

GHARDA CHEMICALS LIMITED

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

CIN: U24110MH1967PLC013688

Tel: +91-22-6626 5600

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

NOTICE

NOTICE is hereby given that the 57th Annual General Meeting of the Members of Gharda Chemicals Limited will be held on **Saturday, 23rd September, 2023 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, 2023, 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, 2023 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, 2023, and the report of the Auditors thereon.

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended 31st March, 2023 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 financial year ended 31st March, 2023.

“RESOLVED THAT the payment of Rs.3000/- (Rupees Three Thousand only) per equity share paid by the Company on March 23, 2023 as Interim Dividend be and is hereby confirmed and approved.

“FURTHER RESOLVED THAT the Final dividend of Rs. 2000/- (Rupees Two Thousand only) per equity share, as recommended by the Board of Directors for the financial year ended 31st March, 2023, 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 the date of the AGM”

4. To appoint a Director in place of Mr. Diwakar K. Shenoy (DIN: 05155840), 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. Diwakar K. Shenoy (DIN: 05155840), 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 the following resolution as a Special Resolution:
Re-Appointment of Dr.K.H.Gharda (DIN: 00437172) as Managing Director of the Company.

“RESOLVED THAT pursuant to Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, including any statutory modifications, re-enactment thereof for the time being in force, the Company hereby approves the re-appointment and terms of remuneration of Dr.K.H.Gharda (DIN:00437172) as Managing Director of the Company for a period of 2 (Two) years with effect from 15th June, 2023 on the terms and conditions as set out in the agreement dated 8th July 2023 between the Company and Dr.K.H.Gharda, with liberty to Board of Directors to revise or alter the same, from time to time, subject to the maximum limits prescribed in Schedule V including any statutory modification or re-enactment thereof for the time being in force, as may be decided by the Board.”

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
Commission to Non-Executive Directors / Independent 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) aggregating to a sum of Rs 92.50 lacs be paid and distributed to the Non-Executive Director / Independent Directors and such payments shall be made with respect to the profits of the Company for the financial year 2022-23”

7. To consider and, if thought fit, to pass 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 lacs 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, 2024.

By Order of the Board of Directors

Michael Raj
Company Secretary.
Membership No: FCS 8487
Mumbai: 30th Aug, 2023

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 Nos 5 to 7 given above as Special Businesses in the forthcoming AGM, as they are unavoidable in nature.

2. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 ('MCA Circulars') have permitted the Companies to hold their Annual General Meeting ("AGM") through Video Conferencing (VC) / any Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue. 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 2022-23 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	19 th September, 2023 from 9.00 am (IST)
End of Remote e-voting	22 nd September, 2023 at 5 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.nsd.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. After successful login ,you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
7. Select “EVEN” (**125456**) of **GHARDA CHEMICALS LIMITED** which is **125456**. 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 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 “**125456**” 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 or can contact the following officials:

Name	Email Address	Contact No.
Ms. Pallavi Mhatre, Senior Manager, NSDL	evoting@nsdl.co.in	022 - 4886 7000 022 - 2499 7000

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. Scrutiniser: Mr.Nrupang Dholakia (Practising Company Secretary) has 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 September, 2023 so that the same can be addressed at the meeting.
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	Dr.K.H.Gharda	Mr.Diwakar K Shenoy
DIN	00437172	05155840
Date of Birth	25/09/1929	23/10/1962
Age	93 Years	60 Years
Date of appointment	06/03/1967	13/12/2011
Expertise in specific functional area	Dr.K.H.Gharda is an eminent Scientist and Founder of the Company. He has been the Managing Director of the Company since incorporation and has contributed immensely to the growth of the company. He is a Padmashri awardee in addition to many other accolades.	Mr. Shenoy has over 37 years of experience in the chemical Industry and has been a part of GCL since Dec 1987. He oversees the operations of all the manufacturing units.
Qualifications	M.S (Chemical Engineering) Ph.D. (Chemical Engineering)	B.E. (Chemical Engineering) Dip. in Industrial Management.

Terms and conditions of appointment or re-appointment.	Re-appointment for 2 years due to expiry of term	Re-appointment due to retirement by rotation
Details of remuneration last drawn (F.Y.2022-23)	Rs.622.10 lacs	Rs.425.87 Lacs
Directorship in other Companies (excluding foreign companies as on March 31, 2023)	<ol style="list-style-type: none"> 1. Gharda Medical & Advanced Technologies Foundation. 2. Gujarat Insecticides Ltd. 3. Gharda Scientific Research Foundation 	<ol style="list-style-type: none"> 1. Gujarat Insecticides Ltd. 2. Deeppl Electricals Private Limited.
Membership / Chairmanship of Committees in other Companies (excluding foreign companies as on March 31, 2023)	None	None
Total no. of Board Meetings during the year	5	5
No. of Board meeting attended during the year.	3	4
Inter-se relationship with other Directors and Key Managerial Personnel	None	None
No. of shares held.	2304	Nil

By Order of the Board of Directors

Michael Raj
Company Secretary.
Membership No: FCS 8487
Mumbai:30th Aug, 2023

ANNEXURE TO THE NOTICE

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

Item No.5 : Re-Appointment of Dr.K.H.Gharda as Managing Director of the Company.

