

# Notice

**NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH (27<sup>TH</sup>) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF TATVA CHINTAN PHARMA CHEM LIMITED (“THE COMPANY”) WILL BE HELD ON FRIDAY, 22 SEPTEMBER 2023 AT 04:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / 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 31 March 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2023, together with the Report of the Auditors thereon.
3. To declare dividend on equity shares for the financial year ended 31 March 2023.
4. To appoint a Director in place of Mr. Shekhar Rasiklal Somani (DIN: 00183665) who retires by rotation and being eligible, offers himself for re-appointment.
5. Re-appointment of Statutory Auditors of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 [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, and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. NDJ & Co., Chartered Accountants (Firm Registration No.: 136345W), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five (5) consecutive years, from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of the Thirty Second (32<sup>nd</sup>) AGM of the Company to be held in the year 2028, to examine and audit the accounts of the Company, at such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper,

necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

## **SPECIAL BUSINESS:**

6. Ratification of remuneration payable to the Cost Auditors for the Financial Year 2023-24

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 65,000/- (Rupees Sixty Five Thousand Only) plus applicable taxes and out of pocket expenses at actuals, if any, payable to M/s. Zarna Thakar & Associates, Cost Accountants (FRN: 005956) who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the Audit of the Cost Records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ended on 31 March 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”

**By Order of the Board of Directors**

**Ishwar Nayi**

Date: 04 August 2023 **Company Secretary and Compliance Officer**  
Place: Vadodara Membership No. A37444

## **Registered Office:**

Plot No. 502/17 GIDC Estate,  
Ankleshwar,  
Dist. Bharuch-393002, Gujarat, India  
CIN: L24232GJ1996PLC029894  
Phone: +91 75748 48533/34  
Fax: +91 265 263 8533  
Website: [www.tatvachintan.com](http://www.tatvachintan.com)  
Email: [cs@tatvachintan.com](mailto:cs@tatvachintan.com)

## Notes:

1. The explanatory statement as required under Section 102 of the Companies Act, 2013 (“**the Act**”) relating to the Ordinary/ Special Business to be transacted at the Annual General Meeting (“**AGM**”) is annexed hereto and forms part of this notice.
2. The Ministry of Corporate Affairs (“**MCA**”) has vide its General Circular No. 14/2020, dated 8 April 2020, General Circular No.17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 22/2020 dated 15 June 2020, General Circular No. 33/2020 dated 28 September 2020, General Circular No. 39/2020 dated 31 December 2020, General Circular no. 02/2021 dated 13 January 2021, General Circular no. 21/2021 dated 14 December 2021, General Circular no. 02/2022 dated 05 May 2022 and General Circular no. 10/2022 dated 28 December 2022 (collectively “**MCA Circulars**”) and Securities and Exchange Board of India (“**SEBI**”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and circular no. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05 January 2023 (collectively referred to as “**SEBI Circulars**”), have permitted companies to conduct AGM through VC / OAVM, without the physical presence of the Member at a common venue, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) the 27th AGM of the Company is being convened and conducted through VC. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
3. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website [www.tatvachintan.com](http://www.tatvachintan.com), website of Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), and on the website of Registrar and Share Transfer Agent Link Intime India Private Limited (“**LIPL**”) at URL: <https://instavote.linkintime.co.in>. The Company shall send a physical copy of the Annual Report 2022-23 to those Members who request the same at [cs@tatvachintan.com](mailto:cs@tatvachintan.com) mentioning their Folio No./DP ID and Client ID.
4. The details required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM forms part as **Annexure-A** of the Notice.
5. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE 27<sup>TH</sup> AGM IS BEING HELD THROUGH VC AS PER THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE MADE AVAILABLE FOR THE 27<sup>TH</sup> AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
6. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
7. Facility of joining the AGM through VC / OAVM shall open 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Institutional / Corporate members (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote electronically either during the remote e-voting period or during the AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at [csneerajtrivedi@gmail.com](mailto:csneerajtrivedi@gmail.com) with a copy marked to the Company at [cs@tatvachintan.com](mailto:cs@tatvachintan.com). Further instructions has been set out at Note No. 25.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM, based on the request being received on [cs@tatvachintan.com](mailto:cs@tatvachintan.com).
10. All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection without any fee by the members from the date of circulation of

this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to [cs@tatvachintan.com](mailto:cs@tatvachintan.com).

11. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
12. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company immediately by writing at B - 102 & 103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390020, Gujarat. Phone: 0265 6136000 or by sending a request on email at [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in).
13. Process for registration of Email Id for obtaining Annual Report, User ID and password for e-voting:
  - i. In case shares are held in physical mode, members who have not registered their email address and as a consequence may not receive the Notice may get their email address registered with the Link Intime India Private Limited by writing at B - 102 & 103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390020, Gujarat. Phone: 0265 6136000 or by sending a request on email at [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in).
  - ii. In case shares are held in demat mode, members are requested to update Email Id and bank account details with their respective Depository Participants ("DPs").
14. Members holding the shares in physical mode are requested to notify immediately for change of their address and bank particulars to the Registrar and Share Transfer Agent of the Company.

In case the shares are held in dematerialized form, then information should be furnished directly to their respective Depository Participant ("DP") only.

15. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 09 September 2023 to Friday, 22 September 2023 (both days inclusive)** for the purpose of AGM. **Friday, 15 September 2023 ("cut-off date")**, would be the cut-off date for the purpose of reckoning the members/beneficial owners entitled to e-vote and attend the AGM through VC. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

#### 16. Dividend Related Information:

Subject to approval of the Members at the said AGM, the dividend will be paid on or after **Friday, 29 September 2023** but before the expiry of statutory period of 30 days from the date of AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date i.e. closure of business hours on **Friday, 08 September 2023 (Record date for dividend payment)** and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

The dividend of ₹ 2/- per fully paid-up equity share of ₹ 10/- each (i.e. 20%), if approved by the Members at the AGM, will be paid subject to the deduction of income-tax at source ("TDS"). Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.

Members are requested to register / update their complete bank details:

- a) with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialized mode, by submitting forms and documents as may be required by the Depository Participant(s); and
- b) with the Company / Link Intime India Private Limited by writing at B - 102 & 103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390020, Gujarat. Phone: 0265 6136000 or by emailing at [cs@tatvachintan.com](mailto:cs@tatvachintan.com) or [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in), if shares are held in physical mode, by submitting:
  - (i) Scanned copy of the signed request letter which shall contain Member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details),
  - (ii) Self-attested copy of the PAN card, and
  - (iii) Cancelled cheque leaf.

Tax Deductible at Source / Withholding tax:

Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/Link Intime India Private Limited/Depository Participant.

17. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline.
18. As the AGM of the Company is held through VC / OAVM, we therefore request the Members to register themselves as speaker by sending their question / express their views from their registered E-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at E-mail Id - [cs@tatvachintan.com](mailto:cs@tatvachintan.com) on or before **Tuesday, 19 September 2023**. The Members who have registered themselves as speaker will only be allowed to ask queries / express their views during the AGM. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
19. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
20. In case of any queries regarding the Annual Report, the Members may write to [cs@tatvachintan.com](mailto:cs@tatvachintan.com) to receive response on email. Members desiring any information as regards to financial statements are requested to send an email to [cs@tatvachintan.com](mailto:cs@tatvachintan.com), 7 days in advance before the date of the meeting to enable the management to keep full information ready on the date of AGM.
21. The Annual Report alongwith the Notice of AGM will be available on Company’s website on <https://www.tatvachintan.com>.
22. As per the MCA and SEBI Circulars, the Annual Report will be sent through electronic mode to only those Members whose E-mail ids are registered with the Registrar & Share Transfer Agent of the Company / Depository Participant. Members of the Company holding shares either in physical form or in dematerialised form as on Benpos date i.e. **Friday, 18 August 2023** will receive Annual Report for the financial year 2022-2023 through electronic mode.
23. Investor Grievance Redressal:- The Company has designated Mr. Ishwar Nayi, Company Secretary & Compliance Officer, Plot No. 353, GIDC, Makarpura, Vadodara-390010 Gujarat, India having Phone +91 75748 48533 / 34 and E-mail: [cs@tatvachintan.com](mailto:cs@tatvachintan.com) / [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) to enable investors to register their complaints, if any.
24. Other information relating to Remote E-Voting are as under:
- In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by Link Intime India Private Limited. Shareholders who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
  - The e-voting period begins on **Tuesday, 19 September 2023 at 9:00 a.m. (IST) and ends on Thursday, 21 September 2023 at 5:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 15 September 2023 (“cut-off date for e-voting”)**, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (“LIPL”) for voting thereafter.
  - The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who 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 the e-voting system during the AGM.
  - Any person who acquires shares of the Company and becomes a shareholders of the Company after sending of the Notice and holding shares as of the cut-off date of e-voting, may obtain the login ID and password by sending a request at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) and [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in). However, if he/she is already registered with LIPL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote.
  - The Board of Directors has appointed M/s. TNT & Associates, Practicing Company Secretaries, Vadodara as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall provide, not later than two (2) working days of the conclusion of the Meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, Who shall countersign the same and declare the result of the voting forthwith.
  - The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt

of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed to the stock exchanges, LIPL and will also be displayed on the Company's website. Members may contact at E-mail Id [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) for any grievances connected with voting by electronic means.

- viii. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 01 April 2019. Accordingly, the Company / LIPL has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
- ix. Members holding shares in physical mode are: a) required to submit their Permanent Account Number (PAN) and bank account details to the Company/ LIPL, if not registered with the Company/LIPL, as mandated by SEBI by writing to the Company at [cs@tatvachintan.com](mailto:cs@tatvachintan.com) or to LIPL at [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in) alongwith the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque leaf.
- x. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent i.e. LIPL. In respect of shares held in electric/demat form, the nomination form may be filed with the respective Depository Participant.
- xi. Non-Resident Indian members are requested to inform LIPL / respective DPs, immediately of: a) Change in their residential status on return to India for permanent settlement b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

Members are requested to send all their documents and communications pertaining to shares to the Registrar and Share Transfer Agent of the Company – Link Intime India Private Limited, at their address at B - 102 & 103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390020, Phone: 0265 6136000, for both physical and demat segments of Equity Shares.

Please quote on all such correspondence – "Unit – Tatva Chintan Pharma Chem Limited" For Shareholders queries – Telephone No. +91 265 6136000, Email ID: [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in) Website [www.linkintime.co.in](http://www.linkintime.co.in).

25. The Instructions of Remote E-Voting for Shareholders are as under:

As per the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode / physical mode is given below:**

**1. Individual Shareholders holding securities in demat mode with NSDL:**

- Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**2. Individual Shareholders holding securities in demat mode with CDSL:**

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

### 3. Individual Shareholders (holding securities in demat mode) login through their depository participants

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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

### Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
  - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed

by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company

\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

\*Shareholders holding shares in **Demat form**, shall provide 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

### Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF

format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

#### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e.Share Certificate): Your User ID is Event No + Folio Number registered with the Company

#### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository / depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

#### Process and Manner for Attending the Annual General Meeting Through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".
- Select the "Company" and 'Event Date' and register with your following details: -
    - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.
      - Shareholders / members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
      - Shareholders / members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
      - Shareholders / members holding shares in **physical form shall provide** Folio Number registered with the Company
    - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
    - C. **Mobile No.:** Enter your mobile number.
    - D. **Email ID:** Enter your email id, as recorded with your DP/ Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction / InstaMEET website.

#### **Instructions for Shareholders / Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request on or before **Tuesday, 19 September 2023** with the company on the [cs@tatvachintan.com](mailto:cs@tatvachintan.com).
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting / management will announce the name and serial number for speaking.

#### **Instructions for Shareholders / Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders / members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

4. Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders / Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders / Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders / Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience.

Shareholders / Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### **Guidelines to attend the AGM proceedings of Link Intime India Private Limited: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Private Limited InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



### Webex Meetings

Looking for real time video conferencing?

- HD video for face-to-face meetings
- Flexible audio-only conference call options
- Easy screen sharing
- Meet across any device

[Download for Windows](#)

Also available here:

[Download on the App Store](#)
[GET IT ON Google Play](#)

### Webex Teams

Looking for messaging and team collaboration?


- One-on-one or group messaging
- Digital two-way whiteboarding
- Rich content and file sharing
- Video calling

[Download for Windows](#)

Download Teams VDI


Also available here:

[Download on the App Store](#)
[GET IT ON Google Play](#)




**Step 1**

Double-click the webexapp.msi file you downloaded



**Step 2**

The Webex Meetings setup wizard will launch. Follow the instructions to set up.




**Step 3**

Once installed the app will launch automatically.


To open the app double-click the Webex Meetings icon on your desktop.

