

Notice



CHEMCON SPECIALITY CHEMICALS LIMITED

CIN: U24231GJ1988PLC011652

Registered office: Block No. 355, Manjusar-Kunpad Road, Village: Manjusar, Taluka: Savli, Dist.: Vadodara-391 775, Gujarat
Tel. +91 265 2981195 / 2983754 | Email: investor.relations@cscpl.com | Website: www.cscpl.com

Notice of 32nd Annual General Meeting

NOTICE is hereby given that the Thirty-second Annual General Meeting (**AGM**) of the members of Chemcon Speciality Chemicals Limited (**the Company**) will be held on Tuesday, September 28, 2021 at 11:00 a.m. (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 Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Himanshu Prafulchandra Purohit (DIN: 03296807), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Ratification of remuneration to the Cost Auditors for the financial year ending March 31, 2022.**

*To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), M/s Chetan Gandhi & Associates, Cost Accountants (Firm Registration No. 101341), appointed as the Cost Auditors of the Company by the Board of Director to conduct the audit of cost records of the Company for the financial year 2021-22 at a remuneration of ₹ 50,000 (Rupees Fifty Thousand Only) Plus XBRL Conversion Charges, reimbursement of out of pocket expenses as per actual and applicable government taxes/levies be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters, things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

4. **To approve increase in remuneration of Mr. Rajesh Chimanlal Gandhi (DIN: 03296784), Whole-Time Director & Chief Financial Officer of the Company.**

*To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded to the revision in the remuneration of Mr. Rajesh Chimanlal Gandhi (DIN: 03296784), Whole Time Director of the Company with effect from 1st October 2020, on the following terms and conditions, as recommended by the Nomination and Remuneration Committee of the Company, for the remaining period of his tenure.

- a) **Basic Salary:** The Basic Salary of Mr. Rajesh Chimanlal Gandhi shall be ₹ 2.6 Lacs per month with the authority to the Board of Directors to determine any increments from time to time during the term of his appointment as per the recommendations of the Nomination and Remuneration Committee.
- b) **Perquisites and Allowances:** Contribution to Provident fund, Superannuation fund and payment of Gratuity as per the rules of the Company
- c) **Reimbursement of expenses:** Expenses incurred by Mr. Rajesh Chimanlal Gandhi for and on behalf of the Company including his travelling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of his remuneration.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Rajesh Chimanlal Gandhi shall be entitled to receive remuneration upto the limit as approved herein above as minimum remuneration in compliance with applicable law.

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RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

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

5. **To approve increase in remuneration of Himanshu Prafulchandra Purohit (DIN: 03296807), Whole-time Director of the Company.**

*To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded to the revision in the remuneration of Mr. Himanshu Prafulchandra Purohit (DIN: 03296807), Whole Time Director of the Company with effect from 1st October 2020, on the following terms and conditions, as recommended by the Nomination and Remuneration Committee of the Company, for the remaining period of his tenure.

- a) **Basic Salary:** The Basic Salary of Mr. Himanshu Prafulchandra Purohit shall be ₹ 2.6 Lacs per month with the authority to the Board of Directors to determine any increments from time to time during the term of his appointment as per the recommendations of the Nomination and Remuneration Committee.
- b) **Perquisites and Allowances:** Contribution to Provident fund, Superannuation fund and payment of Gratuity as per the rules of the Company
- c) **Reimbursement of expenses:** Expenses incurred by Mr. Himanshu Prafulchandra Purohit for and on behalf of the Company including his travelling, boarding, lodging, communication expenses shall be reimbursed at actuals and shall not form part of his remuneration.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Himanshu Prafulchandra Purohit shall be entitled to receive remuneration upto the limit as approved herein above as minimum remuneration in compliance with applicable law.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

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

6. **Approval of charges for service of documents through a particular mode as may be sought by the member.**

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

“RESOLVED THAT pursuant to Section 20 of the Companies Act, 2013 and the Rules made thereunder, whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the members be and is hereby accorded to the Board of Directors of the Company to serve document(s) on member(s) of the Company through any particular mode as may be requested by such member for delivery of any document(s) to him and to charge from such member the estimated actual expenses of delivery of the documents to him through the requested particular mode at least one week in advance of the dispatch of document by the Company.”

