

**CHEMBOND CHEMICALS LIMITED**

CIN: L24100MH1975PLC018235

**Registered Office:** Chembond Centre, EL-71, Mahape MIDC, Navi Mumbai – 400710**Tel:** +91 22 62643000**Email:** [cs@chembondindia.com](mailto:cs@chembondindia.com) | **Website:** [www.chembondindia.com](http://www.chembondindia.com)**NOTICE OF POSTAL BALLOT****[Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and MCA Circulars.]**

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Monday, April 28, 2025, at 9:00 a.m. (IST)	Tuesday, May 27, 2025, at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI**"/"**the Listing Regulations**") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India ("**SS-2**"), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("**MCA**") vide its General Circular Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 and various subsequent circulars issued in this regard, the latest being Circular No. 9/2024 dated September 19, 2024 (collectively referred to as "**MCA Circulars**") that the Special Resolutions ("**Said Resolutions**") annexed herewith are proposed for approval by the Members of Chembond Chemicals Limited ("**the Company**") through Postal Ballot by way of remote electronic voting ("**remote e-voting**") process only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ("**Notice**") is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ("**RTA**") / Depository Participants ("**DPs**"). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice.

In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and Regulation 44 of the Listing Regulations as amended from time to time the Company is providing remote e-voting facility to its Members for voting on the resolutions contained in this Notice. The Company has made an arrangement with National Securities Depository Limited ("**NSDL**") for facilitating e-voting for the Members to enable them to cast their votes electronically. The communication of assent / dissent of the members can only be given through remote e-voting system, in accordance with the MCA and SEBI Circulars. The detailed procedure for remote e-voting process forms part of the 'Notes' section to this NOTICE.

The explanatory statement pursuant to the provisions of Sections 102 and 110 and other applicable provisions, if any, of the Act, pertaining to the proposed resolutions setting out the material facts and the reasons thereof are annexed hereto along with a Notice for your consideration.

The Board of Directors appointed, Mr. Virendra G. Bhatt (ACS: 1157, CP: 124) Practicing Company Secretary and failing him, Mrs. Indumati Zaveri (ACS: 2209, CP: 7245) Practicing Company Secretary, as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes annexed to this Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Tuesday, May 27, 2025. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit its report to the Chairman or any Director or Company Secretary of the Company. The results of the Postal Ballot shall be declared on or before Thursday, May 29, 2025 and will be available on the website of the Company viz. [www.chembondindia.com](http://www.chembondindia.com). and shall be intimated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), where the Equity Shares of the Company are listed. The results will also be uploaded on the website of MUFG Intime India Private Limited.

**Special Resolutions:****1. Appointment of Mrs. Gorsî A. Parekh (DIN: 00343194) as a Director and an Independent Director of the Company**

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

**"RESOLVED THAT** Mrs. Gorsî A. Parekh (DIN: 00343194), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional (Non-executive, Independent) Director of the Company with effect from March 22, 2025 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended, the appointment of Mrs. Gorsî A. Parekh, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from March 22, 2025 up to March 21, 2030, be and is hereby approved;

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**2. Appointment of Mr. Mayank P. Shah (DIN:01655046) as a Director and an Independent Director of the Company**

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

**"RESOLVED THAT** Mr. Mayank P. Shah (DIN: 01655046), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional (Non-executive, Independent) Director of the Company with effect from March 22, 2025 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended, the appointment of Mr. Mayank P. Shah, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a



declaration to that effect and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from March 22, 2025 up to March 21, 2030, be and is hereby approved;

**RESOLVED FURTHER THAT** pursuant to the Regulation 17(1A) of the Listing Regulations and as recommended by the Nomination and Remuneration Committee, Mr. Mayank P. Shah be continued as an Independent Director (Non-executive Director) of the Company for the said

tenure of 5 years, notwithstanding that on March 27, 2028 Mr. Mayank P. Shah attains the age of 75 years;

