

CHD CHEMICALS LIMITED

**Registered Office- PLOT NO 45, FIRST FLOOR, INDUSTRIAL
AREA, PHASE I, CHANDIGARH**

**Corporate Office: PLOT NO 331, INDUSTRIAL AREA, PHASE
II, PANCHKULA, HARYANA 134113**

Website: www.chdchemicals.com

CIN- L24232CH2012PLC034188, E-mail-info@ccichd.com

POSTAL BALLOT NOTICE

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

**To
All Members,
CHD CHEMICALS LIMITED**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below for migration of the company from BSE SME Exchange to the Main Board BSE Limited are proposed to be passed by the Members through postal ballot.

The explanatory statement pertaining to the appended resolutions setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form for your consideration.

The Board of Directors of the Company at its meeting held on 29th April, 2019 has appointed M/s Neeraj Jindal & Associates, Practicing Company Secretary(Membership No FCS-8270 & COP No 9056), as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent or dissent therein by filling necessary details and signatures at the designated place in the Postal Ballot Form and return the same in original duly completed in enclosed self addressed Envelope so as to reach the scrutinizer not later than the close of business hours i.e 5.00 P.M(IST) on Saturday, 1st June, 2019. Please note the Postal Ballot form(s), received after the said date shall be deemed invalid.

The Scrutinizer will submit his report to the Chairman of the Company on Tuesday, 4th June, 2019. The result of postal ballot shall be announced on Tuesday, 4th June, 2019 and communicated to the stock exchanges and shall also be displayed on the Company's website at www.chdchemicals.com.

RESOLUTIONS:

Item No. 1 –Migration from BSE SME Platform to BSE Main Board

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

“**RESOLVED THAT** pursuant to Chapter XB of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, SEBI Circular dated May 18, 2010, Circular issued by BSE Limited dated November 26, 2012, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to migrate the Company, currently listed on SME Exchange of BSE Limited to Main Board of BSE Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT any Director or Directors of the Company be and is/ are hereby authorized jointly and/ or severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

Registered office :

Plot No 45, First Floor, Industrial Area

Phase II, Chandigarh

Date: 29.04.2019

Place: Chandigarh

By order of the Board of Directors

For CHD CHEMICALS LIMITED

Sd/-

Divya Kothari

Managing Director

(DIN - 03592047)

Notes:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Board of Directors of the Company at its meeting held on 29th April, 2019 has appointed M/s Neeraj Jindal & Associates, Practicing Company Secretary(Membership No FCS-8270 & COP No 9056), as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited as on Monday, April 29, 2019 . The Postal Ballot Notice is being sent to Members in physical copies by permitted mode along with a postage-prepaid self-addressed Envelope.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Monday, April 29, 2019 will be considered for the purpose of voting.
5. In case shares held by Companies, trusts, societies etc. the duly completed postal ballot should be accompanied by a certified copy of the board resolution authority and preferably attested specimen signature(s) of the duly authorized signatory (ies) giving requisite authority to the person voting on the postal ballot form.
6. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to cs@ccichd.com. The Company shall forward the same along with postage-prepaid self-addressed Envelope to the Member.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Monday, April 29, 2019.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 05:00 PM) on Saturday, 1st June, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after (i.e. 05:00 PM) on Saturday, 1st June, 2019, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director or Company Secretary of the Company duly authorized, on Tuesday, 4th June, 2019 at the Corporate office and will also be displayed on the website of the Company (www.chdchemicals.com), besides being communicated to the Stock Exchanges on the said date.
12. All the material documents referred to in the explanatory statement will be available for inspection at the corporate office of the Company during office hours on all working days from the date of dispatch of the Notice.
13. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

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

ITEM NO.1

According to SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2009 An issuer, whose specified securities are listed on a SME Exchange and whose post issue face value capital is more than ten crore rupees and upto twenty five crore rupees, and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and company meets listing requirements of Stock Exchange on which company is proposed to list. Since the paid up Capital of the company as on date is Rs. 10,10,90,800/- and Company is also listed on SME platform of BSE for more than 2 Years. i.e. from 1st April, 2016 till date, in compliance of BSE circular dated 26th November, 2012, Directors are of the view that Migration to main board will act as a catalyst in the growth and expansion of the Company and also will help the shareholders of the Company to enjoy sufficient return from their investments.

The Directors of the Company propose the resolution for your approval. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

Registered office :

Plot No 45, First Floor, Industrial Area

Phase II, Chandigarh

Date: 29.04.2019

Place: Chandigarh

By order of the Board of Directors

For CHD CHEMICALS LIMITED

Sd/-

Divya Kothari

Managing Director

(DIN - 03592047)

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CHD CHEMICALS LIMITED

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POSTAL BALLOT FORM

Registered Folio/ DP ID & Client ID	
Name and address of the Shareholder(s) with Joint holders, if any	
Registered Address of the Sole/ First named shareholders:	
No. of Shares held	

I/ We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my / our assent / dissent to the said Resolutions by placing the tick mark (✓) at the appropriate boxes below:

S. No.	Brief Particulars of the Resolution	No. of Shares held	FOR I / we assent to the Resolution	AGAINST I / we dissent to the Resolution
1.	Special resolution for migration from SME platform of BSE Limited to main board of BSE Limited.			

Signature of the Shareholder/ Authorised representative

Place:

Date:

Notes:

1. Please return duly filled and signed postal ballot form in the envelope enclosed.
2. Last date for receipt of Postal Ballot Form is Saturday, 1st June, 2019, till close of business hours i.e. 05:00 P.M to the Scrutinizer

GENERAL INSTRUCTIONS

1. A Member required to complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if sent by courier or by hand at the expense of the registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
4. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
5. The Postal Ballot shall not be exercised by a Proxy.
6. Incomplete, unsigned or incorrectly ticked Ballot Form will be rejected.
7. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than on Saturday, 1st June, 2019 (05.00 PM). All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Shareholder(s) has not been received.
9. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Shareholders on the date of dispatch of the Notice.
10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The votes should be casted either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns for the same shares will render the Postal Ballot Form invalid.
13. The Scrutinizer will submit the report to the Chairman of the Company, after completion of the Scrutiny and result of the Postal Ballot will be announced by the said Chairman of the Company on Tuesday, 4th June, 2019 at Corporate Office of the Company.