



## NOTICE

**NOTICE** is hereby given that the **83<sup>rd</sup> Annual General Meeting** of the Members of **GUJCHEM DISTILLERS INDIA LIMITED** will be held on **Thursday, September 15, 2022 at 12.30 P.M.** at the Registered office of the Company at 307, 3<sup>rd</sup> Floor, Ashirwad Paras-1, S.G. Highway, Makarba, Ahmedabad-380051, Gujarat **to transact the following business:**

### ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT MARCH 31, 2022, STATEMENT OF PROFIT & LOSS TOGETHER WITH CASH FLOW STATEMENT AND NOTES FORMING PART THERETO ("FINANCIAL STATEMENTS") FOR THE YEAR ENDED ON MARCH 31, 2022 AND REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON;**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution:**

**RESOLVED THAT** the Audited Balance Sheet as at March 31, 2022, Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statements") for the financial year ended on March 31, 2022 and the and Report of the Board of Directors and Auditors thereon, as circulated to all the members of the Company and submitted to this meeting, be and are hereby considered, approved and adopted."

- 2. TO APPOINT A DIRECTOR IN PLACE OF MRS. RAJASVEE SAGAR SHAH (DIN: 08265565) DIRECTOR WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provision of Section 152 of the Companies Act, 2013 read with rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any, Mrs. Rajasvee Sagar Shah (DIN: 08265565) who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation."

### SPECIAL BUSINESS:

- 3. TO APPOINT MRS. BARKHA BALKRUSHNAN DESHMUKH (DIN: 08562935) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b), 17, and 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Mrs. Barkha Balkrushnan Deshmukh (DIN: 08562935), who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director (Independent) by the Board of Directors at its meeting held on June 18, 2022, in terms of Sections 161 (1) of the Act and whose term of office expires at this Annual General Meeting (AGM) and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) years with effect from June 18, 2022 to June 17, 2027 and that she will not be liable to retire by rotation."

**RESOLVED FURTHER THAT** the Board of Directors or any other person authorized by the Board be and are hereby severally authorized to sign and submit necessary e-Forms with Registrar of Companies, Gujarat to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

- 4. TO APPOINT MR. SHARAD AGARWAL (DIN: 03203965) AS A WHOLE-TIME DIRECTOR (W.T.D.) AND CHIEF EXECUTIVE OFFICER (C.E.O.) OF THE COMPANY:**

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provision of Section 161, 196, 197 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and Articles of Association of the Company, consent of the members of the Company, be and is hereby accorded to appoint Mr. Sharad Agarwal (DIN: 03203965) as a Whole-time director and Chief Executive Officer (CEO) who shall hold the office for the period of 3 (Three) years with effect from July 01, 2022 to June 30, 2025 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 (Three) years from the date of appointment), with liberty to the Board

of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Sharad Agarwal.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Sharad Agarwal (DIN: 03203965) shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

**RESOLVED FURTHER THAT** any of the Director of the Board be and is hereby authorized to sign and submit necessary e-Forms with the Registrar of Companies, Gujarat and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. TO APPROVE CHANGE IN CATEGORY OF MRS. RAJASVEE SAGAR SHAH (DIN:08265565) FROM EXECUTIVE TO NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 197 and all other applicable provisions of the Companies Act ,2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) as proposed and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company respectively, the consent of the Members of the Company be and is hereby accorded to change in category of Mrs. Rajasvee Sagar Shah (DIN: 08265565) from Executive Director to Non-Executive Director with effect from June 18, 2022.

**RESOLVED FURTHER THAT** the other terms and conditions of appointment of Mrs. Rajasvee Sagar Shah (DIN:08265565), currently holding office as Executive Director of the Company, liable to retire by rotation, will remain unaltered.

