

## NOTICE

**NOTICE** is hereby given that the Twenty First Annual General Meeting of the Members of M/s. Sharda Cropchem Limited will be held on Friday, 9 August, 2024 at 1:00 pm IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2024, together with the Report of the Auditors thereon.
3. To declare a dividend on Equity Shares of the Company for the Financial Year 2023-24.
4. To appoint a Director in place of Mrs Sharda R. Bubna (DIN:00136760), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs Sharda R. Bubna (DIN:00136760), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company and being eligible offers herself for re-appointment, be and is hereby re-appointed as the Director of the Company."

### SPECIAL BUSINESS:

5. Appointment of Mr H. S. Upendra Kamath (DIN: 02648119) as a Non-Executive Independent Director of the Company

To consider and if thought fit, pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 & other applicable provisions, if any, of the Companies Act, 2013 (the Act) & the Rules made thereunder read with schedule IV of the said Act & Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 (LODR

Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the provisions of the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee & Audit Committee, the Board of Directors had appointed Mr H. S. Upendra Kamath (DIN: 02648119), as an Additional Director in the capacity of Non-Executive and Independent Director of the Company with effect from 10 May, 2024 and who holds office up to the date of this Annual General Meeting and who meets the criteria for Independence under Section 149(6) of the Act & Rules made thereunder & Regulation 16(1)(b) of the LODR Regulation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (Five) years commencing from 10 May, 2024 to 9 May, 2029, and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and is hereby authorised to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Mumbai in order to give effect of the above resolution."

6. Appointment of Mr Vinod Kumar Kathuria (DIN: 06662559) as a Non-Executive Independent Director of the Company

To consider and if thought fit, pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 & other applicable provisions, if any, of the Companies Act, 2013 (the Act) & the Rules made thereunder read with schedule IV of the said Act & Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 (LODR Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the provisions of the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee & Audit Committee, the Board of Directors had appointed



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Mr Vinod Kumar Kathuria (DIN: 06662559), as an Additional Director in the capacity of Non-Executive and Independent Director of the Company with effect from 10 May, 2024 and who holds office up to the date of this Annual General Meeting and who meets the criteria for Independence under Section 149(6) of the Act & Rules made thereunder & Regulation 16(1)(b) of the LODR Regulation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (Five) years commencing from 10 May, 2024 to 9 May, 2029, and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and is hereby authorised to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Mumbai in order to give effect of the above resolution."

7. Appointment of Mr Shalin S. Divatia (DIN: 00749517) as a Non-Executive Independent Director of the Company To consider and if thought fit, pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 & other applicable provisions, if any, of the Companies Act, 2013 (the Act) & the Rules made thereunder read with schedule IV of the said Act & Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 (LODR Regulations) (including any statutory modification(s)

or re-enactment(s) thereof for the time being in force and the provisions of the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee & Audit Committee, the Board of Directors had appointed Mr Shalin S. Divatia (DIN: 00749517), as an Additional Director in the capacity of Non-Executive and Independent Director of the Company with effect from 10 May, 2024 and who holds office up to the date of this Annual General Meeting and who meets the criteria for Independence under Section 149(6) of the Act & Rules made thereunder & Regulation 16(1)(b) of the LODR Regulation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (Five) years commencing from 10 May, 2024 to 9 May, 2029, and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and is hereby authorised to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms, agreements with the Registrar of Companies, Mumbai in order to give effect of the above resolution."

### BY ORDER OF BOARD OF DIRECTORS

Sd/-

**JETKIN GUDHKA**

Date: 10 May, 2024

COMPANY SECRETARY

Place : Mumbai

Membership No. A26487

## NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5 May, 2020 read with circulars dated 8 April, 2020, 13 April, 2020, 13 January, 2021, 8 December, 2021, 14 December, 2021, 5 May, 2022, 28 December, 2022 & 25 September, 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular dated 12 May, 2020,

15 January, 2021, 13 May, 2022 & 5 January, 2023 (collectively referred to as "SEBI Circulars") permitted convening the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the SEBI circulars, the AGM

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of the Company is being held through VC / OAVM. The deemed venue for AGM shall be the registered office of the Company.

