

## CHEMBOND CHEMICALS LIMITED

Registered Office: Chembond Centre, EL-71, MIDC, Mahape, Navi Mumbai – 400710

CIN: L24100MH1975PLC018235

Tel: +91 22 6264 3000; Fax: +9122 2768 1294

Email: [cs@chembondindia.com](mailto:cs@chembondindia.com); website: [www.chembondindia.com](http://www.chembondindia.com)



### NOTICE OF POSTAL BALLOT

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification/s or re-enactment/s thereof for the time being in force) ("the Rules") Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India ("SS-2"), that the resolutions ("Said Resolutions") annexed herewith are proposed to be passed by the Members as Special Resolutions by way of Postal Ballot/Electronic Voting ("e-voting").

The explanatory statement pursuant to Section 102, 110 of the Act and other applicable provisions, if any, and the Rules, as applicable pertaining to the proposed resolutions setting out the material facts concerning the items and the reasons thereof are annexed hereto alongwith a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors of the Company has appointed Mr. Virendra G. Bhatt, Practicing Company Secretary (ACS: 1157, CP: 124) as the Scrutinizer for conducting the Postal Ballot and e-voting process thereto in accordance with the provisions of the Act, and the Rules made thereunder in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than close of working hours (5.00 pm) on Sunday, 24/03/2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members may note that as required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, the Rules as applicable in that regard and the Listing Regulations, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company. The Company is providing e-voting facility as an alternate, which would enable Members to cast votes electronically, instead of returning Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice under the section "Procedure and Instructions for e-voting".

Upon completion of the scrutiny of the Postal Ballot (including e-voting), the Scrutinizer will submit his report to the Chairman or any Director of the Company. The results of the Postal Ballot shall be declared on or before Tuesday, 26/03/2019 and displayed at the Registered Office of the Company, intimated to BSE Limited ("BSE"), the Registrar and Transfer Agent, CDSL and shall also be displayed along with the Scrutinizer's report on the Company's website viz. [www.chembondindia.com](http://www.chembondindia.com).

#### Proposed Resolutions:

- 1. Approval for continuation of Directorship of Mr. Ashwin Nagarwadia (DIN: 00466681) as a Non-Executive Director of the Company.**

**To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from 1<sup>st</sup> April, 2019), including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and the applicable provisions, if any, of the Companies Act, 2013, and on recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Ashwin Nagarwadia (DIN: 00466681), as a Non-Executive Director of the Company, beyond the age of seventy-five years with effect from 1<sup>st</sup> April, 2019;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- 2. Approval for Alteration of Memorandum of Association of the Company**

**To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section(s) 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock Exchange(s)/appropriate Regulatory and Statutory Authorities,

consent of the Members of the Company be and is hereby accorded for adoption of new Memorandum of Association of the Company ("MOA") in accordance with Table A of Schedule I of the Act, effecting the following modifications and amendments in the existing MOA:-

- (i) The words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required under the applicable provisions.
- (ii) The heading for Clause III of MOA "the objects for which the Company is established are the following:" be deleted.
- (iii) The existing Clause III(A) of MOA of the Company with the heading , "MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION" be substituted by the new heading "OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE".
- (iv) the existing sub-clause (1)of Clause III(A) of MOA be replaced with the new sub-clause as given below:
  - "1. To carry on the business whether in India or outside India of manufacturing, producing, processing, mixing, blending, refining, formulating, buying, selling, distributing or otherwise dealing in all kinds and varieties of chemicals including but not limited to specialty chemicals, intermediates, or chemical mixtures, additives, adhesives, cleaning agents, bonding agents, waterproofing compound, chemicals for coating or otherwise, organic / inorganic chemicals, resins, resins based chemicals, corrosion inhibitors, surface treatment of ferrous and non-ferrous metals and other substrates for anti-corrosive, paint adhesion or lubricity purposes, electrolytic cleaners, chemical paint strippers, chemically treated cloth, face mask and other material for dust control and removal, chemicals and polishes for finished products, plastic compounds, particularly polyvinyl chloride, liquid plastic membranes, liquid plastic coating materials and chemicals of all types, all kinds of paints, enamels, varnishes, coatings, enzymes, sealants etc., whole range of water and waste water treatment chemicals, systems and machineries, water management solutions, water treatment membranes, oilfield and process chemicals, textile chemicals, bio-based chemicals, bio-remediation cultures and chemicals, engineering polymers and materials, Bio based polyamides used as engineering and performance plastics, high performance polymers for commodity and automobile applications, high performance and high temperature withstanding plasticisers as lubricating additive for rolling steel application, synthesise and characterization of monomers for high performance differentiated polyimides, electronic instruments and smart automation products."
- (v) New sub-clause 4 to 7 be inserted after the existing sub-clause 3 of Clause III (A) of MOA as detailed hereinbelow:
  - "4. To undertake and execute or sub-contract whole or in part any engineering contracts for supply, manufacture, use or application of all types of the above products, either for construction, repairs, maintenance, coating, bonding or otherwise and to undertake and carry out construction and development activities, facility management, project management consultancy, technical equipments and installations, providing performance monitoring services, undertaking operating and maintenance contracts, offering EPC and design engineering services.
  5. To establish, operate, propagate, manufacture, produce, cultivate, process, do research and development, test, analyze, collaborate, import, export, sell, purchase or otherwise deal in marketing or multi-marketing of healthcare and nutrition products, food or food supplements for cattle, livestock, poultry, pets, fishes and all living species, whether for healthcare, nutrition or bioscience (any of the life sciences) related purposes. Products can include any chemicals, drugs, intermediates, plants, herb and vegetable extracts, marine / sea foods, natural or genetically modified organisms or organism derived products, manufactured through plant & machinery, fermentation, membrane processing, or through any other processing.
  6. To undertake, conduct, promote or carry on or to help to undertake, conduct, promote or carry on either the scientific and/ or industrial research and developmental activities to develop new products or substitute for existing / imported products and to develop and maintain testing house and laboratory for own use and for others either solely or in association with others in connection with the Company's object or trade or businesses or any of them.
  7. To carry on any other business (whether manufacturing or otherwise), which may seem to the Company capable of being conveniently or advantageously carried on in connection with the Company's objects or which may be advisable to undertake with a view to developing, rendering valuable prospect or turning to account or in which the Company may be interested."
- (vi) The existing heading of Clause III (B) of MOA of the Company, "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" be substituted by the new heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE".
- (vii) The sub-clauses under Clause III (B) be re-numbered from 1.