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorised to sign and submit necessary e-Forms with Registrar of Companies, Gujarat and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

6. TO APPROVE INTER-CORPORATE LOANS, INVESTMENTS, GUARANTEE OR SECURITY AND ACQUISITION UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as may be amended from time to time and Articles of Association of the Company, approval of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) for giving any loans/any other form of debt to any person or other body corporate, giving guarantee or providing any security in connection with the loan/any other form of debt to any person or body corporate and /or acquiring by way of subscription, purchase or otherwise the securities and/or contribution of any other body corporate whether Indian or overseas up to maximum amount of ₹ 10 Crore (Rupees Ten Crores only) outstanding at any point of time not withstanding that the aggregate amount of all the loans/guarantees/ securities/investments so far made together with the proposed loans /guarantees/securities/investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

7. TO AUTHORISE BOARD TO GRANT LOANS AND ADVANCES AND/OR SECURITIES UNDER SECTION 185 OF THE COMPANIES ACT, 2013 TO ENTITY IN WHOM DIRECTORS/S IS /ARE INTERESTED:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 and amendments thereto, the consent of the members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Sera Investments



& Finance India Limited (Formerly Known as Kapashi Commercial Limited), being entities covered under the category of "any persons in whom any of the director of the company is interested" as specified in the explanation to sub-section (2) of the said Section, of an aggregate outstanding amount not exceeding ₹ 5 Crores (Rupees Five Crores only)"

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loan/Guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

**Registered Office**

Survey No. 146, Plot No. 314,  
307, 3<sup>rd</sup> Floor, Ashirwad Paras-1,  
S.G. Highway, Makarba,  
Ahmedabad-380009, Gujarat

**Place:** Ahmedabad

**Date:** 8<sup>th</sup> August, 2022

**By order of Board of Directors**  
**GUJCHEM DISTILLERS INDIA LIMITED**

**Sd/-**  
**RAJASVEE SAGAR SHAH**  
Director  
DIN: 08265565

**Sd/-**  
**SAGAR SAMIR SHAH**  
Chairman & Director  
DIN: 03082957

## NOTICE

1. The Annual General Meeting (AGM) will be held on Thursday, September 15, 2022 at 12.30 p.m. (IST) at the Registered office of the Company at 307, 3<sup>rd</sup> Floor, Ashirwad Paras-1, S.G. Highway, Makarba, Ahmedabad-380051, Gujarat.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
3. Members/proxies are requested to bring their copy of Annual Report to the Meeting and bring in duly filled attendance slips enclosed herewith to attend the meeting. Shareholders/ Proxy holders are requested to produce at the entrance, duly filled and signed attendance slips for admission to the Meeting Hall.
4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto alongwith this Annual Report
5. A remote e-voting facility for the members shall also be provided in terms of Section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
6. In terms of the provisions of Section 152 of the Act, Mrs. Rajasvee Sagar Shah, retires by rotation as a Director at this Meeting. Mrs. Rajasvee Sagar Shah and his relatives shall be deemed to be interested in the Ordinary Resolution set out at Item No.2 of the Notice of AGM with regard to her re-appointment. Save and except above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested, financially or otherwise, in the Ordinary Business set out at Item No. 2 of the Notice of AGM.
7. A detailed profile of Mrs. Rajasvee Sagar Shah, Mrs. Barkha Balkrushnan Deshmukh and Mr. Sharad Agarwal along with additional information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings is provided separately by way of an Annexure to the Notice of AGM.
8. SEBI has mandated that for registration of transfer of the shares in the demat form only after 1<sup>st</sup>April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the Demat form.
9. Corporate members intending to send their authorized representative to attend the Extra Ordinary General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Extra Ordinary General Meeting.
10. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May12, 2020, the Notice of Annual General Meeting, inter alia, indicating the process and manner of e-voting along with Board Report, Financials, Attendance Slip and Proxy Form is being sent to the members for the Financial Year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in line with the MCA Circulars, the Notice calling AGM and Annual Report for the Financial Year 2021-22 has been uploaded on the website of the Company at [www.gujchemdistillers.in](http://www.gujchemdistillers.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the Notice of Annual General Meeting is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com). For members who have not registered their email address, may write to the Company Secretary at [gujchemdistillers@gmail.com](mailto:gujchemdistillers@gmail.com) and/or [sagarsamirshah1997@gmail.com](mailto:sagarsamirshah1997@gmail.com) and physical copies of the Notice of the Meeting are being sent through permitted mode
11. Members of the Company under the Category of "Institutional Investors" are encouraged to attend and vote at the AGM.
12. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Ordinary and Special Business to be transacted at the Annual General Meeting is annexed hereto.
13. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM
14. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of members and share transfer books of the Company will remain closed from Friday, September 09, 2022 to Thursday, September 15, 2022 (both days inclusive) for the purpose of Annual General Meeting.
15. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their question in writing to the Company by email at [gujchemdistillers@gmail.com](mailto:gujchemdistillers@gmail.com) and/or [sagarsamirshah1997@gmail.com](mailto:sagarsamirshah1997@gmail.com) so as to reach the registered office of the Company at least 10 days but not later than September 10, 2022 before the date of the meeting so that information required may be made available at the time of the Meeting so as to enable the management to keep the information ready.