2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 to 7 of the Notice is annexed hereto. The Board of Directors has considered and decided to include item Nos. 5 to 7 as given above, as Special Business in the forthcoming AGM.
3. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more Shareholding), Promoters, Institutional Investors, Directors, Key Management Personnel, Auditors, etc, who are allowed to attend the AGM without restriction on account of first come first basis.
4. Members attending the meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules made there under, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held 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 this AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) intending to attend the AGM through their authorised representatives are requested to send a scanned copy of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Company at **co.sec@shardaintl.com** and / or to KFin Technologies Private Limited ("RTA") at **evoting@kfintech.com / raghu.vedha@kfintech.com** respectively.
7. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed to this Notice.
8. The Company has fixed Friday, 2 August, 2024 as the **"Record Date"** for determining entitlement of members to dividend for the financial year ended 31 March, 2024, if approved at the AGM. The Register of Members and the Share Transfer Books of the Company will remain closed on Saturday, 3 August, 2024.
9. Members holding shares in dematerialised form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to RTA / Company at their email addressed given above.
10. Members seeking any information with regard to the financial statements are requested to write to the Company at least ten (10) days before the AGM to enable the management to keep the information ready at the Meeting.
11. In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.
12. The Notice of AGM and Annual Report is being sent in electronic mode to Members whose e-mail address is registered with the Company or the DP. Members (Physical / Demat) who have not registered their e-mail addresses with the Company can get the same registered by requesting our RTA at e-mail addresses given above. Physical copy of the Notice of the AGM along with Annual Report for the financial year 2023-24 shall be sent to those Members who request for the same. The AGM Notice is also disseminated on the website of our RTA.



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13. Notice of AGM along with Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website **www.shardacropchem.com**, website of stock exchanges i.e BSE Limited at **www.bseindia.com** and National Stock Exchange of India Limited at **www.nseindia.com**.
14. Electronic copy of the 'Register of Directors and Key Managerial Personnel and their Shareholding', 'Register of Contracts and Arrangements' and 'Register of Members' maintained as per the Companies Act, 2013 shall be accessible to the members.
15. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be made within Thirty (30) days from the AGM date to all the shareholders holding shares as on the record date. During the year, the Company paid a final dividend of ₹ 3.00 per share on the paid-up equity shares of the Company for the Financial Year ended 31 March, 2023 which was approved at the Annual General Meeting of the Company held on 8 August, 2023.
16. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.  
The details of the unclaimed dividend & shares transferred to IEPF during 2023-24 have been provided in the report on Corporate Governance which forms part of this Annual Report.
17. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of the Members w.e.f. 1 April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Kfintech (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
18. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com by 11.59 p.m. IST on 2 August, 2024. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
19. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent establishment and Beneficial Ownership Declaration, Tax Residency Certificate Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to einward.ris@kfintech.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11.59 p.m. IST on 2 August, 2024.
20. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular dated 25 January, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this, as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.
21. The Company has made special arrangements with RTA for registration of e-mail addresses of those Members who wish to receive Notice and cast vote electronically. Members may directly register their e-mail address and mobile number through **<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>** for receiving soft copy of Notice and Annual Report along with e-voting user ID and password. In case of any query, Members may contact Mr Raghunath Veedha on

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(040) 6716 1606 or write mail at **emeetings@kfintech.com**.

### 22. Instructions for attending AGM through VC/OAVM:

- i. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by M/s KFin Technologies Private Limited. Members may access the same at **https://emeetings.kfintech.com** by using their e-voting login credentials. Members are requested to follow the procedure given below.
  - a. Launch internet browser (chrome / firefox / safari) by typing the URL **http://emeetings.kfintech.com**.
  - b. Enter the login credentials (i.e. user id and password for e-voting).
  - c. After logging in, click on "Video Conference" option.
  - d. Then click on camera icon appearing against AGM event of the Company, to attend the meeting.
- ii. 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.
- iii. Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.
- iv. 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.
- v. Shareholders who would like to express their views/ask questions during the Meeting may log into **https://emeetings.kfintech.com/** and click on "Post your Questions" may post their queries/views/questions in the window provided

by mentioning the name, demat account number/ folio number, email id, mobile number. Please note that, Members questions will be answered only, the shareholder continues to hold the shares as of cut-off date benpos. Members may post their queries from 9:00 AM (IST) on Monday, 5 August, 2024 till 5:00 PM (IST) on Thursday, 8 August, 2024.

- vi. Members who need technical assistance before or during the AGM, can contact Kfintech at 18003454001 (toll free) or contact Mr Raghunath Veedha on (040) 6716 1606 or write at **emeetings@kfintech.com**.
- vii. In case of decision to allow the Q&A session in the Meeting, Members may log into **https://emeetings.kfintech.com/** and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence from 9:00 AM (IST) on Monday, 5 August, 2024 till 5:00 PM (IST) on Thursday, 8 August, 2024.