What do you want to do with webexapp.msi (88.1 MB)?  
From: akamaicdn.webex.com




**Step 1**

Double-click the webexapp.msi file downloaded



**Step 2**

The Webex Meetings setup wizard will launch. Follow the instructions to set up.



**Step 3**

Once installed the app will launch automatically.

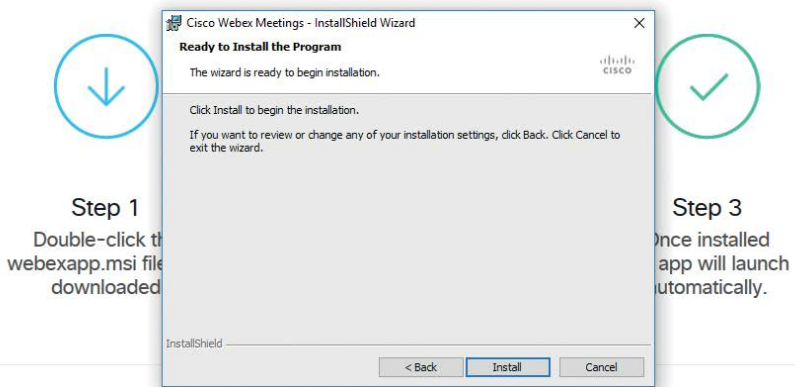
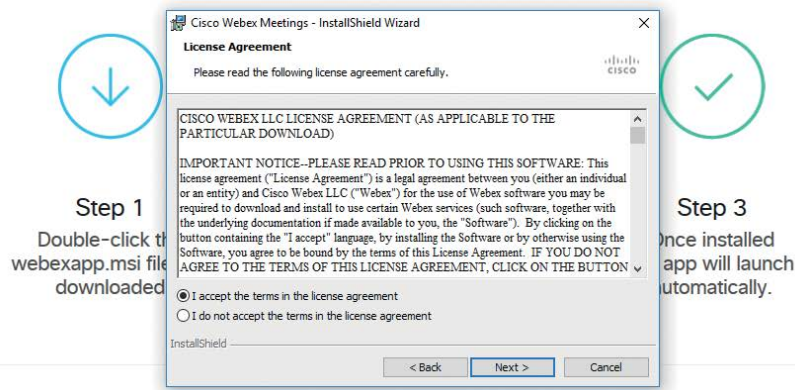
Cisco Webex Meetings - InstallShield Wizard

**Welcome to the InstallShield Wizard for Cisco Webex Meetings**

The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

WARNING: This program is protected by copyright law and international treaties.

To open the app double-click the Webex Meetings icon on your desktop.



or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

**Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.**

- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- 1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.  
Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

Event Information:

**Event status:**  
**Date and time:**  
**Duration:**  
**Description:**

By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).

Join Event Now

You cannot join the event now because it has not started.

First name:   
 Last name:   
 Email address:   
 Event password:

← Mention your First name, Last name and email address

Join Now  
 Join by browser **NEW!**

← If you are the host, [start your event](#).

## Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

### ITEM NO. 5

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"). However, the same is strictly not required as per Section 102 of the Act.

In accordance with Sections 139 and 142 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members of the Company had, at the 22nd Annual General Meeting ('AGM') held on 29 September 2018, appointed M/s. NDJ & Co., Chartered Accountants, Surat (holding Registration No. 136345W) ("NDJ & Co.") as the Statutory Auditors of the Company for a period of five (5) consecutive years from the conclusion of the 22nd AGM till the conclusion of 27th AGM of the Company.

Pursuant to the provisions of Section 139 of the Act, no listed company can appoint/re-appoint an audit firm as a Statutory Auditor for more than two terms of five (5) consecutive years and accordingly, NDJ & Co., is eligible to be re-appointed as the Statutory Auditors of the Company for another term of five (5) consecutive years.

The Board of Directors of the Company, at its meeting held on 05 May 2023, on the recommendation of the Audit Committee has, after considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, quality of audit reports, etc. recommended the re-appointment of NDJ & Co., as the Statutory Auditors of the Company, to the Members at the ensuing AGM for a second term of five (5) consecutive years from the conclusion of this AGM till the conclusion of the 32nd AGM of the Company to be held in the year 2028.