16. The Securities and Exchange Board of India (SEBI) has mandated the Submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Registrar and Share Transfer Agent.
17. Members are requested to intimate changes, if any. Pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
- For shares held electronic form:** to their Depository Participants (DPs)
  - For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021.
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transportation.
- Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
19. As per the provisions of Section 72 of the Companies Act, 2013 and the SEBI Circular, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company/Registrar and Transfer Agent in case the shares are held in physical form.
20. Members are requested to notify any changes, in their address to the Company's Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., at 5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-1 (Abc-1), Besides Gala Business Centre, Near St. Xavier's Corner, Off C.G. Road, Ellis bridge, Ahmedabad-380006, Gujarat.
21. In case of joint holders, the Members/Proxies whose name appears as the first holder in the order of name as per the Register of Members of the Company will be entitled to vote during the AGM.
22. Members can opt for only one mode of voting i.e. either by e-voting or Physical voting at AGM. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast at AGM shall be treated as invalid.
23. Those Shareholders whose email ids are not registered can get their email id registered as follows:
- Members holding shares in demat form can get their email id registered by contacting their respective Depository Participant.
  - Members holding shares in the physical form can get their email id by contacting our Registrar and Share Transfer Agent "Link Intime India Private Limited" on their email id at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).
24. Members who wish to inspect the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement on the date of AGM will be available for inspection in electronic mode can send an email to [gujchemdistillers@gmail.com](mailto:gujchemdistillers@gmail.com) and/or [sagarsamirshah1997@gmail.com](mailto:sagarsamirshah1997@gmail.com).
25. THE PROCEDURE AND INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:
- The voting period begins on Monday, September 12, 2022 at 09.00 a.m. to Wednesday, September 14, 2022 at 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 Thursday, September 08, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
  - In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (hereinafter referred as 'ESPs') providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository

Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. Those Members who will be present in the Annual General Meeting physically 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 at the Annual General Meeting.
- v. The Members who have casted their vote by remote e-Voting prior to the Annual General Meeting may also attend/ participate in the Extra Ordinary General Meeting physically but shall not be entitled to cast their vote again.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) by mentioning their demat account number/ folio number, PAN, name and registered address. However, if he/ she is already registered with CDSL for remote e-Voting then he/ she can use his/ her existing User ID and password for casting the vote.
- vii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the Annual General Meeting and prior to the Cut-off date i.e. Thursday, September 08, 2022 shall be entitled to exercise his/her vote at the Extra Ordinary General Meeting.
- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers ,so that the user can visit the e-Voting service providers' site directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> .
	4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the Annual General Meeting.

Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting&amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting&amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request <a href="mailto:athelpdesk.evoting@cdslindia.com">athelpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request <a href="mailto:atevoting@nsdl.co.in">atevoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v. Login method for e-Voting other than individual shareholders & physical shareholders

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on Shareholders
- 3) 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. Members holding shares in Physical form should enter Folio Number registered with the Company
- 4) Next enter the Image Verification as displayed and Click on Login
- 5) 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 voting of any company, then your existing password is to be used

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

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend BankDetails OR Date of Birth (DOB)	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. <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 Bankdetails field as mentioned in instruction (iv).</li> </ul>

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. 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.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <GUJCHEM DISTILLERS INDIA LIMITED> on which you choose to vote.
- x. 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.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. 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.
- xvi. Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.
- xvii. Note for Non – Individual Shareholders and Custodians:
  - 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.
  - 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)
  - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - 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.
  - 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.
  - 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, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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:**

- a. 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.