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

Registered Office:

Block No. 355, Manjusar-Kunpad Road,
Village: Manjusar, Taluka: Savli,
Dist.: Vadodara – 391 775, Gujarat

Date: August 09, 2021
Place: Vadodara

By Order of the Board
For **Chemcon Speciality Chemicals Limited**

Shahilkumar Kapatel
Company Secretary & Compliance Officer
M. No.: A52211

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NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively, issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 32nd Annual General Meeting of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 32nd AGM shall be the Registered Office of the Company at Block No. 355, Manjusar-Kunpad Road, Village: Manjusar, Taluka: Savli, Dist.: Vadodara – 391 775, Gujarat.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business under Item nos. 3 to 6 set above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting is annexed hereto.
3. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 32nd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
5. 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 this Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 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. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorisation letter to the Company or upload on the VC portal / e-voting portal.
7. Book Closure and Cut-off Date/Record date: The Register of Members and Transfer Book of the Company will be closed from Wednesday, September 22, 2021 to Tuesday, September 28, 2021 (both days inclusive) for the purpose of AGM. Accordingly, Tuesday, September 21, 2021 would be the cut-off date for the purpose of reckoning the members/beneficial owners entitled to e-vote and attend the AGM through VC/OAVM. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut- off date.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 32nd AGM along with the Annual Report for Financial Year 2020-21 are being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 32nd AGM and the Annual Report for the Financial Year 2020-21 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

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- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at: investor.relations@cscpl.com
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
10. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the Financial Year 2020-21 will also be available on the Company's website www.cscpl.com for their download. The same shall also be available on the website of the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and the Notice of AGM shall also be available on the website of CDSL at www.evotingindia.com.
 11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 32nd AGM, i.e. September 28, 2021. Members seeking to inspect such documents can send an email to investor.relations@cscpl.com.
 12. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, August 27, 2021 have been considered for the purpose of sending the AGM Notice and the Annual Report. However, those persons who become members subsequently may join the meeting and also cast their vote by following the process provided in this notice.
 13. Members can avail the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send email to vadodara@linkintime.co.in. Members holding shares in demat form may contact their Depository Participant for availing this facility.
 14. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialise the shares with their Depository Participant.

15. **Voting:**

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. September 21, 2021 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER

- 15.1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
15. 2) The voting period begins on Friday, September 24, 2021 at 10:00 a.m. and ends on Monday, September 27, 2021 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of September 21, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
15. 3) The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

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15. 4) The Board of Directors of the Company has appointed Mr. Kuldeep Bengani, Practicing Company Secretary, (Membership no. FCS 8049), Partner, M/s. Kuldeep Bengani & Associates LLP, Company Secretaries as Scrutiniser to scrutinise the voting through electronic means during the AGM and remote e-voting process in a fair and transparent manner..
15. 5) The Voting Results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.cscpl.com and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE and NSE, where the shares of the Company are listed.
15. 6) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-Voting Service Providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
15. 7) 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 email Id in their demat accounts in order to access e-Voting facility.

Login method for remote e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is as follows:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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Type of shareholders	Login Method
	<p>If the user is 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</p> <p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL:

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

15.8) Login method for remote e-Voting and joining virtual meeting for non-individual shareholders holding shares in Demat form and shareholders holding shares in physical form:

The shareholders should log on to the e-voting website www.evotingindia.com.

1. Click on "Shareholders" module.
2. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
3. Next enter the Image Verification as displayed and Click on Login.
4. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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5. If you are a first-time user follow the steps given below:

	For non-individual shareholders holding shares in Demat form and shareholders holding shares in physical form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

6. After entering these details appropriately, click on "SUBMIT" tab.
- 15.9) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 15.10) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 15.11) Click on the EVSN of Chemcon Speciality Chemicals Limited.
- 15.12) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 15.13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 15.14) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 15.15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15.16) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 15.17) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 15.18) **Note for Non-Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

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- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser at the email address kuldeepkcc@gmail.com with a copy to the Company at the email address investor.relations@cscpl.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

16. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 16.1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 16.2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 16.3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 16.4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 16.5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 16.6) 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.
- 16.7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number along with questions, if any, at investor.relations@cscpl.com. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time as appropriate for smooth conduct of the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@cscpl.com. These queries will be replied to by the Company suitably by email.
- 16.8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 16.9) Only those shareholders, who are 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 available during the AGM.
- 16.10) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542 / 43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.

