to send a physical copy of the Postal Ballot Form to the Members for voting. Members are required to communicate their assent or dissent through the remote e-voting system only.

The members are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company not later than 05:00 p.m. (IST) on Thursday, 20th March 2025, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section “**Instructions for e-voting.**”

The Scrutinizer will submit his report to the Chairman of the Company or any person as authorised by him, upon completion of scrutiny of the votes casted through remote e-voting. The results shall be declared within two working days of conclusion of this Postal Ballot and shall be communicated to the BSE Limited, where the shares of the Company are listed. The results will also be uploaded on the Company’s website at www.chemcrux.com and on the website of NSDL at www.evoting.ndsl.com.

The resolution, if approved by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., Thursday, 20th March 2025.

SPECIAL BUSINESS:

- 1. To consider regularisation of Additional Director (Non-Executive, Independent), Mr. Rohit Kothari (DIN: 00090408), by appointing him as a Non-Executive Independent Director:**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and the applicable 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 as recommended by Nomination and Remuneration Committee and approved by Board of Directors, Mr. Rohit Kothari (DIN: 00090408), who has been appointed as an Additional Director (Non-Executive, Independent) w.e.f. 12th February 2025 and who has consented and has submitted a declaration that he meets the criteria for independence as provided in the Companies Act, 2013 and Listing Regulations and in respect of whom Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a consecutive period of 5 (five) years with effect from 12th February 2025 to 11th February 2030 (both days inclusive).

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, and take such further steps in this regard, as may be considered desirable or expedient by the Board.”

Note: The resolution, if approved by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., Thursday, 20th March 2025.

NOTES:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this Postal Ballot Notice.
2. The Board of Directors at their meeting held on 11th February 2025, have appointed Mr. Kashyap Shah, Proprietor of M/s. Kashyap Shah & Co., Practising Company Secretaries (Membership No. F7662 and Certificate of Practice No. 6672) to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
3. As per the provisions of MCA & SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members, whose e-mail addresses are registered with Company/ Depositories/ Depository Participants and whose names appear in the Register of Members/ List of Beneficial Owners, received from Depositories/ Registrar and Transfer Agents (RTA) as on Friday, 14th February 2025 and they shall be entitled to accord their assent or dissent through remote e-voting facility only. A person who is not a Member of the Company on the cut-off date should treat this Notice for information purpose only.
4. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.chemcrux.com, on the website of BSE Limited at www.bseindia.com and also on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.
5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).
6. In accordance with the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the SEBI Listing Regulations; after the Notice of postal ballot is dispatched via e-mail, an advertisement will be published in at least one English language and one vernacular language newspaper.
7. 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 i.e., Friday, 14th February 2025.
8. The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny of votes cast and the results of the Postal Ballot will be announced by the Chairman or any person authorised by him, within two working days of conclusion of this Postal Ballot and the results will be posted on the website of the Company i.e., www.chemcrux.com, besides being communicated to the BSE Limited and NSDL.
9. All relevant documents referred to in the notice will be available for electronic inspection from date of circulation of this Notice till the conclusion of remote e-voting period i.e., up to 05:00 p.m. (IST) on Thursday, 20th March 2025. Members desirous of inspecting the relevant documents may send an e-mail to companysec@chemcrux.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID. The relevant documents will also be placed on the website of the Company i.e., www.chemcrux.com.
10. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies



(Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matter listed in this Notice by electronic means (remote e-voting) only. The remote e-voting facility is provided by National Securities Depository Limited (NSDL).

THE GENERAL INFORMATION AND INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins on **Wednesday, 19th February 2025 at 09:00 a.m. (IST)** and **ends on Thursday, 20th March 2025 at 05:00 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 Friday, 14th February 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 e-mail id in their demat accounts in order to access e-Voting facility.

"Instructions for e-voting"

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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

	<p>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.</p> <ol style="list-style-type: none"> 2. 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. 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. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

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

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

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

4. Your User ID details are given below:

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

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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

- ❖ 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 i.e., 14th February 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., 14th February 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.