- b. 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.

In case you have any queries or issues regarding e-voting, 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 call 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013, Maharashtra or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058542/43.

26. Mr. Devesh Khandelwal, Practicing Company Secretary Proprietor of M/s. Khandelwal Devesh & Associates (Membership No. FCS: 6897; COP No: 4202) has been appointed by the Board of Directors of the Company to scrutinize the e-voting during the AGM and remote e-voting process prior to AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
27. The Scrutinizer shall within two working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
28. The Results shall be declared within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be placed on the Company's website at [www.gujchemdistillers.in](http://www.gujchemdistillers.in) and on the CDSL website [www.evotingindia.com](http://www.evotingindia.com) and communicated to the Stock Exchanges.

Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days notice in writing of the intention so to inspect is given to the Company.

If you have any queries or issues regarding attending Annual General Meeting & e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43

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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai-400013, Maharashtra or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Registered Office**

Survey No. 146, Plot No. 314,  
307, 3<sup>rd</sup> Floor, Ashirwad Paras-1,  
S.G. Highway, Makarba,  
Ahmedabad-380009, Gujarat

**Place:** Ahmedabad

**Date:** 8<sup>th</sup> August, 2022

**By order of Board of Directors**  
**GUJCHEM DISTILLERS INDIA LIMITED**

**Sd/-**  
**RAJASVEE SAGAR SHAH**  
Director  
DIN: 08265565

**Sd/-**  
**SAGAR SAMIR SHAH**  
Chairman & Director  
DIN: 03082957

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015:**

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

<b>NAME OF DIRECTORS</b>	<b>RAJASVEE SAGAR SHAH</b>	<b>BARKHA BALKRUSHNAN DESHMUKH</b>	<b>SHARAD AGARWAL</b>
DIN	08265565	08562935	03203965
Date of Birth	October 16, 1933	October 07, 1993	January 13, 1974
Date of Appointment	September 15, 2022	September 15, 2022	September 15, 2022
Qualification and experience in specific functional area	<p>Mrs. Rajasvee Sagar Shah is holding Masters' degree in Food and Nutrition items. She has around 3 years of experience in fields of production and distribution of food and nutrition. She is associated with the Company since 3 year and handled the business.</p>	<p>Mrs. Barkha Balkrushnan Deshmukhis a commerce graduate (B.Com) and bachelor in Law (L.L.B) and an Associate member of the Institute of Company Secretaries of India. Currently she is independently practising as a Company Secretary and <i>She holds dynamic professional qualifications and experience of about more than 5 (five) years.</i></p> <p>She is engaged in providing services in matters relating to Company Law, Securities Laws, Due Diligence, Mergers and Acquisitions, Listings and Capital Market etc and in solving complexity relating to various Corporate Law matters.</p>	<p>Mr. Sharad Agarwal is Commerce Graduate and has done Master in Business Administration. He has Over 24 years of multi-faceted experience in Business, Startups, driving growth, Fintech Lending, Managing PnL, IT, Operations, Customer Service, Quality and Program Management in Banking, Financial Services and Insurance Sector. My employers include premium organizations like Rapi Pay Fintech, Fintree Finance, Roha Housing, Religare, CitiFinancial, Max New York Life Insurance, and Associates Financials. He has built high-performing functions from start-up stage and lead them to achieve large portfolios through highly dynamic business environment. He has set-up and managed end-to-end operating infrastructure of BFSI organizations including people, process and technology.</p>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Not Applicable	<p>Mrs. Barkha Balkrushnan Deshmukh fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge.</p>	Not Applicable
Directorship held in other companies*	Nil	1. Sera Investments & Finance India Limited	Nil



