

GHARDA CHEMICALS LIMITED

Regd. Office: 48 Hill Road, Bandra (W), Mumbai – 400 050.

CIN: U24110MH1967PLC013688

E-mail: cs@gharda.com website: www.gharda.com

NOTICE

NOTICE is hereby given that the 55th Annual General Meeting of the Members of Gharda Chemicals Limited will be held on Friday, 24th December, 2021 at 11.30 am (IST) through two-way Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider, and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2021, the reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted”.

2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31st March, 2021, and the report of the Auditors thereon.

“RESOLVED THAT the audited consolidated financial statements of the company for the financial year ended 31st March, 2021 and the report of the Auditors thereon, as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted”.

3. To confirm the payment of the Interim Dividend and to declare a Final Dividend for the year ended 31st March, 2021.

“RESOLVED THAT the payment of Rs.2000/- per equity share paid by the Company on March 26, 2021 as Interim Dividend be and is hereby confirmed and approved.

“FURTHER RESOLVED THAT the Final dividend of Rs.3000/- (Rupees Three Thousand only) per equity share, as recommended by the Board of Directors for the financial year ended 31st March, 2021, be and is hereby declared and that such dividend be paid to those equity shareholders whose names appear in the Register of Members as on 24th December, 2021”.

4. To appoint a Director in place of Mr. Nilesh A Kulkarni (DIN: 03264622), who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of applicable laws, the Articles of Association and upon recommendations of the Board of Directors, Mr.Nilesh A Kulkarni (DIN 03264622), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company”.

SPECIAL BUSINESS

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

Commission to Non-Executive Directors

“RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, a remuneration (Commission) of Rs.25 lacs each to the Non-Executive Director/Independent Directors, aggregating to a sum of Rs.100 lacs, be paid and distributed and such payments shall be made with respect to the profits of the Company for the financial year 2020-2021”.

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

Ratification of remuneration payable to Cost Auditors:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs.4,00,000/- (Rupees Four Lakh only) plus taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit, payable to GMVP & Associates LLP, Cost Accountants who are appointed by the Board of Directors of the Company, as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2022.

RESOLVED FURTHER THAT the Directors of the company and/or the Company Secretary, be and are hereby severally authorised to do all such acts and take all such steps as may be necessary to give effect to this resolution.

By Order of the Board of Directors

Sd/-

Michael Raj

Company Secretary.

Membership No: FCS 8487

Mumbai: 30th Nov, 2021

Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith. The Board of Directors have considered and decided to include the Item No.5 & 6, given above as Special Businesses in the forthcoming AGM, as they are unavoidable in nature.

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide its Circular nos. 20/2020, 14/2020, 17/2020, and 02/2021 (hereinafter collectively referred to as “the Circulars”) permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC)/other audio visual means (OAVM). Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for AGM shall be the registered office of the company, i.e. Gharda House, 48, Hill Road, Bandra West, Mumbai 400050.

The Company has opted for providing facility of e-voting under the Act through National Securities Depository Limited (NSDL).

The procedure for participating in the meeting through VC / OAVM is explained at Note No.7 below.

3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at cs@gharda.com / michael@gharda.com.

ELECTRONIC DISPATCH OF ANNUAL REPORT

5. In compliance with the Circulars, notice of the AGM along with the Annual Report 2020-21 is being sent through electronic mode to those members whose email addresses are registered with the Company.

6. Members who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company Secretary at cs@gharda.com / michael@gharda.com.

7. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM AND E-VOTING:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system (remote e-voting), provided by NSDL.

The Members can attend the meeting through VC from their Laptops / iPads/ Tabs /Mobile. Members are requested to follow the steps mentioned herebelow.

Remote E-voting Facility:

Members may cast their vote electronically. The remote e-voting facility will be available during the period as given below:

Commencement of Remote e-voting	20 th Dec, 2021 from 9.00 AM (IST)
End of Remote e-voting	23 rd Dec, 2021 at 5.00 PM (IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter.

The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company.

E-voting at the AGM:

Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

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

The process and manner in which e-Voting is to be carried out is given below:

1. Open the attached PDF file 'Remote e-voting.pdf' with your Folio No. (eg: N10) as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
3. Click on Shareholder/Member - Login.
4. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file 'Remote e-voting.pdf' as initial password.
NOTE: Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
5. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
6. Once the e-voting home page opens, click on **e-voting> Active Voting Cycles/VC/OAVM**.
7. Select "EVEN" (**118874**) of **GHARDA CHEMICALS LIMITED** which is **118874**. Now you are ready for e-voting as Cast Vote page opens.
8. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
9. Upon confirmation, the message "Vote cast successfully" will be displayed.
10. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

The process and manner to attend the AGM is given below:

