

## NOTICE

**NOTICE** is hereby given that the Forty Eighth Annual General Meeting ("AGM") of the Members of Chembond Chemicals Limited (CIN: L24100MH1975PLC018235) will be held on Saturday, 19<sup>th</sup> August, 2023, at 10.30 a.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

1. **To consider and adopt**
  - (a) the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the report of the Auditors thereon.
2. **To declare final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2023**
3. **To appoint a Director in place of Mr. Ashwin R. Nagarwadia (DIN:00466681), who retires by rotation and, being eligible, offers himself for re-appointment**
4. **To approve re-appointment of M/s. Bathiya & Associates, LLP as Statutory Auditor of the Company**

To consider and, if thought fit, to give ASSENT/ DISSENT to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), M/s. Bathiya & Associates LLP, Chartered Accountants (FRN: 101046W / W100063) be and are hereby re-appointed as the Statutory Auditor of the Company to hold office for a term of five consecutive years from the conclusion of the 48<sup>th</sup> Annual General Meeting ("AGM") till the conclusion of the 53<sup>rd</sup> AGM of the Company to be held in the year 2028-29, to examine and audit the accounts of the Company commencing from 1<sup>st</sup> April, 2023, at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors and the Auditors;

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

### SPECIAL BUSINESS

5. **To approve continuation of Directorship of Mr. Ashwin R. Nagarwadia (DIN: 00466681) beyond the age of seventy five years as a Non-executive Director**

To consider and, if thought fit, to give ASSENT/ DISSENT to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("the Act"), and on recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Ashwin R. Nagarwadia (DIN: 00466681), as a Non-executive Director of the Company, beyond the age of seventy five years;

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

6. **To approve payment of Commission to Non-executive Directors of the Company for a period of 5 years commencing from 1<sup>st</sup> April, 2023**

To consider and, if thought fit, to give ASSENT/ DISSENT to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to availability of net profits at the end of each financial year, a sum not exceeding 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Directors of the Company (other than the Managing Directors and Whole-time Directors, if any) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for a period of 5 financial years commencing from 1<sup>st</sup> April, 2023."

**7. To approve Material Related Party Transactions of Chembond Chemicals Limited with Finor Piplaj Chemicals Limited**

To consider and, if thought fit, to give ASSENT/ DISSENT to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time and provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] ("the Act") and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions, subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board,' which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between Chembond Chemicals Limited ("CCL or the Company") and Finor Piplaj Chemicals Limited ('FINOR'), a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and FINOR, for an aggregate value not exceeding ₹6 crores (Rupees Six Crores only) during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any

Director, or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

**8. To approve Material Related Party Transactions of Chembond Calvatis Industrial Hygiene Systems Limited (a Joint Venture Company) with Chembond Chemicals Limited**

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time, and provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] ("the Act") and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions, subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board,' which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between Chembond Calvatis Industrial Hygiene Systems Limited ("CCIHSL"), a joint venture a 'Related Party' and Chembond Chemicals Limited ("CCL or the Company") on such terms and conditions as may be mutually agreed between the Company and CCIHSL, for an aggregate value not exceeding ₹3 crores (Rupees Three Crores only) during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

**9. To approve Material Related Party Transactions of Chembond Water Technologies Limited (Wholly Owned Subsidiary) with Finor Piplaj Chemicals Limited**

To consider and, if thought fit, to give ASSENT/ DISSENT to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time and provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] ("the Act") and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions, subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between two Related Parties of the Company, i.e. Chembond Water Technologies

Limited ("CWTL") (Wholly Owned Subsidiary) with Finor Piplaj Chemicals Limited ("FINOR"), on such terms and conditions as may be mutually agreed between CWTL and FINOR, for an aggregate value not exceeding ₹31 crores (Rupees Thirty One Crores only) during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business."

**10. To approve Material Related Party Transactions of Rewasoft Solutions Private Limited (Step-down Associate) with Chembond Chemicals Limited and certain identified Related Parties of the Company**

To consider and, if thought fit, to give ASSENT/ DISSENT to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time and provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] ("the Act") and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions, subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between Rewasoft Solutions Private Limited ("RSPL") (Associate Company of Chembond Water Technologies Limited) with Chembond Chemicals Limited ("CCL or the Company"), Chembond Water Technologies Limited ("CWTL"), Chembond Clean Water Technologies Limited ("CCWTL"), Chembond Material Technologies Private Limited ("CMTPL"), on such terms and conditions as may be mutually agreed between Rewasoft and the Company, CWTL, CCWTL, CMTPL for an aggregate value not exceeding ₹ 0.10 crore, ₹0.50 crore ₹0.25 crore, and ₹0.25 crore respectively during the financial year 2023-24, provided that such transaction(s)

/ contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business".

**11. To approve Material Related Party Transactions of Gramos Chemicals India Private Limited (Step Down Subsidiary) with Chembond Material Technologies Private Limited (Wholly Owned Subsidiary)**

To consider and, if thought fit, to give ASSENT/ DISSENT to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time and provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] ("the Act") and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions, subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Gramos Chemicals India Private Limited ("GCIPL") (Step Down Subsidiary Company) and Chembond Material Technologies Private Limited ("CMTPL"), on such terms and conditions as may be mutually agreed between GCIPL and CMTPL, for an aggregate value not exceeding ₹15 crores (Rupees Fifteen Crores only) during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business".

**12. To approve Material Related Party Transactions of Chembond Clean Water Technologies Limited (Step Down Subsidiary) with Chembond Water Technologies Limited (Wholly Owned Subsidiary)**

To consider and, if thought fit, to give ASSENT/ DISSENT to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time and provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] ("the Act") and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions, subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between Chembond Clean Water Technologies Limited ("CCWTL") (Step Down Subsidiary) and Chembond Water Technologies Limited ("CWTL"), on such terms and conditions as may be mutually agreed between CCWTL and CWTL, for an aggregate value not exceeding ₹40 crores (Rupees Forty Crores only) during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business".

