



## NOTICE

NOTICE is hereby given that the 8<sup>th</sup> Annual General Meeting of the Members of **CHD CHEMICALS LIMITED** will be held on **Wednesday, 30th December, 2020 at 11.30 A.M.** through video conferencing ('VC') / other audio visual means ('OAVM') facility, to transact the following business:

### ORDINARY BUSINESS

#### Item No 1: Adoption of the Audited Financial Statements as at 31<sup>st</sup> March, 2020

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2020, the Audited Statement of Profit and Loss Account for the year ended on that date, together with Reports of Auditors and Directors thereon.

#### Item No 2: Appointment of Mr Subhash Chander as a Director liable to retire by rotation:

To appoint a director in place of Mr Subhash Chander (Din: 08681546), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### Item No.3 : Re appointment of Ms Divya Kothari as Managing Director and approval of remuneration :

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made there under read with Schedule V of the Companies Act 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Divya Kothari (DIN: 03592047) be and is hereby reappointed as the Managing Director of the Company for a period of five (5) years with effect

from 15th December, 2020 to 14th December, 2025 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and here by approved by members of the Company on recommendation and approval by the Nomination & Remuneration Committee and Board of Directors of the Company."

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI[LODR]"), consent of the board of directors of the Company, subject to the approval of members of the Company be and is hereby accorded for continuance of payment of remuneration of Rs 50,000/- p.m for three years from 15.12.2020 to 14.12.2023 to Executive Director of the Company Ms. Divya Kothari, Managing Director (DIN: 03592047), who is also Promoter of the Company, notwithstanding that maybe in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during her tenure of appointment.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Ms Divya Kothari, Managing Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II(A) of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company".

#### Item no :4 Re-appointment of Mr. Bajrang Lal Kedia as an Independent Director of the Company for a period of five (5) years.

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

**"RESOLVED THAT** pursuant to the provisions of Section 149,152 read with Schedule IV and all



other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Bajrang Lal Kedia (DIN 07339265), whose present term as an Independent Director ends at the 14<sup>th</sup> November, 2020, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended and approved by the Nomination and Remuneration Committee and Board of Directors of the Company consent of the members of the Company be and is hereby accorded to re-appoint/continue the Directorship of Mr. Bajrang Lal Kedia (DIN 07339265), who is being re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from 15<sup>th</sup> November, 2020 to 14<sup>th</sup> November, 2025.

**RESOLVED FURTHER THAT** the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

**Item no :5 Re-appointment of Mr. Vijender Singh as an Independent Director of the Company for a period of five (5) years.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of

Directors) Rules 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Vijender Singh (DIN 07339155), whose present term as an Independent Director ends at the 14<sup>th</sup> November, 2020, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended and approved by the Nomination and Remuneration Committee and Board of Directors of the Company consent of the members of the Company be and is hereby accorded to re-appoint/continue the Directorship of Mr. Vijender Singh (DIN 07339155), who is being re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from 15<sup>th</sup> November, 2020 to 14<sup>th</sup> November, 2025.

**RESOLVED FURTHER THAT** the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

**Item No : 6 Increase in borrowing limits from 10 crores to 20 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution: "**RESOLVED THAT** in supersession of the resolution passed by the shareholders of the Company in Extra Ordinary General meeting held on 15<sup>th</sup> July, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent 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 any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed 20 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

**Item no:7 Regularization of Appointment of Director – Subhash Chander**

To Consider and if thought fit to pass with or without modifications the following resolution as Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the regulation of SEBI(LODR) Regulation 2015 and other applicable Law, Mr. Subhash Chander (DIN: 08681546), who was appointed as Additional Director on 28th January, 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for

the purpose of giving effect to the aforesaid resolution."

**Item no :8 Regularization of Appointment of Director – Ankit Kothari**

To Consider and if thought fit to pass with or without modifications the following resolution as Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the regulation of SEBI(LODR) Regulation 2015 and other applicable Law, Mr. Ankit Kothari (DIN: 06883692), who was appointed as Additional Director on 26<sup>th</sup> November, 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**By Order of the Board of Directors**

**For CHD CHEMICALS LIMITED.**

**SD/-**

DIVYA KOTHARI  
Managing Director

DIN – 03592047

Place: Panchkula  
Dated: 5<sup>th</sup> December, 2020

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013.****ITEM NO: 3**

Ms. Divya Kothari has been reappointed as Managing Director on 05.12.2020 for a period of Five Years by the board of the Company. Further, the appointment and remuneration is subject to the approval of members in the ensuing Annual general Meeting .