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Mumbai  
March 22, 2025

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

**REGISTERED OFFICE:**

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

sd/-  
**Suchita Singh**  
Company Secretary

**Notes:**

1. The Explanatory Statement and reasons for the Special Resolutions pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("the Act") and Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out all material facts and the reasons for the proposed Resolutions is annexed herewith. Details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") form part of the Explanatory Statement forming part of this Postal Ballot Notice ("Notice").
2. The Board of Directors have appointed Mr. Virendra G. Bhatt, Practicing Company Secretary, (ACS: 1157, CP: 124) and in his absence Mrs. Indumati Zaveri (ACS: 2209 PCS: 7245) as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
3. In accordance with the MCA Circulars referred above, this Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, April 18, 2025 ("Cut Off Date") received from MUFG Intime India Private Limited, (formerly known as Link Intime India Private Limited) the Company's Registrar and Transfer Agent ("RTA")/ National Securities and Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") ("Depositories") and whose e-mail address is registered with the Company / Depositories. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
4. The Notice has been uploaded on the Company's website [www.chembondindia.com](http://www.chembondindia.com) under 'Investor Relations'. Please read the instructions provided in the Notes to the Notice and record your assent or dissent by means of remote e-voting facility provided by the Company from 09:00 a.m. on Monday, April 28, 2025 till 05.00 p.m. on Tuesday, May 27, 2025.
5. Upon completion of the scrutiny of electronic responses, the Scrutinizer will submit report to the Chairman or any Director or the Company Secretary of the Company. The results of the Postal Ballot will be declared on or before Thursday, May 29, 2025. The said result along with scrutinizer's report(s) will be available on the Company's website viz., [www.chembondindia.com](http://www.chembondindia.com) and the website of NSDL viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall simultaneously be communicated to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").
6. In accordance with the provisions of Section 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Notice is being sent by e-mail to those Members who have registered their e-mail addresses with their Depository Participants ("DP").
7. In compliance with Regulation 44 of the Listing Regulations as amended and Sections 108, 110 and other applicable provisions of the Act, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.
8. The said Resolutions will be deemed to have been passed on the last date specified for remote e-voting i.e. Tuesday, May 27, 2025 if approved, by the requisite majority as provided under the relevant provisions of the Act and the Rules made there under.
9. Resolutions passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a general meeting of the Members.
10. Voting in the Postal Ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. In case the Corporate and institutional members are voting through their authorised representatives, certified copies of relevant authorization may also be submitted to the Scrutinizer.
11. Relevant documents referred in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on all the working days,

excluding Saturdays, Sundays and Public Holidays up to the last date of announcement of the result of Postal Ballot.

12. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.
13. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [cs@chembondindia.com](mailto:cs@chembondindia.com) along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card and self-attested copy of any document (eg.: Aadhar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to [cs@chembondindia.com](mailto:cs@chembondindia.com).

#### PROCEDURE AND INSTRUCTIONS FOR E-VOTING

- i Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules, and Regulation 44 of the Listing Regulations, as amended, read with the Circulars issued by MCA, the Company is providing facility to the Shareholders to exercise votes through e-voting on the e-voting platform provided by NSDL to enable them to cast their votes electronically.

- ii. The e-voting period commences from April 28, 2025 (9.00 a.m. IST) and ends on May 27, 2025, (5.00 p.m. IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

- iii. **The process and manner of e-voting shall be as under:**

#### **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 for Individual shareholders holding securities in demat mode**

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

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



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or <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.</li> <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.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">  <b>App Store</b>  <b>Google Play</b> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Type of shareholders	Login Method
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 user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting 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. 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; email 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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) if your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

## **Step 2: Cast your vote electronically on NSDL e-voting system.**

### **How to cast your vote electronically on NSDL e-voting system?**

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

### **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 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 shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively 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 December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 ("the Act")**

**The following Statement sets out all the material facts relating to the Resolutions to be passed as mentioned in the accompanying Notice.**

##### **Item Nos. 1 and 2:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors by passing Circular Resolution dated March 22, 2025, approved the appointment of Mrs. Gorsî A. Parekh (DIN: 00343194) and Mr. Mayank P. Shah (DIN: 01655046) as an Additional Director, designated as an Independent Director (Non-executive) of the Company, in accordance with the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company to hold office for a period of 5 (five) consecutive years i.e. from March 22, 2025 till March 21, 2030, not liable to retire by rotation, subject to the approval of the Shareholders of the Company through Special Resolution.

Pursuant to the provisions of Section 161(1) of the Act, Regulation 17(1C) of the Listing Regulations read with Articles of Association of the Company, Mrs. Gorsî A. Parekh and Mr. Mayank P. Shah hold office only upto the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

Further, as per Regulation 17(1A) of the Listing Regulations inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of 75 (seventy-five) years unless it is approved by the Members by passing a special resolution to that effect. Mr. Mayank P. Shah will attain the age of 75 years on March 27, 2028 and hence continuation beyond 75 years requires the approval of Members by way of a special resolution.

The Company has received a notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mrs. Parekh and Mr. Shah for the office of Independent Director of the Company. The Company has also received all statutory declarations/disclosures as specified under the Act, read with Rules thereunder and as per the Listing Regulations from Mrs. Parekh and Mr. Shah. Both candidates have also declared that they are not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

In the opinion of the Board, Mrs. Parekh and Mr. Shah are persons of integrity and fulfil the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and are independent of the Management of the Company. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that their association would be of immense benefit to the Company and hence, it is desirable to appoint them as an Independent Directors.

A copy of the draft letter of appointment of Mrs. Parekh and Mr. Shah setting out the terms and conditions of appointment are available for inspection on the website of the Company at [www.chembondindia.com](http://www.chembondindia.com).

The profile and other relevant information as required under the Act, the Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the "Annexure A" to this Notice.