**13. To approve Material Related Party Transactions of Chembond Water Technologies (Thailand) Co. Ltd. (Step Down Subsidiary) with Chembond Water Technologies Limited (Wholly Owned Subsidiary)**

To consider and, if thought fit, to give ASSENT/ DISSENT to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time and provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] ("the Act") and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions, subject

to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board,' which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between Chembond Water Technologies (Thailand) Co. Ltd ("CWTL Thailand") (Step Down Subsidiary) and Chembond Water Technologies Limited ("CWTL"), on such terms and conditions as may be mutually agreed between CWTL Thailand and CWTL, for an aggregate value not exceeding ₹0.80 crore (Rupees Eighty Lakhs only) during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

**14. To approve Material Related Party Transactions of Chembond Water Technologies (Malaysia) Sdn. Bhd. (Step Down Subsidiary) with Chembond Water Technologies Limited (Wholly Owned Subsidiary)**

To consider and, if thought fit, to give ASSENT/ DISSENT to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time and provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] ("the Act") and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions, subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board,' which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into

Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between Chembond Water Technologies Malaysia Sdn. Bhd. ("CWTL Malaysia") (Step Down Subsidiary) and Chembond Water Technologies Limited ("CWTL"), on such terms and conditions as may be mutually agreed between CWTL Malaysia and CWTL, for an aggregate value not exceeding ₹2 crores (Rupees Two Crores only) during the financial year 2023-24, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business."

**15. To approve remuneration to Cost Auditor**

To consider and, if thought fit, to give ASSENT/ DISSENT to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), M/s. Aatish Dhattrak and Associates, Cost & Management Accountants, Mumbai, (FRN: 101575), appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the FY ending 31<sup>st</sup> March, 2024, be paid a remuneration of ₹73,000 (Rupees Seventy Three Thousand only), plus Goods and Services Tax and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit."

Mumbai  
20<sup>th</sup> May, 2023

By Order of the Board of Directors  
of **Chembond Chemicals Limited**

**Suchita Singh**  
Company Secretary

**REGISTERED OFFICE:**

Chembond Centre, EL-71,  
Mahape, MIDC,  
Navi Mumbai- 400 710  
Maharashtra, India.  
Tel: +91 22 6264 3000  
Fax: +91 22 2768 1294  
E-mail: [cs@chembondindia.com](mailto:cs@chembondindia.com)  
Website: [www.chembondindia.com](http://www.chembondindia.com)  
CIN: L24100MH1975PLC018235

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 13<sup>th</sup> January, 2021, 5<sup>th</sup> May, 2022 & 28<sup>th</sup> December, 2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI), vide its circulars dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, and 5<sup>th</sup> January, 2023 ("SEBI Circulars") permitted to hold Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), MCA Circulars and SEBI Circulars, the 48<sup>th</sup> AGM is being held through VC/OAVM only. Hence Members can attend the AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The Company has made arrangements through National Securities Depository Limited ("NSDL"), to provide VC/OAVM facility for the AGM and for conducting of the e-AGM. The Members can join the e-AGM 15 minutes before the scheduled time of the AGM following the procedure mentioned in the Notice.

2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business item No. 4 to 15 of the Notice, is annexed hereto.
3. Pursuant to the provisions of the Act, 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 pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies shall not be available for AGM and hence Proxy Form and Attendance Slip are not annexed to this Notice. Institutional / Corporate shareholders intending to depute their authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting are requested to send a certified copy of its Board Resolution / authorisation letter, authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution / authorisation should be sent to [cs@chembondindia.com](mailto:cs@chembondindia.com) mail to: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or upload on the website of NSDL <http://www.evoting.nsdl.com>.
4. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the AGM and the facility shall be made available to the Members on first-cum-first served basis. The facility to join the AGM will close 15 minutes after the scheduled time or when the capacity is full whichever is earlier by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members only on a first-cum-first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson 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-cum-first served basis. In case of joint holders, attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.

6. In terms of Section 152 of the Act, Mr. Ashwin R. Nagarwadia (DIN: 00466681), Director, retires by rotation at the AGM and being eligible, offers himself for re-appointment. As per explanation to Section 152(6)(e) of the Act, total number of Directors for the purpose of determining Directors liable to retire by rotation shall not include Independent Directors, whether appointed under the Act or any other law for the time being in force. Information of Director proposed to be re-appointed at the AGM as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings is annexed to the Report on Corporate Governance. The Director has furnished the requisite declarations for his re-appointment, as applicable.

Mr. Ashwin R. Nagarwadia is interested in the Special Resolution set out at item No. 5 pertaining to his appointment beyond the age of 75 years as a Non-executive Director of the Company.

7. Queries on financial statements and/or operations of the Company, if any, may please be sent to the Company seven days in advance of the meeting so that the answers may be made available at the AGM.
8. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode by the Members from the date of circulation of this notice upto the date of 48<sup>th</sup> AGM.
9. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 4<sup>th</sup> August,

2023 to Friday, 11<sup>th</sup> August, 2023 (both days inclusive) in connection with the AGM.

10. The Board of Directors has recommended a Final Dividend of 60% (i.e. ₹3/- per equity share of ₹5/- each) for the financial year ended 31<sup>st</sup> March, 2023 subject to approval of the Members at the ensuing AGM. The Dividend, if approved by the Members at the ensuing AGM will be paid to those shareholders whose names stand registered.

- a. Beneficial owners at the end of business hours on Thursday, 3<sup>rd</sup> August, 2023, being the record date as per the list to be furnished by NSDL and Central Depository Services (India) Limited (CDSL) will be paid the Final Dividend for the financial year ended 31<sup>st</sup> March, 2023, as recommended by the Board, if approved at the AGM, on or after Wednesday, 23<sup>rd</sup> August, 2023.
- b. As members in the Register of Members of the Company after giving effect to valid transmission/transposition in physical form lodged with the Company's Registrar and Share Transfer Agent (RTA) TSR Consultants Private Limited (TCPL), C-101, 1<sup>st</sup> floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai 400 083, on or before the Record date. The transmission/transposition requests complete in all respects should reach the RTA well before the above date.

Members holding shares in physical mode are requested to send all the communications pertaining to shares of the Company including intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc with the Company's RTA - TCPL, at their Registered Address or e-mail at [csg-unit@tcplindia.com](mailto:csg-unit@tcplindia.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member.

Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs).

In case of any queries / difficulties in registering the e-mail address or any other details, Members may write to [cs@chembondindia.com](mailto:cs@chembondindia.com).

- c. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72

of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled into the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.

- d. As per Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021, and clarification vide Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021 issued by SEBI, on Common and Simplified Norms for processing Investor's Service Request by RTAs., SEBI has mandated the furnishing of PAN, Address with PIN code, E-mail address, Mobile No., Bank Account details, Specimen Signature & Nomination by holders of physical securities and that from 1<sup>st</sup> January, 2022, RTAs shall not process any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC and Nomination documents/details etc. are received. The Company has sent reminders to the physical holders whose mandatory details are yet to be updated.
- e. As per the provisions of Section 124 of the Act, dividends not en-cashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company.