Ms. Divya Kothari (DIN: 03592047) Managing Director, is the member of promoter group. Considering the valuable contribution, commitment, guidance and services being rendered by Ms. Divya Kothari for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment and continuance of payment of remuneration of Ms. Divya Kothari, Managing Director of the Company.

Ms. Divya Kothari (DIN: 03592047) Managing Director satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for her reappointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given her consent to act as a Managing Director and She has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

The information as required under schedule V to the Companies Act, 2013 is as under:-

**I.GENERAL INFORMATION:****(1)Nature of Industry– Chemicals Industry  
Company Main Object pursued by the company**

:  
The company is doing business of trading in high quality chemicals & dyes for textiles industry.

**(2)Date of commencement of commercial operation-**

The Company started its business back in 2013.

**(3) Details of new company:**

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - **N.A.**

**4) Financial Performance based on given indicators:****(i) Financials (Amount in RS. Lakhs)**

Financial Parameters	2015-2016	2016-2017	2017-2018	2018-2019	2019-20
Turnover	4036.25	4330.34	3507.25	7630.64	8651.02
Net Profit	38.40	52.78	69.41	89.10	72.45
Net profit as per profit And loss Account	38.40	52.78	69.41	89.10	72.45
Tax	11.24	18.12	17.86	23.11	19.60
Profit After Tax	27.16	34.66	51.55	65.99	52.85
Equity Share Capital	645.40	520.90	885.60	1010.90	1010.90

(ii) **Export performance and net foreign exchange collaborations – NIL**

**(5) Foreign investments or collaborators, if any –. NIL****II.INFORMATION ABOUT THE APPOINTEE:****(1)Back Ground Details :**

Ms. Divya Kothari was appointed as a Director of the Company with effect from 5th November, 2012.

The Board of Directors at their meeting held on 15th December, 2015 considered and decided to entrust on Ms. Divya Kothari with increased role and responsibility by elevating her as the Managing Director of the company. The term of her appointment as Managing Director for a period of 5 years from 15th December, 2015 up to 14th December, 2020.



Ms. Divya Kothari (DIN: 03592047), aged 30 is the promoter of the company. She looks after day to day routine operational activities of our company and with her multifunctional experience; she guides company in its growth strategies. She is well versed in all aspects of Marketing, Finance and Administration. She has contributed well towards the growth of our Company and under her guidance the turnover of our Company has increased manifold.

**(2) Past remuneration:** Rs 50000 per month

**(3) Recognition or awards:** NIL

**(4) Job profile and his suitability–**

Subject to the superintendence, direction and control of the board, the day to day management and administration of the Company is vested in the Managing Director.

**(5) Remuneration proposed–**

As set out in the resolution .The remuneration to Managing Director has the approval of the Nomination & Remuneration Committee.

**(6) Comparative remuneration profile with respect to industry, size of the company, Profile of the position and person-**

Company is engaged in the trading and distribution of high quality chemicals and dyes for textiles industry, leather and paper industries. For the growth and success of the company, knowledge and skills to understand and project the market trend, consumer behavior, consumption pattern and many relevant indicators for better product mix. It also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Ms. Divya Kothari has successfully proved their expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them are justified commensurate with other organizations of the similar type, size and nature.

**(7) Remuneration proposed:** There is no change in the existing remuneration.

**(8) Pecuniary relationship directly or indirectly with the company, or relationship with Managerial personnel , if any –**

Besides, the remuneration proposed and holding

2036636 shares of the company Ms Divya Kothari does not have any other pecuniary relationship with the Company.

**III. Other information:**

Following are the main points relevant to inadequate profit:-

**(1) Reason of inadequate profit:-**

The chemicals industry captures a wide variety of companies that serves to provide products and services that keep the everyday consumer engaged. Chemicals market is highly competitive and fragmented, and we face competition from leading Chemicals and Dyes industries, that are expanding their traditional offerings. Some of our competitors may have greater financial, marketing, sales and other resources than we have and with the increase of price of products during the year under review also affects the profitability of the company.