### 23. Instructions for e-voting during AGM:

- i. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "instapoll" page.
- ii. Members need to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- iii. Only those shareholders, who are present in the AGM and have not casted their vote through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

### 24. Instructions for remote e-Voting:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and 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 the SEBI (Listing Obligations and Disclosure Requirements)



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Regulations, 2015 and SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020, the Members are provided with the facility to exercise their right to vote at the 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 the venue of the AGM ["remote e-voting"] will be provided by our RTA.

- ii. The Board of Directors of the Company have appointed Mr Alpesh Panchal from M/s. KJB & Co LLP Practicing Company Secretaries, Mumbai as Scrutiniser to scrutinise e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same. The Scrutiniser, after scrutinising the votes, will, not later than two (2) working days from the conclusion of the AGM, make a consolidated scrutiniser's report and submit the same to the Chairman. The results declared alongwith the consolidated scrutiniser's report shall be placed on the website of the Company [www.shardacropchem.com](http://www.shardacropchem.com) and on the website of RTA <https://evoting.kfintech.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- iii. **The remote e-voting period commences on Monday, 5 August, 2024 (9:00 am) and ends**

**on Thursday, 8 August, 2024 (5:00 pm).** During this period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, **as on the cut-off date of Friday, 2 August, 2024**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

- iv. 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. Friday, 2 August, 2024**.
- v. Subject to receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the AGM.
- vi. **Information and instructions for remote e-voting by individual shareholders holding shares in demat mode:**

As per the circular of SEBI on e-voting facility provided by Listed Companies dated 9 December, 2020, all individual shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participants, is given below:

**Procedure to login through websites of Depositories**

NSDL	CDSL
<p><b>1. Users already registered for IDeAS facility of NSDL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. Click on URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>iii. Enter your User ID and Password for accessing IDeAS,</li> <li>iv. On successful authentication, you will enter your IDeAS service login.</li> <li>v. Click on "Access to e-Voting" under <b>Value Added Services</b> on the panel available on the left hand side.</li> <li>vi. Click on "Active e-voting Cycles" option under e-voting.</li> <li>vii. Click on <b>Company name</b> or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</li> </ul>	<p><b>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. Click on URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>New System Myeasi</b></li> <li>ii. Enter your User ID and Password for accessing Easi / Easiest.</li> <li>iii. Click on <b>Company name</b> or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</li> </ul>

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<b>Procedure to login through websites of Depositories</b>	
<b>NSDL</b>	<b>CDSL</b>
<p><b>2. Users not registered for IDeAS facility of NSDL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. To register, click on URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>ii. Select "<b>Register Online for IDeAS</b>".</li> <li>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.</li> <li>iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ul>	<p><b>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. To register, click on URL <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>ii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.</li> <li>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ul>
<p><b>3. Users may directly access the e-voting module of NSDL as per the following procedure:</b></p> <ul style="list-style-type: none"> <li>i. Click on URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>ii. Click on the button "<b>Login</b>" available under "<b>Shareholder / Member</b>" section.</li> <li>iii. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen.</li> <li>iv. On successful authentication, you will enter the e-voting module of NSDL.</li> <li>v. Click on "<b>Active E-voting Cycles / VC or OAVMs</b>" option under e-voting.</li> <li>vi. Click on <b>Company name</b> or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</li> </ul>	<p><b>3. Users may directly access the e-voting module of CDSL as per the following procedure;</b></p> <ul style="list-style-type: none"> <li>i. Click on URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide demat account number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered mobile &amp; email as recorded in the demat account.</li> <li>iv. On successful authentication, you will enter the e-voting module of CDSL.</li> <li>v. Click on <b>Company name</b> or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</li> </ul>

**Procedure to login through their demat accounts / website of Depository Participant**

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for "**e-Voting**" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against the name of Company or select e-Voting service provider "KFinTech"** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

**Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.**

<b>Contact details in case of technical issue on NSDL website</b>	<b>Contact details in case of technical issue on CSDL website</b>
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990 and 1800 22 44 30</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738 or 22-23058542-43.</b>



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### vii. Information and Instructions for remote e-voting by shareholders other than individuals holding shares in demat mode and all other shareholders holding shares in physical mode:

- a. Initial password is provided in the body of the email.
- b. Launch internet browser and type the URL: **https://evoting.kfintech.com** in the address bar.
- c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

#### **User ID: For Members holding shares in Demat Form:-**

For NSDL: 8 character DP ID followed by 8 digits Client ID.

For CDSL: 16 digits beneficiary ID.

#### **User ID: For members holding shares in Physical Form:**

Event Number followed by Folio No. registered with the Company.