The details of Dividends declared and paid by the Company and the corresponding tentative due dates for transfer of such un-cashed / un-claimed dividend are given in the Corporate Governance Report under the heading 'Unpaid / Unclaimed Dividends'.

Details of shares transferred to the IEPF Authority are available on the website of the Company at <http://www.chembondindia.com/unclaimed-dividend.html>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in). Members who have not encashed / claimed dividend warrant(s) so far in respect of the above financial years are requested to make their claims to the RTA of the Company well in advance of the above tentative dates.

Further, pursuant to the provisions of Section 124 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them after complying with the procedure prescribed under the IEPF Rules. The Member/Claimant is required to make an online application to the IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fees as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html>.

Members are requested to claim any un-cashed dividends and for future opt for electronic clearing service, so that dividends paid by the Company are credited to the Members account on time.

11. Annual Report 2022-23 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/DPs. The Annual Report is also uploaded on the website of the Company at [www.chembondindia.com](http://www.chembondindia.com). Members may note that the Notice and Annual Report 2022-23 can also be accessed from websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing remote e-voting facility and e-voting system during the AGM) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
12. Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their e-mail id recorded or to update a fresh e-mail id and not from the members whose e-mail ids are already registered. Members are requested to get their e-mail ids registered with their DP or RTA. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number and type, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to TCPL in case the shares are held by them in physical form quoting your folio no.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any

change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

14. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
15. The final dividend once approved by the shareholders in the ensuing AGM will be paid through Electronic Clearing Service or any other means to those shareholders who have updated their Bank Account details. For shareholders who have not updated their bank account details dividend warrants / demand draft / cheques will be sent to their registered addresses. Shareholders are requested to update their KYC with their depositories (for shares held in Dematerialized form) and with the Company's RTA - TCPL (for shares held in Physical form) to receive the dividend into their account.
16. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to TCPL, Registrar and Share Transfer Agent of the Company or by sending a request on e-mail at [cs@chembondindia.com](mailto:cs@chembondindia.com) or contact TCPL at [csg-unit@tcplindia.com](mailto:csg-unit@tcplindia.com). In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant to such shareholder by post.
17. The Income Tax Act, 1961 ('the IT Act') as amended by the Finance Act, 2020 mandated that dividend paid or distributed by a Company on or after 1<sup>st</sup> April, 2020 shall be taxable in the hands of the Members and the Company is required to deduct Tax at source ('TDS') from dividend paid to the Members at the prescribed rates at the time of making the final dividend. To enable compliance with TDS requirements, Members are requested to provide documents in accordance with the provisions of the IT Act. Members are also requested to complete and / or update Residential Status, PAN, category as per the IT Act, with the Company / Registrar by sending documents through e-mail at [cs@chembondindia.com](mailto:cs@chembondindia.com) by Tuesday, 25<sup>th</sup> July, 2023.

The rate of Tax Deducted at Source ('TDS') will vary depending on the residential status of the Shareholder and documents registered with the Company.



**1. IN CASE OF A RESIDENT SHAREHOLDER:**

TDS rate	Category of shareholder and required documentation
10 per cent*	Resident shareholder whose valid Permanent Account Number ('PAN') is available on records of the Company.  Update the PAN if not already done with depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents - TSR Consultants Private Limited ('TCPL') (in case of shares held in physical mode).
20 per cent	Resident shareholder whose PAN is not registered / valid PAN is not registered against the folio no./ DP-ID CL ID in records of the Company/ Depositories.
Lower/ Nil rate as specified in certificate issued under section 197 of the Act	Resident shareholder who has obtained a certificate from the income-tax authorities under Section 197 of the IT Act for TDS at a lower / Nil rate. Tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for the FY 2023-24.
Nil	<p><i>Individual shareholders:</i></p> <ul style="list-style-type: none"> <li>- If the total dividend to be received from the Company during FY 2023-24 does not exceed ₹5,000; or</li> <li>- If duly verified Form 15G or 15H (as may be applicable) is furnished along with self-attested copy of PAN, if not registered against the folio no./Dpid- client Id.</li> </ul> <p><i>Other shareholders:</i></p> <ul style="list-style-type: none"> <li>- <u>Mutual Funds</u>: Subject to a self-declaration that they are specified in section 10(23D) of the IT Act along with self-attested copy of PAN card and registration certificate.</li> <li>- <u>Insurance companies</u>: Subject to a self-declaration that it has full beneficial interest with respect to shares owned along with self-attested copy of PAN card</li> <li>- <u>Alternative Investment Fund ('AIF')</u> established/incorporated in India: Subject to a self-declaration that its income is exempt under section 10(23FBA) of the IT Act and they are governed by SEBI regulations as Category I or Category II AIF, alongwith self-attested copy of the PAN card and registration certificate issued by SEBI.</li> <li>- <u>Corporation established by or under a Central Act whose income is exempt from income-tax</u>: Subject to a self-declaration of the documentary evidence supporting the exemption status along with self-attested copy of PAN card.</li> <li>- Government</li> <li>- The Reserve Bank of India</li> </ul>

**Note:**

1. Recording of the PAN for the registered Folio/DP id-Client Id is mandatory. In absence of PAN, tax will be deducted at a higher rate of 20%, as per Section 206AA of the IT Act.
2. The Finance Bill, 2021 has brought in a new Section 206AB since 1<sup>st</sup> July, 2021 under the IT Act which provides for the higher rate of TDS where the Assessee is liable to deduct TDS under the IT Act for the dividend paid to 'specified persons.'

'Specified Person' as defined under Section 206AB of the IT Act means a person:

- a. Who has not filed income tax return for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted/collected. The previous year to be counted is required to be the one whose return filing date under sub-section (l) of Section 139 of the IT Act has expired.
- b. The aggregate of TDS and TCS in whose case is ₹50,000/- or more in that previous year.

Non-resident shareholders who do not have a permanent establishment in India are excluded from the scope of a 'Specified Person.'

TDS on dividend falls within the purview of proposed Section of the IT Act. Therefore, we request you to please give a written declaration along with copies of ITR acknowledgements of previous two assessment year for our records. If the said declaration along with ITR acknowledgements are not received before **Tuesday, 25<sup>th</sup> July, 2023**, then TDS will be deducted at higher of the following rates:

- i) twice the rate specified in the relevant provision of the Act; or
- ii) twice the rate in force; or
- iii) the rate of 5%

Further, Confirmation w.r.t the linking of Aadhar with PAN in compliance with Section 139AA of the IT Act is to be provided (**Applicable only for individual shareholders**).