- a) Please follow the above instructions for evoting upto point no 6.
- b) Once the EVEN of the company is visible to you, click on "VC/OAVM" under "Join General Meeting" to join the meeting. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM. (The AGM is scheduled at 11.30 am IST, the facility to join the AGM will be open at 11.00 AM IST)
- c) Click on the EVEN "118874" to cast your vote on the resolutions proposed in the AGM.

d) Members who need assistance before the AGM for login credentials can write to NSDL at or can contact the following officials:

Name	Email Address	Toll Free No.
Mr. Amit Vishal, Senior Manager, NSDL	evoting@nsdl.co.in	1800 1020 990
Ms. Pallavi Mhatre, Manager, NSDL	evoting@nsdl.co.in	1800 224 430
Mr.Sagar Ghosalkar	evoting@nsdl.co.in	

8. Shareholders are encouraged to join the Meeting through Laptops / iPads/ Tabs for better experience. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

9. 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.

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

11. Scrutinisers: Mr.Nrupang Dholakia or failing him Mr.B.V.Dholakia (Practising Company Secretaries) have been appointed as the Scrutiniser to scrutinise the entire e-voting process in a fair and transparent manner.

PROCEDURE TO REGISTER AS SPEAKER / RAISE QUESTIONS / SEEK CLARIFICATION WITH RESPECT TO ANNUAL REPORT:

12. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name and folio number along with their queries to cs@gharda.com/ michael@gharda.com latest by 19th December, 2021. Questions / queries received by the Company till this time shall only be considered and responded during the AGM.

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

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

15. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

16. The various Registers and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection through electronic mode or physical mode at the registered office of the company, on the basis of request being sent on cs@gharda.com / michael@gharda.com .

17. Members wishing to claim dividends that remain un-claimed are requested to write to the Company. Please note that dividends that are not claimed within 7 years from the date of transfer to the unpaid dividend account will be transferred to the IEPF fund. Shares on which dividend remains unclaimed for 7 consecutive years will be transferred to IEPF as per Section 124 of the Act read with the applicable Rules.

18. Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting are given below:

Particulars	Nilesh A Kulkarni
DIN	03264622
Date of Birth	13/08/1973
Age	48 years
Date of appointment	23/08/2019
Qualifications	B.Com, PGDBA (Finance & Mkt)
Terms and conditions of appointment or re-appointment.	Appointment due to retirement by rotation
Details of remuneration last drawn (F.Y.2020-21)	Rs.422.26 lacs
Directorship in other Companies/LLPs.	4
Membership / Chairmanship of Committees in other Companies.	NIL
No. of Board meeting attended during the year.	4
No. of shares held.	22

By Order of the Board of Directors

Sd/-

Michael Raj

Company Secretary.

Membership No: FCS 8487

Mumbai: 30th Nov, 2021.

ANNEXURE TO THE NOTICE

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

Item No. 5.

Section 149(9) and Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors including Independent Directors of a Company by way of commission, not exceeding one per cent of the net profits of the Company for each year, if the Company authorises such payment by way of a resolution of members.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors including Independent Directors, it is proposed that, remuneration not exceeding one per cent of the net profits of the Company (restricted to Rs.100 lacs) calculated in accordance with provisions of the Act, be paid and distributed amongst the Non-Executive Directors including the Independent Directors of the Company in accordance with the approval by the Board of Directors of the Company for the financial year 2020-2021.

An amount of Rs.25 lacs each is proposed for Mrs.Almitra Patel- Non-Executive Director, and three Independent Directors viz. Dr.S.Sivaram, Mr.Sharad Upasani and Mr.Yashwant Bhawe. The above payment will be in addition to the sitting fees for attending Board/Committee meetings. Details of sitting fees as well as the commission provided paid to Non-Executive Directors including the Independent Directors during the Financial Year 2020-21 is provided in Annual return, which is available at company's website at following link: <https://www.gharda.com/wp-content/uploads/2021/11/Extract-of-Annual-Return-F.Y.2020-2021.pdf>

None of the Directors, Key Managerial Personnel or their relatives, except the Non-Executive Directors including the Independent Directors of the Company to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 5 of the notice.

The Board recommends the resolution set forth in Item No.5 for the approval of the Members as an ordinary resolution.

Item No. 6.

In pursuance of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, GMVP & Associates LLP, Cost Accountants, were appointed as Cost Auditor by the Board of Directors of the company, to conduct the audit of the cost accounting records of the company for the financial year ending 31st March, 2022 at a remuneration of Rs.4,00,000/- (Rupees Four Lacs Only).

In accordance with the provisions of the said Act and Rules, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the company.

None of the Director, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No.6 for the approval of members as an ordinary resolution

By Order of the Board of Directors.

Sd/-

Michael Raj

Company Secretary.

Membership No: FCS 8487

Mumbai: 30th Nov, 2021.