<b>NAME OF DIRECTORS</b>	<b>RAJASVEE SAGAR SHAH</b>	<b>BARKHA BALKRUSHNAN DESHMUKH</b>	<b>SHARAD AGARWAL</b>
Membership / Chairmanships of Committee in other Public Companies	Nil	Chairmanship of Committee in other Public Companies: 1. Sera Investments & Finance India Limited a) Audit Committee b) Stakeholders Relationship Committee  Membership of Committee in other Public Companies: 1. Sera Investments & Finance India Limited a) Nomination and Remuneration Committee	Nil
Number of shares held in the company	4,24,310	Nil	Nil
Relationship with any Director(s) of the Company	Mrs. Rajasvee Sagar Shah is the wife of Mr. Sagar Samir Shah, Chairman and Director of the Company.	Mrs. Barkha Balkrushnan Deshmukh is not related to any of the Directors on the Board.	Mr. Sharad Agarwal is not related to any of the Directors on the Board.

\*Pvt. Companies excluded

**Registered Office**

Survey No. 146, Plot No. 314,  
307, 3<sup>rd</sup> Floor, Ashirwad Paras-1,  
S.G. Highway, Makarba,  
Ahmedabad-380009, Gujarat

**Place:** Ahmedabad

**Date:** 8<sup>th</sup> August, 2022

**By order of Board of Directors**  
**GUJCHEM DISTILLERS INDIA LIMITED**

**Sd/-**  
**RAJASVEE SAGAR SHAH**  
Director  
DIN: 08265565

**Sd/-**  
**SAGAR SAMIR SHAH**  
Chairman & Director  
DIN: 03082957

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**ITEM NO. 3:**

Mrs. Barkha Balkrushnan Deshmukh (DIN: 08562935) has been appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors with effect from June 18, 2022 under section 161 of the Companies Act, 2013, Mrs. Barkha Balkrushnan Deshmukh (DIN: 08562935) who shall hold the office upto the date of ensuing Annual General Meeting. However, she is eligible for appointment as a Director. Due notice under section 160 of the Act has been received to propose her as a candidate for the office of Director of the Company.

The Brief profile and specific areas of expertise of Mrs. Barkha Balkrushnan Deshmukhin terms of Regulation 36 (3) of the Listing Regulations are provided as Annexure to this Notice.

She has also given the declaration to the board that she fulfills the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

In the opinion of the Board, Mrs. Barkha Balkrushnan Deshmukh is a person of integrity possesses relevant expertise and fulfills the conditions specified in the Act and the SEBI Listing Regulations for being appointment as an Independent Director and she is independent of the management. Accordingly, the Board recommends the appointment of Mrs. Barkha Balkrushnan Deshmukh as an Independent Director as proposed in the Resolution set out at Item No. 3 for approval by the Members for term of 5 (Five) years.

## GUJCHEM DISTILLERS INDIA LIMITED

Mrs. Barkha Balkrushnan Deshmukh (DIN: 08562935) shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made thereunder.

None of the Directors and Key Managerial Personnel of the Company except Mrs. Barkha Balkrushnan Deshmukh and her relatives are concerned or interested in this resolution.

### ITEM NO. 4:

The Board of Directors at their meeting held on June 18, 2022 appointed Mr. Sharad Agarwal (DIN: 03203965) as a Whole-Time Director (W.T.D.) and Chief Executive Officer (C.E.O.) of the Company with effect from July 01, 2022 for a period of three years, subject to approval of the shareholders. The main terms and conditions of appointment of the above Whole-Time Director (W.T.D.) and Chief Executive Officer (C.E.O.), as contained in the board resolution dated June 18, 2022 are furnished below:

- I. **Period:** For a period of 3 years with effect from July 01, 2022 to June 30, 2025.
- II. **Salary:** Up to ₹ 25,000/- (Rupees Twenty thousand) per month which is eligible for revision from time to time.
- III. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Whole-Time Director (W.T.D.) and Chief Executive Officer (C.E.O.) shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- IV. **Termination:** The Whole-Time Director (W.T.D.) and Chief Executive Officer (C.E.O.) may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Whole-Time Director (W.T.D.) and Chief Executive Officer (C.E.O.) may resign from his office by giving 30 days' Notice to the Company.
- VI. **Compensation:** In the event of termination of office of Whole-Time Director (W.T.D.) and Chief Executive Officer (C.E.O.) takes place before the expiration of tenure thereof, Whole-Time Director (W.T.D.) and Chief Executive Officer (C.E.O.) of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.
- VII. **Other terms and conditions:**
  - a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Whole-Time Director (W.T.D.) and Chief Executive Officer (C.E.O.), salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
  - b) No sitting fees shall be paid to the Whole-Time Director (W.T.D.) and Chief Executive Officer (C.E.O.) for attending the meetings of the Board of Directors or Committees thereof.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Sharad Agarwal (DIN: 03203965).