#### Proposed statutory audit fee payable to auditors

₹ 12,00,000/- (Rupees Twelve lakh only) as statutory audit fees to examine and audit the accounts of the Company for the year ending 31 March 2024, plus out-of-pocket expenses and applicable taxes. The remuneration for the remaining term till the conclusion of the 32nd AGM of the Company shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

#### Terms of appointment

5 (five) years from the conclusion of 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company.

#### Basis of recommendation for re-appointment and auditor credentials

NDJ & Co., Chartered Accountants, Surat, is a peer reviewed firm by the Institute of Chartered Accountants of India. The firm was established in 2013 and is having standing of 10 years. Total number of team members of the firm including the partners are around 23. The firm has vast experience of Conducting the Audit

of Banks, Public Sector Undertakings and Corporates. The firm is also providing tax consultation to Individuals, Firms, Co-operative Societies, Companies, Trusts, etc. The Firm also provides corporate advisory.

NDJ & Co., has consented to its re-appointment as Statutory Auditors and has confirmed that their re-appointment, if made, shall be in accordance with Sections 139, 141 and other applicable provisions of the Act and rules framed thereunder.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel ("KMP") of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the accompanying Notice.

### ITEM NO. 6

Based on the recommendation of the Audit Committee, the Board of Directors had appointed M/s. Zarna Thakar & Associates, Cost Accountants (FRN: 005956), who are in whole time Practice, as Cost Auditors of the Company to carry out the audit of the cost records maintained by the Company for the financial year 2023-24 and also fixed their remuneration for the said purpose. Pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) remuneration payable to the Cost Auditors is required to be ratified and confirmed by the members of the Company.

The Board recommends the resolution set forth in Item No. 6 for approval of the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel ("KMP") of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the accompanying Notice.

**By Order of the Board of Directors**

**Ishwar Nayi**

Date: 04 August 2023 **Company Secretary and Compliance Officer**  
Place: Vadodara Membership No. A37444

#### Registered Office:

Plot No. 502/17 GIDC Estate,  
Ankleshwar,  
Dist. Bharuch-393002, Gujarat, India  
CIN: L24232GJ1996PLC029894  
Phone: +91 75748 48533/34  
Fax: +91 265 263 8533  
Website: [www.tatvachintan.com](http://www.tatvachintan.com)  
Email: [cs@tatvachintan.com](mailto:cs@tatvachintan.com)

## Annexure - A to the Notice

PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT(S) THEREOF, FOR THE TIME BEING IN FORCE) AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

### Profile of the Director being re-appointed at the ensuing AGM

<b>Name of Director</b>	<b>Mr. Shekhar Rasiklal Somani</b>
<b>Directors Identification Number (DIN)</b>	00183665
<b>Date of Birth</b>	11 January 1974
<b>Age</b>	49 years
<b>Nationality</b>	Indian
<b>Education &amp; Qualification</b>	Bachelor's degree in pharmacy
<b>Brief Resume &amp; Nature of Expertise in specific Functional areas</b>	Mr. Shekhar Rasiklal Somani has over 27 years of experience in the manufacturing / specialty chemical industry.
<b>Date of Appointment</b>	12 June 1996
<b>Relationship with other Directors and Key Managerial Personnel of the Company</b>	Mr. Shekhar Rasiklal Somani does not have any relationship with other Directors, Manager and Other Key Managerial Personnel which may create conflict of interest.
<b>Other Listed Companies in which Directorship held as on 31 March 2023</b>	None as on 31 March 2023
<b>Chairman / Membership of the Committees of the Board of the Company</b>	Tatva Chintan Pharma Chem Limited Risk Management Committee: Chairman Stakeholders Relationship Committee: Member
<b>Chairman/Membership of Audit Committee and Stakeholders' Relationship Committees in other Listed Companies as on 31 March 2023</b>	None as on 31 March 2023
<b>Names of Listed Entities from which Director has resigned in the past three years</b>	None
<b>No. of Shares held in the Company</b>	56,30,628 shares as at 31 March 2023
<b>Terms and conditions for Re-appointment -</b>	Period of Appointment - Five years commencing from 01 February 2021, the date of appointment upto 31 January 2026. Remuneration: ₹ 1,65,03,252/- (Rupees One Crore Sixty Five Lakhs Three Thousand Two Hundred and Fifty Two only) per annum
<b>Remuneration last drawn</b>	₹ 1,65,03,252 per annum
<b>Number of Meetings of the Board attended during the year</b>	04 in Financial Year 2022-23.