### 3. IN CASE OF A NON-RESIDENT SHAREHOLDER:

TDS rate	Category of shareholder and required documentation
20 per cent (plus applicable surcharge and cess)	All non-resident shareholders, including Foreign Portfolio Investors ('FPIs')
Lower / Nil rate as specified in certificate under section 197/195	Non-resident shareholder who has obtained a certificate from the income-tax authorities under section 197/195 of the IT Act for lower / Nil rate of TDS, tax will be deducted at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for 2023-24.
Lower rate prescribed under the tax treaty which applies to the shareholder	<p>Non-resident shareholder can opt to be governed by the provisions of the tax treaty between India and the country of tax residence of the shareholder. Subject to the non-resident shareholder providing the below-mentioned documents, the Company will deduct tax at the rate prescribed in the tax treaty, wherever applicable:</p> <ul style="list-style-type: none"> <li>- Self-attested copy of the PAN card allotted by the Indian Income Tax authorities</li> <li>- Self-attested copy of Tax Residency Certificate (TRC) applicable for the FY 2023-24 obtained from the tax authorities of the country of which the shareholder is resident</li> <li>- Self-declaration in Form 10F</li> <li>- Self-declaration for no permanent establishment / fixed base / business connection in India, place of effective management, beneficial ownership and eligibility to avail tax treaty benefit [on shareholder's letterhead]</li> </ul> <p>In case of Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI), taxes shall be withheld at 20% plus applicable surcharge and cess in accordance with provisions of Section 196D of the IT Act. However, if above mentioned documents are provided, then rates as per respective tax treaty shall be applied.</p> <p>TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided.</p>
	The Company is not obligated to apply the tax treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and submitted by Non- Resident shareholder. Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above before Tuesday, 25 <sup>th</sup> July, 2023.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and submitted by Non- Resident shareholder. Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above before Tuesday, 25<sup>th</sup> July, 2023.

Kindly note that the aforementioned documents are required to be submitted at [cs@chembondindia.com](mailto:cs@chembondindia.com) on or before Tuesday, 25<sup>th</sup> July, 2023 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post the given date. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

We shall arrange to e-mail the soft copy of TDS certificate to you at your registered e-mail id in due course. Also, the TDS so deducted shall be reflected in Form 26AS against respective PAN, post payment of the said Dividend.

18. The Company vide its separate e-mail communication dated Monday, 3<sup>rd</sup> July, 2023 had informed the Members regarding the change in the IT Act as well as the relevant procedure to be adopted by the Members to avail the applicable tax rate. The detailed process is also available on the website of the Company at [www.chembondindia.com](http://www.chembondindia.com).
19. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and 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 dematerialized form. Members can contact the Company or the Company's RTA in this regard.
20. SEBI vide its notification dated 20<sup>th</sup> April, 2018, has mandated the submission of PAN and /or Bank Account details for updation of the same against their folio number. Members holding shares in electronic form are, therefore, requested to submit the PAN / Bank account details to their DPs with whom they are maintaining their demat accounts. The Company has sent reminder, through its RTA, to the Members whose details are incomplete. Members are requested to complete their KYC at the earliest.
21. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <http://www.chembondindia.com/pdf/unclaimed-dividend/Nomination%20Form%20SH%2013&%2014%20for%20>

Shareholders.pdf. If a Member who desires to cancel the earlier nomination and record a fresh nomination, may submit the same in Form No. SH-14. Members holding shares in physical form are requested to obtain the nomination forms from the Company's RTA. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to TCPL in case the shares are held in physical form, quoting your folio no.

22. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or TCPL, the details of such folios together with the original share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
23. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, 8<sup>th</sup> August, 2023 through e-mail on [cs@chembondindia.com](mailto:cs@chembondindia.com). The same will be replied by the Company suitably.
24. The instructions for remote e-voting are given as follows:

**PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS (E-VOTING), REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and the Circulars issued by MCA, your 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 National Securities Depository Limited

(NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

The remote e-voting period begins on Wednesday, 16<sup>th</sup> August, 2023 at 09:00 A.M. and ends on Friday, 18<sup>th</sup> August, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 11<sup>th</sup> August, 2023 may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 11<sup>th</sup> August, 2023.

Members who have already noted prior to the meeting date would not be entitled to vote at the meeting.

**How do I vote electronically using NSDL e-voting system?**

*The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:*





**Step 1: Access to NSDL e-voting system**

**A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on <b>"Access to e-voting"</b> under e-Voting services and you will be able to see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon <b>"Login"</b> 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 held 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 <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.                      NSDL Mobile App is available on   App Store  Google Play   </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> </ol>
	<ol style="list-style-type: none"> <li>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 e-voting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-voting website?**

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your e-mail id is registered in your demat account or with the Company, your 'initial password' is communicated. To you on your e-mail id. Trace the email sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your e-mail id is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of **Chembond Chemicals Limited** to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bhattvirendra1945@yahoo.co.in](mailto:bhattvirendra1945@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: **022 - 4886 7000** and **022 - 2499 7000** or send a request to Mr. Sanjeev Yadav, Assistant Manager-NSDL at [sanjeevy@nsdl.co.in](mailto:sanjeevy@nsdl.co.in) or at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@chembondindia.com](mailto:cs@chembondindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@chembondindia.com](mailto:cs@chembondindia.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail id correctly in their demat account in order to access e-voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at

[cs@chembondindia.com](mailto:cs@chembondindia.com). The same will be replied by the Company suitably.

6. Registration of Speaker –
  - a. Shareholders who would like to speak during the meeting must register their request on or before Friday, 11<sup>th</sup> August, 2023, mentioning their name, demat account number/folio number, e-mail id, mobile number at [cs@chembondindia.com](mailto:cs@chembondindia.com).
  - b. Shareholders will get confirmation on first-cum-first served basis depending upon the provision made by the client.
  - c. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
  - d. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
  - e. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
  - f. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
  - g. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
  - h. The Members who do not wish to speak during the AGM but have queries may send their queries in advance at least 10 days prior to meeting, mentioning their name, demat account number/ folio number, e-mail id, mobile number at [cs@chembondindia.com](mailto:cs@chembondindia.com). These queries will be replied to by the Company suitably by e-mail.
  - i. Members are encouraged to join the Meeting through laptops / tablets for better experience.
  - j. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.

**OTHER INFORMATION:**

- i. Attending the e-AGM: Members will be able to attend the AGM through VC/OAVM. 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. Further, Members can also use the OTP based login for logging into the e-voting system.