The Board at its meeting held on 8th July 2023, based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Dr.K.H.Gharda as Managing Director for a period of 2 (Two) years from 15th June 2023, subject to the approval of the shareholders on the following terms and conditions:

- 1 Dr.K.H.Gharda is re-appointed as Managing Director for a period of 2 years commencing from June 15, 2023.
- 2 Dr.K.H.Gharda is entrusted with substantial powers of management as are permissible under the provisions of the Articles of Association of the Company and the Companies Act.
- 3 The Company will pay Dr.K.H.Gharda in consideration of the performance of his duties the following remuneration, subject to maximum prescribed under Section 197 of the Companies Act, 2013 and Schedule V thereunder:-
 4. The company will pay Dr. K.H.Gharda in consideration of the performance of his duties.
 - (a) Gross Annual Salary : Rs.1,20,00,000/-
(Rs. One Crore Twenty Lacs p.a.)
 - (b) Housing Accommodation
 - (c) Perquisites.
 - (i) Provision for use of the Company's car for official duties and telephone at residence shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
 - (ii) Dr.K.H.Gharda shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above.
 - (a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act.
 - (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
 - (c) Encashment of leave at the end of the tenure.

(d) Commission:-

In addition to the salary and perquisites, commission not exceeding 1% of the profits as calculated on the basis of Section 198 of the Companies Act, 2013.

The remuneration shall be in accordance with Schedule V to the Companies Act, 2013, as may be amended from time to time.

4. Dr.K.H.Gharda to be entitled to the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company in accordance with the rules and regulations of the Company in force from time to time.
5. Where in any financial year the company has no profits or profits are inadequate, the company shall make an application to the Central Government for payment of the remuneration in terms of the provisions of Schedule V to the Companies Act, 2013, as may be amended from time to time.
6. As long as Dr.K.H.Gharda functions as Managing Director, no sitting fee to be paid to Dr.K.H.Gharda for attending the meetings of the Board of Directors or Committee thereof.
7. Dr.K.H.Gharda not to retire by rotation whilst he continues to hold that office.

8. The Company shall be entitled to terminate the employment of Dr.K.H.Gharda forthwith if he becomes insolvent or makes any composition or arrangement with his creditors or ceases to be a Director of the Company.
9. In case of Dr.K.H.Gharda's death in the course of his employment with the Company, the Company shall pay to his legal representatives the salary and other emoluments payable for the then current month together with any such further sum as the Board in its sole discretion may determine subject to the approval of the shareholders and central government, if applicable.
10. The company acknowledges that Dr. Gharda owns and shall continue to own any inventions that he has invented or conceptualised / invents or conceptualises in the future during the tenure of his engagement as a Managing Director of the Company and the Company shall not claim any ownership of the such inventions unless such inventions are specifically assigned to the Company. It is hereby clarified any inventions of Dr. Gharda which are used by the company are and shall be pursuant to a permission / license granted by Dr. Gharda and the Company shall not have any right, title or interest therein. Dr. Gharda shall be entitled to apply for patents and obtain patents in his own name for his inventions.
11. The terms and conditions of the said appointment and / or Agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit. The terms and conditions of the appointment and remuneration shall be in accordance with the relevant clauses of the Articles of Association and Sections 196, 197 and other relevant provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, and as may be amended from time to time.
12. In the event of loss of office, the Managing Director shall be entitled to receive compensation in accordance with the provisions of section 191 & Section 202 of the Companies Act, 2013 and other applicable provisions, if any.

A copy of the Agreement entered into with Dr.K.H.Gharda is available for inspection of the members. The details as required under the Secretarial Standards are provided in Note No. 18.

Dr.K.H.Gharda is an eminent Scientist and Founder of the Company. He has been the Managing Director of the Company since incorporation and has contributed immensely to the growth of the company. The approval of the Shareholders by way of a special resolution is required in view of Dr.K.H.Gharda having crossed the age of 70 years as prescribed in Clause (c) of Part I of Schedule V of the Companies Act 2013

Dr.K.H.Gharda may be deemed to be concerned or interested in this resolution as it relates to his own appointment as Managing Director. None of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No.5 for the approval of members as a Special resolution.

Item No. 6 : Commission to Non-Executive Directors / Independent Directors

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.92.50 lacs) calculated in accordance with the 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 2022-23.

The following amounts are proposed as commission for the FY 2022-23:

1. Mrs.Almitra Patel (Non-Executive Director) : Rs.20 lacs
2. Mr.Sharad Upasani (Independent Director) : Rs.20 lacs
3. Dr.S.Sivaram (Independent Director) : Rs.20 lacs
4. Mr.Y.S.Bhave (Independent Director) : Rs.20 lacs
5. Dr.Ashish Lele (Independent Director) : Rs.12.50lacs (proportionate for part of the year)

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 2022-23 is provided in Annual return, which is available at Company's website.

None of the other 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 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.

Item No. 7 : Ratification of remuneration payable to Cost Auditors

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, 2024 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 members 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.7 for the approval of members as an ordinary resolution

By Order of the Board of Directors.

Michael Raj
Company Secretary.
Membership No: FCS 8487
Mumbai: 30th Aug, 2023