**(2) Preventive action taken by the company:-**

The future plans of our company are in line with the way industry is thinking and planning ahead. Our company is trying to increase the geographical areas of operations to cater to the growing market. Company is planning to expand the scale of operations as well as growing our supply chain network, which will provide attractive opportunities to grow our client base and revenues.

**(3) Expected Increase in Productivity and Profits in measurable terms:**

Company has experienced management team with established processes. Company management team has a long term vision and has proven its ability to achieve long term growth of the company. Promoters have sufficient experience in chemicals and dyes sector. Company records helped to build strong relationships over number of year with the customers as well as with the suppliers. Company strives to add value by incorporating excellent trade practices in order to optimize better returns. Management intend to maintain a spread of different types of trade in which company is involved in as this provide a strategy for growth as well as mitigating the risk of focusing on only a certain type of trade and ensures stability of our revenue stream.

**Interest:**

None of the Directors, KMP and their relatives except Ms. Divya Kothari herself as Managing Director and Share Holder Holding 2036636 Shares, Mr. Ankit Kothari, Brother of Ms. Divya Kothari, additional Director on the board and holder of 718090 shares in the Company and Mrs. Kitabwati Kothari, Mother of Ms. Divya Kothari, Share Holder in the Company holding 200000 shares.

**Item No 4 & 5**

The first term of Mr. Bajrang Lal Kedia and Mr Vijender Singh Non executive Independent Directors of the Company has expired on 14<sup>th</sup> November, 2020 and on the recommendation of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on 10<sup>th</sup> November, 2020 has approved to seek the approval of shareholders of the Company, in the ensuing Annual General Meeting, for the reappointment of Mr. Bajrang Lal Kedia and Mr Vijender Singh Non executive Independent Directors for second term of five years with effect from 15<sup>th</sup> November, 2020 to 14<sup>th</sup> November 2025

As the above-named Independent Directors shall be completing their first term of appointment and they are eligible for reappointment for another term of five consecutive years subject to approval of the Members by Special Resolution. The above named Independent Directors have consented to their re-appointment and confirmed that they are not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act. The Company has also received the declarations from the said Directors stating that they meet all the criteria of Independence, as prescribed under Section 149(6) of the Act and under Regulation 16 (b) of SEBI (LODR) Regulations, 2015 and they are not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

Based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meeting held on 10<sup>th</sup> November, 2020 have recommended the re-appointment of Mr. Bajrang Lal Kedia and Mr Vijender Singh as an Independent Director for a second term of five consecutive years effective from 15<sup>th</sup> November, 2020 to 14<sup>th</sup> November, 2025. During their tenure of appointment, they

shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. In the opinion of the Board, they fulfil the conditions for re-appointment as Independent Directors and they are independent of the Management.

Brief resume of above Independent Directors, nature of their expertise in specific function areas and names of companies in which they hold directorship and memberships/ chairmanships of the Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015, are provided in the Annexure I to this Notice, which is forming part of the Annual Report.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 4 & 5 of the Notice

The Board recommends the Special Resolutions as set out in Item Nos. 4 & 5 of the Notice for approval of the Member.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their reappointment is available for inspection by the Members may write to the Company on [cs@ccichd.com](mailto:cs@ccichd.com) for inspection of said documents till the conclusion of the ensuing General Meeting

**Item No 6**

The shareholders of the Company IN Extra Ordinary General meeting passed the resolution resolution dated 15<sup>th</sup> July, 2014 had accorded their consent to the Board of Directors for borrowing up to 10 crores. It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed 20 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The Company shall ensure that the debt equity ratio of the Company, at all times, will be within prudent limits. It is necessary to obtain fresh approval of the shareholders by means of a Special Resolution. The Board recommends the Resolution at Item No.6 of the Notice for approval of the shareholders by a Special Resolution.



None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

**Item No 7**

Mr Subhash Chander (Din NO 08681546) on the recommendation of Nomination and Remuneration Committee was appointed as Additional Director with effect from 28th January, 2020 by the Board in accordance with the Article of Association and section 161 of Companies Act, 2013("Act"). As per the Section 161 of the Act. Mr Subhash Chander(DIN 08681546) holds the office upto the date of ensuing annual General meeting . the company has received the requisite notice in writing under Section 160 of the Act from a member proposing the candidature of Mr Subhash Chander to be appointed as Non executive director at the ensuing Annual General Meeting liable to retire by rotation . Mr Subhash Chander has consented to the proposed appointment and declared qualified.