- ii. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- iii. Submission of Questions / queries prior to e-AGM: Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's email-id [cs@chembondindia.com](mailto:cs@chembondindia.com) at least 5 days before the date of the 48<sup>th</sup> AGM, so as to enable the Management to keep the information ready. Please note that, member's questions will be answered only if they continue to hold the shares as of cut-off date.
- iv. Members who need technical assistance before or during the AGM, can contact NSDL. Corporate members intending to send their authorized representatives to attend the AGM through VC / OAVM pursuant to the provisions of Section 113 of the Act are requested to send a certified copy of the relevant Board Resolution to the Company.
- v. The Company has appointed Mr. Virendra Bhatt, (Membership No. ACS-1157, CP no. 124) and in his absence Ms. Indumati Zaveri (Membership No. 2209, CP no. 7245), as the Scrutinizer to scrutinize the remote e-voting as well as the votes cast at the time of AGM in a fair and transparent manner.
- vi. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or the Company Secretary or a person authorised by the Chairman. The Chairman or the Company Secretary or any other person authorised by him shall declare the result of the voting forthwith.
- vii. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at [www.chembondindia.com](http://www.chembondindia.com) and Service Provider's website at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) the communication will be sent to the BSE Limited and National Stock Exchange of India Limited.

**STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS.**

**ITEM NO. 4**

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

The shareholders of the Company at the 43<sup>rd</sup> Annual General Meeting ("AGM") held on 11<sup>th</sup> August, 2018 approved appointment of M/s. Bathiya & Associates LLP, Chartered Accountants, as Statutory Auditor of the Company, to hold office from the conclusion of the 43<sup>rd</sup> AGM till the conclusion of the 48<sup>th</sup> AGM of the Company to be held in the year 2023-24.

As per the provision of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above and based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 20<sup>th</sup> May, 2023, proposed the re-appointment of M/s. Bathiya & Associates, LLP, Chartered Accountants, as the Statutory Auditor of the Company for a second term of five consecutive years to hold office from the conclusion of 48<sup>th</sup> AGM to be held in 2023 till the conclusion of the 53<sup>rd</sup> AGM of the Company to be held in the year 2028.

M/s. Bathiya & Associates, LLP, Chartered Accountants, have consented to the said re-appointment and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also furnished a declaration in terms of Section 141 of the Act that they are eligible to be re-appointed as Statutory Auditor of the Company and that they have not incurred any disqualification under the Act.

The Board recommends the resolution as set out at Item No. 4 of the accompanying Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

**ITEM NO. 5**

Pursuant to Regulation 17 (1A) of the Listing Regulations no listed entity shall appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy five years, unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed



to the notice for such motion shall indicate the justification for appointing such a person. Mr. Ashwin R. Nagarwadia (DIN: 00466681), Non-executive Director of the Company, has attained the age of seventy-five years. Considering his rich experience it is proposed to obtain shareholders' approval for continuation of his directorship beyond the age of 75 years.

Except Mr. Nagarwadia none of the Directors, Key Managerial Personnel's and their relatives are in any way concerned or interested financially or otherwise in the aforesaid resolution.

The Board recommends passing of the Special Resolution as set out at Item No. 5 respectively of the accompanying Notice for approval by the Members.

#### **ITEM NO. 6**

Pursuant to the provisions of Section 197 and 149(9) of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(a) of the Listing Regulations provides that all fees/compensation (except sitting fees within the limits prescribed under the Companies Act, 2013), if any, paid to Non-executive Directors, including Independent Directors, shall require prior approval of shareholders in general meeting. The shareholders of the Company in the 42<sup>nd</sup> AGM had approved the payment of commission to its Directors (other than Managing / Whole-Time Directors) for a period of five financial years commencing from 1<sup>st</sup> April, 2018. The approval was till FY 2022-23. Therefore, a fresh approval is sought from the shareholders for payment of commission to the Non-executive Directors of the Company for a period of five years commencing from 1<sup>st</sup> April, 2023.

The Board recommends passing of the Resolution as set out in item no. 6 respectively, of the accompanying Notice for the approval of the Members of the Company as a special Resolution.

All the Non-executive Directors of the Company and their relatives are deemed interested in the Resolution set out at item no. 6 of the accompanying notice since it relates to their respective remuneration. Other than the Non-executive Directors none of other Directors, Key managerial personnel and other relatives are concerned or interested in the Resolution at item no. 6 of the notice.

#### **ITEM NOs. 7 to 14**

The Audit Committee and Board of Directors at their meeting held on 20<sup>th</sup> May, 2023 have given their consent to enter into transaction with related party in terms of Section 2(76) of the Act. Pursuant to Regulation 23 of the Listing Regulations and Section 188 of the Act and Rules framed thereunder, all Related Party Transactions ("RPT") that exceeds limits shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, is 10% or more of the turnover of the Company or 10% or more of the net worth of the Company as per the last audited financial statements of the Company, as the case may be.

In view of the afore mentioned regulatory changes the Resolutions at item Nos. 7 to 14 are placed for approval by the Members.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

**Item no. 7**

Details of the proposed RPTs between Chembond Chemicals Limited (CCL or the Company) and Finor Piplaj Chemicals Limited (FINOR), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between CCL and FINOR
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>FINOR is a Company having common Directors and entire share capital of the Company is held by the Directors and their relatives.</p> <p>FINOR is a specialty chemical manufacturing company. FINOR pioneered the production of slimicides for the Indian paper industry and offers an even wider range of paper chemicals to the industry. FINOR also manufactures biocides, defoamers, dispersants and water soluble polymers catering to a wide array of industries like paints, inks and coatings, construction chemicals, water treatment chemicals and the textile industry.</p> <p>FINOR is a related party as on the date of this notice.</p>
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	<p>CCL and FINOR have entered into / propose to enter into the following RPTs during FY 2023-24, for an aggregate value not exceeding ₹6 crores:</p> <ul style="list-style-type: none"> <li>• Purchase of goods/ Sale of Finished Goods</li> <li>• Sale of Fixed Asset</li> <li>• Rent</li> <li>• Reimbursement of expenses</li> </ul>
c.	Percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	11.80%
2.	Justification for the proposed RPTs	The operational transactions which mainly consists of purchase and sale of goods etc. will support the business of both the companies in cost synergy by leveraging on the expertise / technical manpower / manufacturing facilities of each other and resulting in sustainability in the long run.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction.	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on past practices adopting Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. In the case of reimbursements / recoveries, basis would be actual cost incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. Sameer V. Shah, Chairman and Managing Director, Mr. Nirmal V. Shah, Vice Chairman and Managing Director and Mr. Ashwin R. Nagarwadia – Non-executive Director of the Company are also Directors on the Board of FINOR. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / KMP position and their shareholding in the Company and FINOR.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Other than Mr. Nirmal V. Shah, Mr. Sameer V. Shah and Mr. Ashwin R. Nagarwadia and/or their relatives, none of the other Directors and Key Managerial Personnel and/or their relatives are concerned or interested in the said Resolution.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 7 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 7 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM NO. 8