General Guidelines for shareholders

- a. **The remote e-voting period commences on Wednesday, 19th February 2025 at 09:00 a.m. (IST) and ends on Thursday, 20th March 2025 at 05:00 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 i.e., 14th February 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL for remote e-voting thereafter. 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 remote e-voting process in a fair and transparent manner.
- c. The Scrutinizer shall, after the conclusion of remote e-voting period for this Postal Ballot, 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 Postal Ballot, a Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes if any and submit it 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 Postal Ballot. 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 and shall also be 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 authorised signatory(ies) who are authorised 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 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

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 resolution 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 for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholders/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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1:

In accordance with the provisions of Section 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on 11th February 2025, Mr. Rohit Kothari has been appointed as the Additional Director (Non-Executive, Independent) with effect from 12th February 2025 for 5 (five) years, subject to regularisation by shareholders through Postal Ballot.



Further, as per Regulation 17 (1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of a director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of shareholders is being sought through postal ballot.

The Company has received the consent from Mr. Rohit Kothari to act as a Director in terms of Section 152 of the Companies Act, 2013 and declaration that he meets the criteria of independence provided under the Companies Act and Rules framed thereunder as well as Listing Regulations. He is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, pursuant to Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014. He has also confirmed that he is not disqualified from being appointed as Director under the provisions of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any such other authority in terms of BSE circular LIST/COMP/14/2018-19 dated June 20, 2018.

Mr. Rohit Kothari is a Chartered Accountant. He is in practice since 1986. Presently, a Partner with M/s. Mukund & Rohit, Chartered Accountants, Vadodara. He practices in the areas of Risk Advisory and Management Consulting. Based on the recommendation of the Nomination and Remuneration Committee and considering his competencies, skills, expertise and vast experience; the Board of Directors; consider his regularisation as an Independent Director for the period of 5 (five) years beginning from 12th February 2025 to 11th February 2030 (both days inclusive), in the best interests of the Company. His office shall not be liable to retire by rotation. He is not holding any equity share/s of the Company and is not related to any Director/ KMP of the Company. In the opinion of the Board, he is a person of integrity and fulfills the conditions for Independence specified in the Act, the Rules made thereunder and Listing Regulations and is Independent of the Management. Other required details pertaining to his appointment are given in [Annexure – A](#).

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Rohit Kothari, in any way concerned or interested, in the said resolution. His relatives may deem to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 1 for approval of the Members.

By Order of the Board of Directors
For Chemcrux Enterprises Limited

Date: 11th February 2025
Place: Vadodara

Sd/-
Dipika Rajpal
Company Secretary

Annexure - A

(PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STATNDARD-2 ON GENERAL MEETINGS)

Details of Director seeking appointment	
Name of Director	Mr. Rohit Kothari
Director Identification Number (DIN)	00090408
Date of Birth	29 th February 1964 (60 years)
Designation	Independent Director (Non-Executive)
Date of First Appointment on Board	12 th February 2025
Terms and conditions of appointment	As per the resolution set out in Item no. 1 of this Notice read with Explanatory Statement
Qualifications	Chartered Accountant (CA) Bachelor of Commerce (B. Com) from The Maharaja Sayajirao University of Baroda (M.S. University)
Expertise in Specific Functional Area	Risk Advisory and Management Consulting
Experience	More than 35 years
Directorship in other companies (excluding this listed entity)	1. Rohman Advisory Holdings Private Limited 2. Anwasha Foundation 3. M&R Advisory Services Private Limited
Membership of committees in public limited companies including this listed entity	Chemcrux Enterprises Limited (w.e.f. 12 th February 2025): 1. Audit Committee – Chairperson 2. Nomination and Remuneration Committee – Member
Name of Listed Companies from which the Director resigned during last three years	N.A.
Inter relationship	N.A.
No. & % of Equity Shares held in the company	Nil
Number of Board Meetings attended during the financial year 2023-24	N.A.
Details of remuneration last drawn (FY 2023-24)	Nil
Details of Remuneration sought to be paid	Sitting Fees for attending Board and/or Committee Meetings as may be fixed by Board of Directors from time to time and other payments if any, as may be approved by the Board/ members as per applicable laws.