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013.

1.	Nature of industry	The Company is engaged in the business of Chemical manufacturing.		
2.	Date or expected date of commencement of commercial production	The Company is already in existence and it started its activities since 1939.		
3.	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	Financial Parameters	2021-22	2020-21
		Total revenue	143.03	22.66
		Net profit after tax	39.21	9.19+
5.	Foreign Investments or collaborations, if any.	N.A.		

**II. Information about the appointees:**

Sr. no.	Particulars	Mr. Sharad Agarwal
1.	Background details	Over 24 years of multi-faceted experience in Business, Startups, driving growth, Fintech Lending, Managing PnL, IT, Operations, Customer Service, Quality and Program Management in Banking, Financial Services and Insurance Sector. My employers include premium organizations like Rapi Pay Fintech, Fintree Finance, Roha Housing, Religare, CitiFinancial, Max New York Life Insurance, and Associates Financials. I have built high-performing functions from start-up stage and lead them to achieve large portfolios through highly dynamic business environment. I have set-up and managed end-to-end operating infrastructure of BFSI organizations including people, process and technology
2.	Past Remuneration	94 Lakhs per annum
3.	Recognition or awards	Mr. Sharad Agarwal has received following rewards and recognition : <ul style="list-style-type: none"> <li>• NBFC leadership award – NBFC 100 Tech summit 2020</li> <li>• Fintech Initiator of the Awards at Fintree year 2019</li> <li>• Best tech. driven NBFC of the year 2019 award by Synex Group • Startup business award 2019</li> <li>• Trescon CIO Honorary award in world AI show forum 2019</li> <li>• Big CIO100 award year 2018 by Trescon</li> <li>• IDC Insights 2015 Award 'For excellence in customer experience' – Mobility Initiatives</li> <li>• CIO-100 2015 'Mobility Maven' Award for Mobility Initiatives in Religare</li> <li>• Retail Banking International Trail Blazer 2015 award for Debt Service Mobility Initiative</li> <li>• IDC Insights 2014 Award for 'Creativity and Innovation' in Credit Underwriting Process</li> <li>• CIO-100 Awards for Best Architecture Implementation for Collections Mobility in Religare</li> <li>• Best Corporate IT team and Operations team award for 2 consecutive quarters in Religare</li> <li>• Member of Gartner research forum – Top IT consulting firm worldwide</li> <li>• CAPSTONE certification – a business strategy training program workshop</li> <li>• Awarded project myLife Achievement award for the successful implementation by COO</li> <li>• 1<sup>st</sup> NBFC to implement core FINNONE application on Oracle EXADATA platform</li> </ul>
4.	Job profile and his suitability	Mr. Sharad Agarwad has wide and rich exposure in setting up fintech orgnizations, Wide exposure of running NBFCs set up as CEO, Managed a large team, Industry wide good relationship in banks and NBFCs
5.	Remuneration Proposed	3 Lakhs per annum
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The prevalent levels of remuneration in Manufacturing industry is higher. Taking into consideration his involvement and responsibility by Mr. Sharad Agarwal, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Sharad Agarwal is not related to any directors on the Board.

**III. Other Information:**

Reason of loss or inadequate profits	The Company is striving hard to earn sufficient profits however due to current market situation and high operating expenses, the company is unable to earn adequate profits.
Steps taken or proposed to be taken for improvement	The Company has altered its main object with existing objects and Management is exploring various business options in Trading, Chemical and Information Technology Business.
Expected increase in productivity and profits in measurable terms.	3-5% for first Two Year 4-7 % thereafter

Brief profile of Mr. Sharad Agarwal (DIN: 03203965) in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

Mr. Sharad Agarwal (DIN: 03203965) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

None of the Director of the Company except Mr. Sharad Agarwal and his relatives are concerned or interested in this resolution.