Details of the proposed RPTs between Chembond Calvatis Industrial Hygiene Systems Limited (CCIHSL) and Chembond Chemicals Limited (CCL or the Company), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021 are as follows:

Sr. No.	Description	Details of proposed RPTs between CCIHSL and CCL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	CCIHSL is a Joint Venture between the Company and Calvatis GmbH., which offers industrial hygiene and cleaning products and solutions to the Food Processing, Beverages (Alcoholic and Non-Alcoholic) and Dairy markets in India.  The JV operates under the name CCIHSL, as an independent entity.  CCIHSL is a related party as on the date of this notice.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	CCL and CCIHSL have entered into / propose to enter into the following RPTs during FY 2023-24, for an aggregate value not exceeding ₹3 crores: <ul style="list-style-type: none"> <li>• Purchase of goods/ Sale of Finished Goods.</li> <li>• Reimbursement of expenses</li> </ul>
c.	Percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	84.98%
2.	Justification for the proposed RPTs	This is a strategic alliance set up by the Company and the operational transactions mainly consists of sale of goods / services, etc. to support the business of both the companies and cost synergy by leveraging on the expertise / technical manpower / manufacturing facilities of each other and resulting in sustainability in the long run.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction.	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> <li>- Nature of indebtedness,</li> <li>- Cost of funds and</li> <li>- Tenure.</li> </ul>	Not applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on past practices adopting Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. In the case of reimbursements / recoveries, basis would be actual cost incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. Sameer V. Shah, Chairman and Managing Director and Mr. Nirmal V. Shah, Vice Chairman and Managing Director, of the Company are also Directors on the Board of CCIHSL. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / KMP position and their shareholding in the Company and CCIHSL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, Key Managerial Personnel and/or their relatives are concerned or interested, in the said Resolution.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 8 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 8 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM NO. 9

Details of the proposed RPTs between Chembond Water Technologies Limited (CWTL) and Finor Piplaj Chemicals Limited (FINOR), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between CWTL and FPCL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>CWTL is Wholly Owned Subsidiary of the Company and offers the entire range of water treatment chemicals namely boiler water treatment chemicals, membrane treatment chemicals, raw water and effluent treatment polymers and defoamers.</p> <p>CWTL is a Related Party of the Company, as on the date of this Notice.</p> <p>FINOR is a Company having common Directors and entire share capital of the Company is held by the Directors and their relatives.</p> <p>FINOR is a specialty chemicals manufacturing Company. FINOR pioneered the production of slimicides for the Indian paper industry and offers an even wider range of paper chemicals to the industry. Finor also manufactures biocides, defoamers, dispersants and water soluble polymers catering to a wide array of industries like paints, inks and coatings, construction chemicals, water treatment chemicals and the textile industry.</p> <p>CWTL and FINOR are related parties of the Company, as on the date of this Notice.</p>
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	<p>CWTL and FINOR have entered into / propose to enter into the following RPTs during FY 2023-24, for an aggregate value not exceeding ₹31 crores:</p> <ul style="list-style-type: none"> <li>• Purchase of goods/ Sale of Finished Goods</li> <li>• Rent expenses.</li> <li>• Reimbursement of expenses</li> </ul>
c.	Percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	14.65%
2.	Justification for the proposed RPTs	The operational transactions which mainly consists of sale of goods / services, etc. will support the business of both the companies in cost synergy by leveraging on the expertise / technical manpower / manufacturing facilities of each other and resulting in sustainability in the long run.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction.	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> <li>- Nature of indebtedness,</li> <li>- Cost of funds and</li> <li>- Tenure.</li> </ul>	Not applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on past practices adopting Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. In the case of reimbursements / recoveries, same would be basis actual cost incurred.

Sr. No.	Description	Details of proposed RPTs between CWTL and FPCL
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. Sameer V. Shah, Chairman and Managing Director, Mr. Nirmal V. Shah, Vice Chairman and Managing Director and Mr. Mahendra K. Ghelani - Independent Director, are Directors on the Board of CWTL.  Mr. Sameer V. Shah, Chairman and Managing Director, Mr. Nirmal V. Shah, Vice Chairman and Managing Director and Mr. Ashwin R. Nagarwadia - Non executive Director are on the Board of FINOR. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / KMP position and their shareholding in CWTL and FINOR.
6	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, Key Managerial Personnels of the Company and/or their relatives are concerned or interested, in the said Resolution.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 9 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 9 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM NO. 10

Details of the proposed RPTs between Rewasoft Solutions Private Limited (RSPL) and Chembond Chemicals Limited (CCL or the Company), Chembond Water Technologies Limited (CWTL), Chembond Clean Water Technologies Limited (CCWTL), Chembond Material Technologies Private Limited (CMTPL) including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between RSPL and CCL, CWTL, CCWTL, CMTPL			
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs				
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p>RSPL incorporated on 6<sup>th</sup> July, 2022, is an Associate Company of CWTL Wholly Owned Subsidiary (WOS), of CCL and undertakes the business of designing, development, customization, implementation, maintenance, testing and dealing in customer software, hardware and solutions in the areas of process controls &amp; automation and providing data analytics solutions in relation to processing of information and interpretation, application and use of processed data.</p> <p>CCL was incorporated on 22<sup>nd</sup> March, 1975 and manufactures a diverse range of specialty chemicals.</p> <p>CWTL WOS, offers entire range of water treatment chemicals namely boiler water treatment chemicals, membrane treatment chemicals, raw water and effluent treatment polymers and defoamers.</p> <p>CCWTL WOS of CWTL and step down subsidiary (SDS) of CCL, provides water treatment systems / equipment and in microbial remediation of high COD industrial waste water.</p> <p>CMTPL WOS of CCL offers solutions to industrial customers in the areas of surface treatment, bonding &amp; sealing, &amp; coatings. CMTPL manufactures and supplies Metal Treatment Chemicals, Automotive Sealants, Engineering Adhesives.</p> <p>RSPL, CWTL, CCWTL and CMTPL are related parties of the Company, as on the date of this Notice.</p>			
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	RSPL and CCL have entered into / propose to enter into the following RPTs during FY 2023-24, for an aggregate value not exceeding ₹0.10 crore:	RSPL and CWTL have entered into / propose to enter into the following RPTs during FY 2023-24, for an aggregate value not exceeding ₹0.50 crore:	RSPL and CCWTL have entered into / propose to enter into the following RPTs during FY 2023-24, for an aggregate value not exceeding ₹0.25 crore:	RSPL and CMTPL have entered into / propose to enter into the following RPTs during FY 2023-24, for an aggregate value not exceeding ₹0.25 crore:
		<ul style="list-style-type: none"> <li>Availing / rendering of services</li> <li>Purchase of goods / Sale of goods</li> <li>Reimbursement of expenses</li> </ul>	<ul style="list-style-type: none"> <li>Availing / rendering of services</li> <li>Purchase of goods / Sale of goods</li> <li>Reimbursement of expenses</li> </ul>	<ul style="list-style-type: none"> <li>Availing / rendering of services</li> <li>Purchase of goods / Sale of goods</li> <li>Reimbursement of expenses</li> </ul>	<ul style="list-style-type: none"> <li>Availing / rendering of services</li> <li>Purchase of goods / Sale of goods</li> <li>Reimbursement of expenses</li> </ul>