Registered Office:

Block No. 355, Manjusar-Kunpad Road,
Village: Manjusar, Taluka: Savli,
Dist.: Vadodara – 391 775, Gujarat

Date: August 09, 2021
Place: Vadodara

By Order of the Board
For **Chemcon Speciality Chemicals Limited**

Shahilkumar Kapatel
Company Secretary & Compliance Officer
M. No.: A52211

Notice (Contd.)

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 3 to 6 of the accompanying Notice dated August 09, 2021.

Item No. 3:

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records of the Company.

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s Chetan Gandhi & Associates, Cost Accountants (Firm Registration No. 101341), Vadodara, as the Cost Auditor of the Company for the Financial Year 2021-22 at a remuneration of ₹ 50,000 (Rupees Fifty Thousand Only) Plus XBRL Conversion Charges, reimbursement of out of pocket expenses as per actual and applicable government taxes/levies.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by members of the Company.

Accordingly, members are requested to consider and ratify the remuneration payable to Cost Auditors for the year 2021-22 as set out in the resolution for the aforesaid services.

The Board recommends the resolution set out in item No. 3 of this Notice for the approval of the members of the Company by way of an Ordinary Resolution.

None of the directors, key managerial personnel of the Company or their relatives are interested in the Resolution at Item No. 3 of the Notice.

Item No. 4 and 5:

The Board of directors at its meeting held on May 01, 2019, has re-appointed and designated Mr. Rajesh Chimanlal Gandhi as Whole-Time Director & Chief Financial Officer of the Company and re-appointed and designated Mr. Himanshu Prafulchandra Purohit as Whole-Time Director of the Company, for a period of 3 years i.e. from May 01, 2019 to April 30, 2022. The same was subsequently approved by the members of the Company at the AGM held on June 14, 2019 by a Special Resolution.

Further, considering the contribution of Mr. Rajesh Chimanlal Gandhi and Mr. Himanshu Prafulchandra Purohit and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on November 6, 2020 approved the revision in the remuneration of Mr. Rajesh Chimanlal Gandhi and Mr. Himanshu Prafulchandra Purohit for their remaining tenure effective from October 01, 2020, subject to the approval of the members and on terms and conditions enumerated in the resolution.

While the Company's operations are profitable, the overall managerial remuneration including remuneration proposed to be paid to Mr. Kamalkumar Rajendera Aggarwal, Mr. Rajesh Chimanlal Gandhi, Mr. Navdeep Naresh Goyal, Mr. Rajveer Kamal Aggarwal and Mr. Himanshu Prafulchandra Purohit may exceed the limits Specified in Section 197 of the Companies Act, 2013. Hence, as a matter of abundant caution, the members are requested to consider the revision in remuneration of Mr. Rajesh Chimanlal Gandhi and Mr. Himanshu Prafulchandra Purohit in accordance with the provisions of Section II of Part II of Schedule V of Companies Act, 2013.

The information required under Section II of Part II of Schedule V of Companies Act, 2013 are as follows:

		Mr. Rajesh Chimanlal Gandhi Whole-Time Director & Chief Financial Officer	Mr. Himanshu Prafulchandra Purohit Whole-Time Director
I.	General information:		
1.	Nature of industry	The Company is a manufacturer of specialised chemicals, engaged in the manufacturing and sale of the Pharmaceutical Chemicals and the Oilwell Completion Chemicals.	
2.	Date or expected date of commencement of commercial production	Existing Company in operation	

Notice (Contd.)