**Password:** Your unique password is sent via e-mail forwarded through the electronic notice.

**Captcha:** Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

- d. After entering the details appropriately, click on LOGIN.
- e. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT number of the Company.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution
- k. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- l. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the **cut-off date i.e. Friday, 2 August, 2024** may obtain the user ID and password in the manner as mentioned below:



**NOTICE (CONTD.)**

- a. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL:  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567
- b. If e-mail address or mobile number of the member is registered against Folio No. or DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. A member may call KFinTech's toll free number 1-800-3454-001
- d. A member may send an e-mail request to **evoting@kfintech.com**.
- e. If the member is already registered with KFinTech's e-voting platform then he / she can use his / her existing User ID and password for casting the vote through remote e-voting.
- m. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech website for e-voting: **https://evoting.kfintech.com** or contact KFinTech as per the details given above.

**BY ORDER OF BOARD OF DIRECTORS**

Sd/-

**JETKIN GUDHKA**

COMPANY SECRETARY

Membership No. A26487

Date: 10 May, 2024

Place: Mumbai

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

Pursuant to Section 102 of Companies Act, 2013('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under item no. 5 to 7 of the accompanying Notice dated 10 May, 2024.

**Item No. 5:** Appointment of Mr H. S. Upendra Kamath (DIN: 02648119) as a Non-Executive Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, appointed Mr H. S. Upendra Kamath (DIN: 02648119) as an Additional Director in the capacity of Non-Executive & Independent Director of the Company for a term of 5 (Five) years with effect from 10 May, 2024 to 9 May, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The brief profile of Mr H. S. Upendra Kamath and other relevant information as required under the LODR Regulations are provided in Annexure to this Notice.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

The Company has received the following disclosures from Mr H. S. Upendra Kamath:

- I. Consent in writing to act as Director of the Company.
- II. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified to act as Director.
- III. A declaration to the effect that he meets the criteria of independence as per the Act & LODR Regulations.
- IV. Declaration that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.
- V. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.



## NOTICE (CONTD.)

VI. A Confirmation that he has registered himself with the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr H. S. Upendra Kamath fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Mr Kamath would be entitled to sitting fees for attending meetings of the Board of Directors and Committees of which he is a member.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought, as a special resolution, for appointment of Mr H. S. Upendra Kamath as a Non-Executive Independent Director of the Company for a term of 5 (Five) years commencing from 10 May, 2024 to 9 May, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof and he shall not be liable to retire by rotation.

Except Mr Kamath, no other Director or KMP and / or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set forth in Item No. 5 of the Notice. Mr Kamath do not hold any shares in the Company.

The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of members.

**Item No. 6:** Appointment of Mr Vinod Kumar Kathuria (DIN: 06662559) as a Non-Executive Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, appointed Mr Vinod Kumar Kathuria (DIN: 06662559) as an Additional Director in the capacity of Non-Executive & Independent Director of the Company for a term of 5 (Five) years with effect from 10 May, 2024 to 9 May, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The brief profile of Mr Vinod Kumar Kathuria and other relevant information as required under the LODR Regulations are provided in Annexure to this Notice.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

The Company has received the following disclosures from Mr Vinod Kumar Kathuria:

- I. Consent in writing to act as Director of the Company.
- II. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified to act as Director.
- III. A declaration to the effect that he meets the criteria of independence as per the Act & LODR Regulations.
- IV. Declaration that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.
- V. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.
- VI. A Confirmation that he has registered himself with the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr Kathuria fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Mr Kathuria would be entitled to sitting fees for attending meetings of the Board of Directors and Committees of which he is a member.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought, as a special resolution, for appointment of Mr Vinod Kumar Kathuria as a Non-Executive Independent Director of the Company for a term of 5 (Five) years commencing from 10 May, 2024 to 9 May, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof and he shall not be liable to retire by rotation.

## NOTICE (CONTD.)

Except Mr Kathuria, no other Director or KMP and / or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set forth in Item No. 6 of the Notice. Mr Kathuria do not hold any shares in the Company.

The Board recommends the special resolution as set out in Item no. 6 of this notice for the approval of members.

**Item No. 7:** Appointment of Mr Shalin S. Divatia (DIN: 00749517) as a Non-Executive Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, appointed Mr Shalin S. Divatia (DIN: 00749517) as an Additional Director in the capacity of Non-Executive & Independent Director of the Company for a term of 5 (Five) years with effect from 10 May, 2024 to 9 May, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The brief profile of Mr Shalin S. Divatia and other relevant information as required under the LODR Regulations are provided in Annexure to this Notice.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

The Company has received the following disclosures from Mr Shalin S. Divatia:

- I. Consent in writing to act as Director of the Company.
- II. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified to act as Director.
- III. A declaration to the effect that he meets the criteria of independence as per the Act & LODR Regulations.
- IV. Declaration that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.
- V. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

- VI. A Confirmation that he has registered himself with the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr Divatia fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Mr Divatia would be entitled to sitting fees for attending meetings of the Board of Directors and Committees of which he is a member.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought, as a special resolution, for appointment of Mr Shalin S. Divatia as a Non-Executive Independent Director of the Company for a term of 5 (Five) years commencing from 10 May, 2024 to 9 May, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

Except Mr Divatia, no other Director or KMP and / or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set forth in Item No. 7 of the Notice. Mr Divatia do not hold any shares in the Company.