Sr. No.	Description	Details of proposed RPTs between RSPL and CCL, CWTL, CCWTL, CMTPL			
c.	Percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	RSPL and CCL 24.56%	RSPL and CWTL 122.8%	RSPL and CCWTL 61.41%	RSPL and CMTPL 61.41%
2.	Justification for the proposed RPTs	The operational transactions which mainly consists of sale and purchase of goods / availing or rendering of services, etc. will support the business of the companies entering into transaction in cost synergy by leveraging on the expertise / technical manpower / manufacturing facilities of each other and resulting in sustainability in the long run.			
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary				
a.	Details of the source of funds in connection with the proposed transaction.	Not Applicable			
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not applicable			
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable			
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable			
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	The pricing mechanism followed for recurring transactions is based on past practices adopting Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/ or services. In the case of reimbursements / recoveries, same would be basis actual cost incurred.			
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	<p>Mr. Nirmal V. Shah, Vice – Chairman and Managing Director, is a Director in RSPL</p> <p>Mr. Sameer V. Shah, Chairman and Managing Director, Mr. Nirmal V. Shah, Vice Chairman and Managing Director and Mr. Mahendra K. Ghelani – Independent Director are Directors in CWTL.</p> <p>Mr. Nirmal V. Shah, Vice Chairman and Managing Director and Mr. Sushil U. Lakhani – Independent Director are Directors in CCWTL.</p> <p>Mr. Sameer V. Shah, Chairman and Managing Director, Mr. Nirmal V. Shah, Vice Chairman and Managing Director and Mr. Mahendra K. Ghelani – Independent Director are Directors on the Board of CMTPL.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / KMP position and their shareholding in the above Companies.</p>			
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.			

None of the other Directors, Key Managerial Personnels of the Company and/or their relatives are, concerned or interested, in the said Resolution.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 10 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 10 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**ITEM NO. 11**

Details of the proposed RPTs between Gramos Chemicals India Private Limited (GCIPL) and Chembond Material Technologies Private Limited (CMTPL), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between GCIPL and CMTPL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	GCIPL WOS of Phiroze Sethna Private Limited and SDS of the Company, manufactures tacky wipes and other products used in paint shops in the automotive industry.  CMTPL WOS, offers solutions to industrial customers in the areas of surface treatment, bonding & sealing & coatings. CMTPL manufactures and supplies Metal Treatment Chemicals, Automotive Sealants, Engineering Adhesives.  GCIPL and CMTPL are related parties of the Company, as on the date of this notice.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	GCIPL and CMTPL have entered into / propose to enter into the following RPTs during FY 2023-24, for an aggregate value not exceeding ₹15 crore: <ul style="list-style-type: none"> <li>• Purchase of goods/ Sale of Finished Goods.</li> <li>• Availing or rendering of Services</li> <li>• Rent</li> <li>• Sale / Purchase of Fixed Asset</li> <li>• Reimbursement of expenses</li> </ul>
c.	Percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	128.46%
2.	Justification for the proposed RPTs	The operational transactions which mainly consists of sale or purchase of goods / availing or rendering of services, etc. will support the business of both the companies in cost synergy by leveraging on the expertise / technical manpower / manufacturing facilities of each other and resulting in sustainability in the long run.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction.	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> <li>- Nature of indebtedness,</li> <li>- Cost of funds and</li> <li>- Tenure.</li> </ul>	Not applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder.	The pricing mechanism followed for recurring transactions is based on past practices adopting Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. In the case of reimbursements / recoveries, same would be basis actual cost incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. Sameer V. Shah, Chairman and Managing Director, Mr. Nirmal V. Shah, Vice – Chairman and Managing Director and Mrs. Rashmi Gavli – Chief Financial Officer are on the Board of GCIPL.  Mr. Sameer V. Shah, Chairman and Managing Director, Mr. Nirmal V. Shah, Vice – Chairman and Managing Director and Mr. Mahendra K Ghelani – Independent Director are on the Board of CMTPL. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / KMP position and their shareholding in the GCIPL and CMTPL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, Key Managerial Personnels of the Company and/or their relatives are concerned or interested, in the said Resolution.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 11 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 11 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM NO. 12

Details of the proposed RPTs between Chembond Clean Water Technologies Limited (CCWTL) and Chembond Water Technologies Limited (CWTL), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between CCWTL and CWTL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	CCWTL is Wholly Owned Subsidiary of CWTL and SDS of the Company, and provides water treatment systems / equipment and in microbial remediation of high COD industrial waste water. CWTL WOS, offers the entire range of water treatment chemicals namely boiler water treatment chemicals, membrane treatment chemicals, raw water and effluent treatment polymers and defoamers. CCWTL and CWTL are related parties of the Company, as on the date of this notice.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	CCWTL and CWTL have entered into / propose to enter into the following RPTs during FY 2023-24, for an aggregate value not exceeding ₹40 crore: <ul style="list-style-type: none"> <li>• Purchase of goods/ Sale of Finished Goods.</li> <li>• Rent</li> <li>• Reimbursement of expenses</li> </ul>
c.	Percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	125%
2.	Justification for the proposed RPTs	The operational transactions which mainly consists of sale or purchase of goods etc. will support the business of both the companies in cost synergy by leveraging on the expertise / technical manpower / manufacturing facilities of each other and resulting in sustainability in the long run.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction.	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> <li>- Nature of indebtedness,</li> <li>- Cost of funds and</li> <li>- Tenure.</li> </ul>	Not applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder.	The pricing mechanism followed for recurring transactions is based on past practices adopting Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. In the case of reimbursements / recoveries, same would be basis actual cost incurred.