Mr Subhash Chander possess the requisite knowledge, experience and skill for the position of director. The Board on the receipt of said notice form the member and on the recommendation of nomination and remuneration committee and subject to the approval of members in the ensuing AGM has accorded its consent to appoint Mr subhash Chander as non executive director liable to retire by rotation .

Except Mr Subhash Chander, no other director, Key managerial Personnel of the company and their relative thereof are interested or concerned financial or otherwise in the proposed resolution.

**Item No 8**

Mr. Ankit Kothari (DIN: 06883692)on the recommendation of Nomination and Remuneration Committee was appointed as Additional Director with effect from 26th November, , 2020 by the Board in accordance with the Article of Association and section 161 of Companies Act, 2013("Act"). As per the Section 161 of the Act Mr. Ankit Kothari (DIN: 06883692), holds the office upto the date of ensuing annual General meeting . the company has received the requisite notice in writing under Section 160 of the Act from a member proposing the candidature Mr. Ankit Kothari to be appointed as Non executive director at the ensuing Annual General Meeting liable to retire

by rotation . Mr. Ankit Kothari has consented to the proposed appointment and declared qualified.

Mr. Ankit Kothari possess the requisite knowledge, experience and skill for the position of director. The Board on the receipt of said notice form the member and on the recommendation of nomination and remuneration committee and subject to the approval of members in the ensuing AGM has accorded its consent to appoint Mr. Ankit Kothari as non executive director liable to retire by rotation .

None of the Directors, KMP and their relatives except Mr Ankit Kothari himself and Ms. Divya Kothari relative of Mr Ankit Kothari and Managing director of Company and, Mrs. Kitabwati Kothari Mother of Mr Ankit Kothari and shareholder of the company holding 200000 shares

## ANNEXURE I TO THE NOTICE

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(a) Profile of Ms Divya Kothari as Managing Director

<b>Name of the Director</b>	<b>Divya Kothari</b>
DIN No	03592047
Date of Birth	23/09/1989
Date of appointment	05/11/2012
Qualification	Bachelor Degree in Commerce and Bachelor degree in applied finance
Past Remuneration	RS 50000/- per month
Terms and conditions of reappointment	As stated in the resolution set out in item number 3 of the Notice
Details of remuneration sought to be paid	As stated in the resolution set out in item number 3 of the Notice
Expertise in specific functional areas	10 years of Experience in Financial Markets and trading operations
Chairman/ Member of the Committee of the Board of Directors of our Company	Member-Audit Committee
Committee position held in other Companies	NIL
List of other Directorship	ANKIT TRADE & INVESTMENT PRIVATE LIMITED
No. of shares held In the Company	2036636
Number of the Meetings attended during the year	7
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Divya Kothari is the Sister of Mr Ankit Kothari director of the Company

(b) Profile of Mr. Bajrang Lal Kedia as Independent Director

<b>Name of the Director</b>	<b>Bajrang Lal Kedia</b>
DIN No	07339265
Date of Birth	02/01/1967
Date of appointment	12/11/2015
Date of Re-appointment	Proposed in the AGM
Qualification	B.Com
Expertise in specific functional areas	Served over 20 years to Indian Force. 13 years of experience in textile and allied sector
List of other Directorship	NIL





No. of shares held In the Company	24545
Number of the Meetings attended during the year	8
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
List of other Directorship	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	Member Audit Committee Member Stakeholder & Relationship Committee Member Nomination and Remuneration Committee
Committee position held in other Companies	NIL
List of other Directorship	NIL

## (c) Profile of Mr. Vijender Singh as Independent Director

<b>Name of the Director</b>	<b>Vijender Singh</b>
DIN No	07339155
Date of Birth	29/12/1973
Date of appointment	12/11/2015
Date of Re-appointment	Proposed in the AGM
Qualification	Bachelor degree in science and law graduate.
Expertise in specific functional areas	Rich Experience in Legal practice, taxation.
List of other Directorship	NIL
No. of shares held In the Company	NIL
Number of the Meetings attended during the year	8
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
List of other Directorship	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	Member& Chairman Audit Committee Member& Chairman Stakeholder & Relationship Committee Member& Chairman Nomination and Remuneration Committee
Committee position held in other Companies	NIL