	Mr. Rajesh Chimanlal Gandhi Whole-Time Director & Chief Financial Officer	Mr. Himanshu Prafulchandra Purohit Whole-Time Director
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	Financial performance during the financial year 2020-21: Revenue from operations: ₹ 24,348.72 Lacs Other Income: ₹ 463.53 Lacs Total Expenditure: ₹ 17,206.68 Lacs Profit before tax: ₹ 7,605.57 Lacs Net Profit after tax: ₹ 5,639.82 Lacs
5.	Foreign investments or collaborations, if any	Not applicable
II. Information about the appointee:		
1	Background details	Mr. Rajesh Chimanlal Gandhi holds a bachelor's degree in commerce from Gujarat University, Gujarat. In the past, he was associated with the Company in the capacity of Accounts & Finance Manager. He has more than 20 years of experience in finance & accounts and related operations.
2	Past remuneration	During the Financial Year ended March 31, 2021, ₹ 26.40 Lacs each was paid as remuneration to Mr. Rajesh Chimanlal Gandhi and Mr. Himanshu Prafulchandra Purohit.
3	Recognition or awards	Not applicable
4	Job profile and his suitability	Mr. Rajesh Chimanlal Gandhi has overall control over the management in the Finance and Accounts areas of the Company in line with his qualification and experience in the business.
5	Remuneration proposed	Monthly remuneration of ₹ 2,60,000/- (₹ Two Lacs Sixty Thousand) as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by Mr. Rajesh Chimanlal Gandhi and Mr. Himanshu Prafulchandra Purohit of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and board level positions held in similar sized Companies.

Notice (Contd.)

		Mr. Rajesh Chimanlal Gandhi Whole-Time Director & Chief Financial Officer	Mr. Himanshu Prafulchandra Purohit Whole-Time Director
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Rajesh Chimanlal Gandhi is not related to any of the Directors and Key Managerial Personnel of the Company.	Mr. Himanshu Prafulchandra Purohit is not related to any of the Directors and Key Managerial Personnel of the Company.
III. Other information			
1.	Reasons of loss or inadequate profits	While the Company's operations are profitable, the overall managerial remuneration paid to all the executive directors in aggregate may exceed the limits Specified in Section 197 of the Act. Hence, as a matter of abundant caution, the members are requested to consider the revision in remuneration of Mr. Rajesh Chimanlal Gandhi and Mr. Himanshu Prafulchandra Purohit in accordance with the provisions of Schedule V of Act.	
2.	Steps taken or proposed to be taken for improvement	Not applicable	
3.	Expected increase in productivity and profits in measurable terms	Not applicable	

The Board recommends the resolution set out in item No. 4 and item No. 5 of this Notice for the approval of the members of the Company by way of Special Resolution.

None of the directors, key managerial personnel of the Company or their relatives, except Mr. Rajesh Chimanlal Gandhi (for item 4) and Mr. Himanshu Prafulchandra Purohit (for item 5) are interested in the Resolution at Item No. 4 and Item No. 5 of the Notice.

Item No. 6:

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the Company.

The Board recommends the resolution set out in item No. 6 of this Notice for the approval of the members of the Company by way of an Ordinary Resolution.

None of the directors, key managerial personnel of the Company or their relatives are interested in the Resolution at Item No. 6 of the Notice.

Registered Office:

Block No. 355, Manjusar-Kunpad Road,
Village: Manjusar, Taluka: Savli,
Dist.: Vadodara – 391 775, Gujarat

Date: August 09, 2021

Place: Vadodara

By Order of the Board
For **Chemcon Speciality Chemicals Limited**

Shahilkumar Kapatel
Company Secretary & Compliance Officer

M. No.: A52211

Notice (Contd.)

ANNEXURE – A

Details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of the Director	Himanshu Prafulchandra Purohit
Designation	Whole-time Director
DIN	03296807
Date of Birth	July 30, 1973
Age	48 Years
Nationality	Indian
Qualifications	Master's degree in science (M.Sc)
Experience	Over 20 years
Date of Appointment on the Board	May 01, 2012
Number of Board Meetings attended during the Financial Year 2020-21	9 out of 10
Remuneration details	₹. 2,60,000 per month
Number of shares held in the Company as on March 31, 2021	-
Relationships between Directors inter-se	-
Directorship in other Companies as on March 31, 2021	-
Chairman/ Member in the Committees of the Boards of other Companies in which he/she is a Director as on March 31, 2021	-