Sr. No.	Description	Details of proposed RPTs between CCWTL and CWTL
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. Nirmal V. Shah, Vice – Chairman and Managing Director, Mr. Sushil U. Lakhani – Independent Director, are Directors on the Board of CCWTL. Mr. Sameer V. Shah, Chairman and Managing Director, Mr. Nirmal V. Shah, Vice – Chairman and Managing Director and Mr. Mahendra K Ghelani – Independent Director are on the Board of CWTL. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / KMP position and their shareholding in CCWTL and CWTL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, Key Managerial Personnels of the Company and/or their relatives are concerned or interested, in the said Resolution.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 12 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 12 of the Notice, whether the entity is a Related Party to the particular transaction or not.

### ITEM NO. 13

Details of the proposed RPTs between Chembond Water Technologies (Thailand) Co. Ltd. (CWTL Thailand) and Chembond Water Technologies Limited (CWTL), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between CWTL Thailand and CWTL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	CWTL Thailand WOS of CWTL and SDS of the Company, undertakes the business of water treatment chemicals. CWTL, WOS of the Company, offers the entire range of water treatment chemicals namely boiler water treatment chemicals, membrane treatment chemicals, raw water and effluent treatment polymers and defoamers. CWTL Thailand and CWTL are related parties of the Company, as on the date of this Notice.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	CWTL Thailand and CWTL have entered into / propose to enter into the following RPTs during FY 2023-24, for an aggregate value not exceeding ₹0.80 crore: <ul style="list-style-type: none"> <li>• Purchase of goods/ Sale of Finished Goods.</li> <li>• Reimbursement of expenses</li> </ul>
c.	Percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	91.71%
2.	Justification for the proposed RPTs	The operational transactions which mainly consists of sale or purchase of goods etc. will support the business of both the companies in cost synergy by leveraging on the expertise / technical manpower / manufacturing facilities of each other and resulting in sustainability in the long run.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction.	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> <li>- Nature of indebtedness,</li> <li>- Cost of funds and</li> <li>- Tenure.</li> </ul>	Not applicable
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable

Sr. No.	Description	Details of proposed RPTs between CWTL Thailand and CWTL
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder.	The pricing mechanism followed for recurring transactions is based on past practices adopting Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. In the case of reimbursements / recoveries, same would be basis actual cost incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. Nirmal V. Shah, Vice Chairman and Managing Director is Director on the Board of CWTL Thailand.  Mr. Sameer V. Shah, Chairman and Managing Director, Mr. Nirmal V. Shah, Vice Chairman and Managing Director and Mr. Mahendra K Ghelani - Independent Director are on the Board of CWTL. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / KMP position and their shareholding in the CWTL Thailand and CWTL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, Key Managerial Personnels of the Company and/or their relatives are concerned or interested, in the said Resolution.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 13 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 13 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM NO. 14

Details of the proposed RPTs between Chembond Water Technologies (Malaysia) Sdn. Bhd. (CWTL Malaysia) and Chembond Water Technologies Limited (CWTL), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between CWTL Malaysia and CWTL
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	CWTL Malaysia WOS of CWTL and SDS of the Company, undertakes the business of water treatment chemicals namely boiler water treatment chemicals, membrane treatment chemicals, raw water and effluent treatment polymers and defoamers.  CWTL, WOS of the Company, offers the entire range of water treatment chemicals namely boiler water treatment chemicals, membrane treatment chemicals, raw water and effluent treatment polymers and defoamers.  CWTL Malaysia and CWTL are related parties of the Company, as on the date of this notice.
b.	Type, material terms, monetary value and particulars of the proposed RPTs.	CWTL Malaysia and CWTL have entered into / propose to enter into the following RPTs during FY 2023-24, for an aggregate value not exceeding ₹2 crore: <ul style="list-style-type: none"> <li>• Purchase of goods/ Sale of Finished Goods.</li> <li>• Reimbursement of expenses</li> </ul>
c.	Percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	48.55%
2.	Justification for the proposed RPTs	The operational transactions which mainly consists of sale or purchase of goods will support the business of both the companies in cost synergy by leveraging on the expertise / technical manpower / manufacturing facilities of each other and resulting in sustainability in the long run.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
a.	Details of the source of funds in connection with the proposed transaction.	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> <li>- Nature of indebtedness,</li> <li>- Cost of funds and</li> <li>- Tenure.</li> </ul>	Not applicable

Sr. No.	Description	Details of proposed RPTs between CWTL Malaysia and CWTL
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder.	The pricing mechanism followed for recurring transactions is based on past practices adopting Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. In the case of reimbursements / recoveries, same would be basis actual cost incurred.
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. Sameer V. Shah, Chairman and Managing Director, Mr. Nirmal V. Shah, Vice Chairman and Managing Director and Mr. Mahendra K Ghelani - Independent Director are on the Board of CWTL. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / KMP position and their shareholding in CWTL Malaysia and CWTL.
6.	Any other information that may be relevant.	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, Key Managerial Personnels of the Company and/or their relatives are concerned or interested, in the said Resolution.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 14 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 14 of the Notice, whether the entity is a Related Party to the particular transaction or not.

#### ITEM NO. 15

The Board of Directors, on the recommendation of the Audit Committee at its meeting held on 20<sup>th</sup> May, 2023, approved the appointment of M/s. Aatish Dhattrak & Associates, Cost & Management Accountants, (FRN: 101575), to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March 2024. The Board at its meeting held on 20<sup>th</sup> May, 2023 has approved their appointment for the FY ended 31<sup>st</sup> March, 2024 at a remuneration of ₹73,000/- (Rupees Seventy Three Thousand Only) plus Goods and Services Tax and reimbursement of out of pocket expenses at actual. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, consent of the Members is sought by passing an Ordinary Resolution, as set out at Item No. 15 of the Notice, for the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March 2024.

In terms of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration approved by the Board is subject to subsequent ratification by Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends passing of the Ordinary Resolution as set out in the Item No. 15 of the accompanying Notice for approval by the Members.

Mumbai  
20<sup>th</sup> May, 2023

By Order of the Board of Directors  
of **Chembond Chemicals Limited**

#### REGISTERED OFFICE:

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CIN: L24100MH1975PLC018235

sd/-  
**Suchita Singh**  
Company Secretary