**ITEM NO. 5:**

Members are apprised that Mrs. Rajasvee Sagar Shah was appointed as Executive Woman Director of the Company liable to retire by rotation. She has resigned from the managing director of the Company with effect from May 02, 2022 and shown her willingness to act as Non-Executive Director of the Company as the Company is entering in new era of business by adding new business activities as main object of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on June 18, 2022 have proposed to change her designation from Executive to Non-Executive Director of the Company, other terms and conditions being unaltered as mentioned in Resolution No. 5. The Change will take effect from June 18, 2022 and requires the approval of shareholders in General Meeting by way of Special Resolution as per the provisions and other applicable provisions of the Companies Act, 2013.

**ITEM NO. 6:**

As per the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, no Company shall directly or indirectly, without prior approval by means of Special Resolution passed at a General Meeting,

- a. give any loan to any person or other body corporate;
- b. give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding limit of:-
  - i. 60% of its paid-up share capital, free reserves and securities premium account or
  - ii. 100% of its free reserves and securities premium account, whichever is more.

In order to support its business activities, the Company may be required to give loans/ any other form of debt to any person or other body corporate and/or give guarantee and/or provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, contribution, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed herein above.

It is therefore necessary to obtain approval of the shareholders by means of Special Resolution, authorizing the Board to exercise aforesaid powers, up to maximum amount of ₹ 10 crores (Rupees Ten Crores) outstanding at any point of time notwithstanding that the aggregate amount of all the loans/guarantees/securities/investments so far made together with the proposed loans/guarantees/securities/investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

**ITEM NO. 7:**

Mr. Sagar Samir Shah is common director in Sera Investments & Finance India Limited and Gujchem Distillers India Limited. The Company may be required to make loan(s) including loan represented by way of Book Debt (the "loan") to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan, including loan represented by way of Book debt, if any (the "Loan") taken/ to be taken by Sera Investments & Finance India Limited. The said Loan(s)/ guarantee(s)/security(ies) shall be utilised by Sera Investments & Finance India Limited for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities").

Sera Investments & Finance India Limited is entity covered under the category of "any person in whom any of the director of the company is interested" as specified in the explanation to sub-section (2) of Section 185 of the Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 and amendments thereto for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Sera Investments & Finance India Limited of an aggregate outstanding amount not exceeding ₹ 5 Crores- (Rupees Five Crores only) on the terms mentioned in the resolution and necessary delegation of authority to the Board for this purpose. Your Directors recommend the resolution to be passed as a special resolution by the members.

Following are the brief particulars of Loan proposed to be given to be given by your Company to **Gujchem Distillers India Limited**:

Name of the Entity	Particulars of loans to be given, or guarantee to be given or security to be provided	Purpose
Sera Investments & Finance India Limited	Aggregate amount of loans to be given shall not exceed an amount of ₹ 1,00,00,000/- at any point of time.	For expansion of its business activities and exploring various business opportunities available to the management and other expense including working capital requirements and for CapEx to support its Business Activities

None of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding are interested or concerned in this Resolution Except Mr. Sagar Samir Shah, Chairman and Director and Mrs. Rajasvee Sagar Shah, Director of the Company along with their relatives.

**Registered Office**

Survey No. 146, Plot No. 314,  
307, 3<sup>rd</sup> Floor, Ashirwad Paras-1,  
S.G. Highway, Makarba,  
Ahmedabad-380009, Gujarat

**Place:** Ahmedabad

**Date:** 8<sup>th</sup> August, 2022

**By order of Board of Directors**  
**GUJCHEM DISTILLERS INDIA LIMITED**

**Sd/-**  
**RAJASVEE SAGAR SHAH**  
Director  
DIN: 08265565

**Sd/-**  
**SAGAR SAMIR SHAH**  
Chairman & Director  
DIN: 03082957