In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 (1C) of the Listing Regulations, the approval of Members is sought for the appointment of Mrs. Parekh and Mr. Shah as Non-executive Independent Directors of the Company, by way of Special Resolutions as set out above.

The Board recommends the Special Resolutions at Item Nos.1 & 2 of the accompanying Notice for approval by the Members of the Company. Other

than Mrs. Parekh and Mr. Shah and/or his relatives, none of the Directors, Key Managerial Personnel ('KMP') of the Company or their relatives are in any way, concerned or interested in the Resolutions mentioned at Item No. 1 & 2 of the accompanying Notice.

Mumbai  
March 22, 2025

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

**REGISTERED OFFICE:**

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

sd/-  
**Suchita Singh**  
Company Secretary

## Annexure A

### INFORMATION ON DIRECTOR(S) RECOMMENDED FOR APPOINTMENT

[Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings]

Name of the Director	Mrs. Gors A. Parekh	Mr. Mayank P. Shah
DIN	00343194	01655046
Date of Birth (Age)	August 12, 1965 (59 years)	March 27, 1953 (72 years)
Date of Appointment	March 22, 2025	March 22, 2025
Designation / Category of Directorship	Non - executive Independent Director	Non - executive Independent Director
Expertise in specific functional area	Education, Entrepreneurship, Guidance, Leadership, and philanthropy	Accounts, Finance, Taxation, System Development, MIS, Business Intelligence, Data Analysis, and advisory services.
Qualification	MA in Social Work from Tata Institute of Social Sciences (Mumbai), Diploma in Business Management from Narsee Monjee Institute of Management (NMIMS, Mumbai). She is certified Teacher Trainer and has pursued Cambridge Teachers Diploma.	Chartered Accountant from the Institute of Chartered Accountants of India  Cost Accountant from Institute of Cost Accountants of India
Terms and conditions of appointment	Appointment as a Non-executive Independent Director for a period of 5 (five) years with effect from March 22, 2025 up to March 21, 2030, not liable to retire by rotation.	Appointment as a Non-executive Independent Director for a period of 5 (five) years with effect from March 22, 2025 up to March 21, 2030, not liable to retire by rotation.
No. of Shares held in the Company		
• own	Nil	Nil
• for other person on a beneficial basis	Nil	Nil
Details of remuneration last drawn (including sitting fees)	Nil	Nil
Directorships held in other listed entities (excluding foreign companies)	Nil	Nil
Name of Listed entities from which the person has resigned in the past three years	Nil	Nil
Chairperson / Members of the Committee of the Board of Directors of the listed entities	Nil	Nil
Chairman / Member of the Committee of the Board of Directors of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee- Chairperson Stakeholders Relationship Committee – Chairperson	Nil

Name of the Director	Mrs. Gorsii Atul Parekh	Mr. Mayank P. Shah
Brief Resume	<p>Mrs. Gorsii A. Parekh is a renowned name in the field of Education, Industry, and philanthropy. She is an entrepreneur by inheritance and a social worker at heart. having pursued MA in Social Work from Tata Institute of Social Sciences (Mumbai), she also hold Diploma in Business Management from Narsee Monjee Institute of Management (NMIMS, Mumbai). She is a certified Teacher Trainer and has pursued Cambridge Teachers Diploma.</p> <p>Mrs. Gorsii Parekh was at the helm of the operations of many a successful and Veteran Group business entities. She is the CMD of Arraycom India Limited, founder of renowned premium educational institution Ahmedabad International School &amp; Toddlers Den and also the very new age digital learning platform Swayam Learning.</p> <p>With the above-mentioned premier ventures under her guidance and leadership she has also won prestigious awards such as the Best Women Entrepreneur award by NavGujarat Business Awards in year 2015 and the Woman entrepreneur of the year by the international economic council.</p>	<p>Mr. Mayank Shah is a Chartered Accountant by qualification and possesses over 45 years of rich experience in Accounts, Finance, Taxation, System Development, MIS, Business Intelligence, Data Analysis, and advisory services. He has worked with international consulting companies and multinational corporations in senior positions. He is a professor at S. P. Jain Institute of Management &amp; Research, Mumbai, and the Dean of Europe Asia Business School, Pune. He is a Designated Partner at C-BIA Solutions &amp; Services LLP (c-bia.com), a Business Analytics company. He has also executed projects in Life Insurance, Banking, Research Funding Organizations, Healthcare Services, Utility Services, Retail, Stock Broking, Pharmaceuticals, and Manufacturing in India, the UK, the USA, and the Middle East.</p> <p>Mr. Shah has made significant social contributions, founding the Social Service League at Sydenham College, reviewing program performance of Indian NGOs as a consultant to foreign funding agencies, and consulting with Indian NGOs. He has been a member of Rotary Club of Bombay West.</p>
No. of Board Meetings attended during F.Y. 2024-25	NA	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None