The Board recommends the special resolution as set out in Item no. 7 of this notice for the approval of members.

### BY ORDER OF BOARD OF DIRECTORS

Sd/-

**JETKIN GUDHKA**

Date: 10 May, 2024

Place: Mumbai

COMPANY SECRETARY

Membership No. A26487



## ANNEXURE

### Details of Directors seeking Appointment/ Re-appointment at the AGM

Name of Director	Mrs Sharda R. Bubna	Mr H. S. Upendra Kamath	Mr Vinod Kumar Kathuria	Mr Shalin S. Divatia
Director Identification Number	00136760	02648119	06662559	00749517
Date of Birth (Age)	4 May, 1953 (71 Years)	14 December, 1953 (70 Years)	23 July, 1958 (65 Years)	8 January, 1965 (59 Years)
Date of Appointment	12 March, 2004	10 May, 2024	10 May, 2024	10 May, 2024
Category	Executive Director	Non-Executive and Independent Director	Non-Executive and Independent Director	Non-Executive and Independent Director
Qualification	B.A. (Bachelor of Arts)	B. Com, CAIIB	M.Com, CAIIB	B. Com, L.L.B, FCA, ACS
Experience & Expertise	Through her sole proprietary concern, M/s. Sharda International, she has been involved in the chemicals, agrochemicals and related businesses from the year 1987 upto 2004. She is one of the Founders and Promoter of the Company.	He has more than four decades of experience in the Indian Banking industry. He possesses a wealth of expertise in critical areas such as MSME, Retail Banking, Priority Sector, Recovery and Legal Risk Management, International Banking, Treasury, Credit-Monitoring, and Administration.	He has more than 40 years of experience in the Indian Banking Industry. He possesses a expertise in key banking areas such as Corporate Credit, Recovery, Retail Lending, Treasury Operations, International Banking Business.	He has more than 30 years of experience in the filed of Accounts, Finance, Taxation, Audit & Corporate Law and expertise in Corporate Matters, Mergers & Amalgamation and Exchange Control Matters.
Number of shares held in the Company	1,40,91,147	Nil	Nil	Nil
Directorship held in other Public Companies (excluding foreign companies and Section 8 companies)	NIL	<ol style="list-style-type: none"> <li>1. APL Apollo Tubes Limited</li> <li>2. Kisan Mouldings Limited</li> <li>3. Sree UGCL Projects Limited</li> <li>4. Zuno General Insurance Limited</li> <li>5. SG Finserv Limited</li> <li>6. Online PSB Loans Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. A. K. Capital Finance Limited</li> <li>2. A K Capital Services Limited</li> <li>3. Deepak Builders &amp; Engineers India Limited</li> <li>4. Jayaswal Neco Industries Limited</li> <li>5. Satia Industries Limited</li> <li>6. Anand Rathi Global Finance Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Integra Engineering India Limited</li> </ol>

**NOTICE (CONTD.)**

<b>Name of Director</b>	<b>Mrs Sharda R. Bubna</b>	<b>Mr H. S. Upendra Kamath</b>	<b>Mr Vinod Kumar Kathuria</b>	<b>Mr Shalin S. Divatia</b>
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	<ol style="list-style-type: none"> <li>1. Zuno General Insurance Limited</li> <li>2. SG Finserv Limited</li> <li>3. Online PSB Loans Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Deepak Builders &amp; Engineers India Limited</li> <li>2. Anand Rathi Global Finance Limited</li> <li>3. A K Capital Services Limited</li> <li>4. A. K. Capital Finance Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Integra Engineering India Limited</li> </ol>
Relationships between Directors inter-se	<ol style="list-style-type: none"> <li>1) Wife of Mr Ramprakash V. Bubna</li> <li>2) Mother of Mr Ashish R. Bubna and Mr Manish R. Bubna</li> </ol>	None	None	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A	Please refer explanatory statement of Item No. 5 of the Notice	Please refer explanatory statement of Item No. 6 of the Notice	Please refer explanatory statement of Item No. 7 of the Notice
No. of Board Meetings attended during the year	4	-	-	-