(D) Profile of Mr. Subhash Chander as Non Executive Director:

<b>Name of the Director</b>	Subhash Chander
DIN No	08681546
Date of Birth	05-03-1962
Date of appointment	28/01/2020
Qualification	He did Graduate in Economics and Political Science from Kurukshetra University Haryana.
Details of remuneration sought to be paid	NIL
Expertise in specific functional areas	He is a Retired Haryana Government employee and having 10 year of experience with leadership positions in business strategy, marketing, sales, Projects & in petroleum business.
Chairman/ Member of the Committee of the Board of Directors of our Company	Member Stakeholder & Relationship Committee Member Nomination and Remuneration Committee
Committee position held in other Companies	NIL
List of other Directorship	NIL
No. of shares held In the Company	NIL
Number of the Meetings attended during the year	1
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL

(E) Profile of Mr. Ankit Kothari as Non Executive Director:

<b>Name of the Director</b>	Ankit Kothari
DIN No	06883692
Date of Birth	05-08-1995
Date of appointment	26-11-2020
Qualification	Graduate from university of British Columbia, BC
Details of remuneration sought to be paid	NIL
Expertise in specific functional areas	He is having three year of experience in Marketing and Administration and Human Resource.
Chairman/ Member of the Committee of the Board of Directors of our Company	NIL
Committee position held in other Companies	NIL
List of other Directorship	NIL
No. of shares held In the Company	718090
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr Ankit Kothari is the brother of Ms Divya Kothari, managing Director of the company.

**NOTES**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, 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 ('Listing Regulations') and MCA Circulars the Eighth AGM of the Company will be held through VC / OAVM

The facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.

3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at SCF 214 Motor Market, Manimajra, Chandigarh which shall be the deemed venue of AGM.

4. Mr. Neeraj Jindal, has been appointed as the Scrutinizer to scrutinize the remote e-voting/e-voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM

5. In compliance with the Circulars, copies of Annual Report for Financial Year 2019-20, the Notice of the AGM and instructions for remote e-voting/ e-voting are being sent in electronic mode to those Shareholders whose email addresses are registered with Registrar/ Depository Participant(s). The copy of Annual Report along with the Notice is also available on Company's website at [www.bseindia.com](http://www.bseindia.com) and on website of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com)

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. Members whose email addresses / Bank details are not registered/updated are requested to register/ update by contacting their respective Depository Participant(s).

11. As required under Listing Regulations and Secretarial Standards-2 on General Meetings details in respect of directors seeking reappointment at the AGM, is separately annexed. Directors seeking re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

12. The Register of Members of the Company shall remain closed from the Thursday, 24<sup>th</sup> December, 2020 to Wednesday, 30<sup>th</sup> September, 2020(both days inclusive).

13. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

14. At the Fifth AGM held on September 29, 2017 the members approved appointment of R K Deepak & Co, Chartered Accountants (Firm Registration No. 003145N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the AGM to be held in 2022, subject to ratification of their appointment by Members at every AGM, if so required under the



Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twenty-fourth AGM.

15. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be Wednesday, 23rd December, 2020.

16. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company.

17. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.

### **18. Instructions for attending the AGM through VC/OAVM:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose,

the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.chdchemicalsltd.com](http://www.chdchemicalsltd.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).



7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

### 19. Voting Through Electronic Means

- (i) The voting period begins on 27.12.2020 and 9.00 A.M and ends on 29.12.2020 and 5.00 P.M During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> December, 2020 (Record Date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id**.

**20. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.



6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

**21. Note for Non – Individual Shareholders and Custodians**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [cs@ccichd.com](mailto:cs@ccichd.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
7. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
8. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.chdhchemicalsltd.com](http://www.chdhchemicalsltd.com) and on website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.

For CHD CHEMICALS LIMITED.  
By Order of the Board of Directors

SD/-  
DIVYA KOTHARI  
MANAGING DIRECTOR  
DIN – 03592047

Place: Panchkula  
Dated: 05<sup>th</sup> December, 2020