(viii) The existing sub-clause 19 be re-numbered as 16 and replaced with the following:

“Subject to the provisions of Section 73, 74 and 76 of the Companies Act, 2013, and Rules framed thereunder and directives of the Reserve Bank of India(RBI) from time to time, to borrow or raise or secure payment of money or to receive money on deposit at interest for any of the purposes of the Company, and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures, or debenture-stocks, perpetual amenities or otherwise as security for any such money so borrowed, raised or received, or of any such debentures, or debenture-stock so issued to mortgage, pledge or charge the whole or any part of the property, assets, undertakings or revenue and profits of the Company, present or future including its uncalled capital by special assignment or otherwise to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient, and to purchase, redeem, or pay off any such securities, provided the Company shall not carry on Banking business as defined by the Banking Regulation Act, 1949.”

(ix) The existing sub-clause 20 be re-numbered as 17 and replaced with the following:

“To accumulate funds and to deal with and invest monies of the Company not immediately required in equity or preference shares, mutual funds, stocks, bonds, debentures (convertible and non-convertible) of new projects and securities of all kinds and every description of well-established and sound companies, to subscribe to capital issues of joint stock companies, ventures, industries, units, trading concerns whether old or new, whether falling under the same management or otherwise as the Company may think fit and to assist them by granting financial accommodation by way of loans/advances to industrial concerns and to assist industrial enterprises in creation, expansion and modernisation upon terms whatsoever and to act as finance brokers, merchants and commission agents and to deal in Government securities including Government bonds, loans, National Savings Certificates, Post Office Saving Schemes, units of investments, etc., including units of Unit Trust of India or in any other securities in such manner as may be required from time to time.”

(x) The heading of Clause III (C) “OTHER OBJECTS” be deleted and the sub-clauses under the said heading be merged with Clause III (B) and re-numbered accordingly.

(xi) The existing sub-clauses 30 to 33 be deleted.

(xii) The following sub-clause no. 27 be inserted after the last sub-clause i.e sub-clause no. 26 under Clause III (B):

“To promote industrial finance, deposit or lend monies, securities and properties to or with any company, body corporate, firm, person or association whether falling under the same management or otherwise, in accordance with and to the extent permissible under the provisions of the Companies Act, 2013, with or without security and on such terms as may be determined from time to time. However, the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949; and to carry on and undertake the business of finance, investment and trading, hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire of all kinds of plant and machinery and equipment that the Company may think fit and to assist in financing operations of all and every kind of description of hire purchase or deferred payment or similar transactions and to subsidise finance or assist in subsidising or financing the sale and maintenance of any goods, articles, or commodities of all and every kind of description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including lands and buildings, plant and machinery, equipment, ships, aircraft, automobiles computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including release thereof regardless of whether the property purchased and leased be new and/or used.”

(xiii) Clause IV of MOA of the Company be and is hereby amended and substituted in line with new Clause provided as per Companies Act, 2013 as follows:

“IV. The liability of the Member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this regulation to any Committee of Directors of the Company or Officer(s) of the Company in order to give effect to this resolution.”

### **3. Approval for Adoption of New Articles of Association of the Company.**

**To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 5,14 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such terms, condition(s), amendment(s) or modification(s), if any, as may be required or suggested by the Registrar of

Companies or any other appropriate authorities, new set of Articles of Association of the Company be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and super session of the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board of Directors  
For **Chembond Chemicals Limited**

**Registered Office:**

Chembond Centre,  
EL-71, MIDC, Mahape, Navi Mumbai – 400710  
CIN: L24100MH1975PLC018235  
Tel: +91 22 6264 3000; Fax: +9122 2768 1294  
Email: [cs@chembondindia.com](mailto:cs@chembondindia.com)  
website: [www.chembondindia.com](http://www.chembondindia.com)

Sd/-  
**Suchita Singh**  
Company Secretary & Compliance Officer  
(M. No. A43837)

Date: 2<sup>nd</sup> February, 2019

Place: Mumbai

**Notes:**

1. The Explanatory Statement and reasons for the proposed Resolutions under Item Nos. 1 to 3, pursuant to Section 102 read with Section 110 of the Act, and Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out all material facts and the reasons for the proposed Resolutions is annexed herewith along with the Form for your consideration.
2. The Board of Directors have appointed Mr. Virendra G. Bhatt, Practicing Company Secretary, (ACS: 1157, CP: 124) as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
3. Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, 08/02/2019.
4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Friday, 08/02/2019. A Member need not use all his/her votes or cast his/ her votes in the same way.
5. The completion of dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Regional newspaper having wide circulation, and disseminated to Stock Exchange, and will be available on the website of CDSL and Company. Members may also note that the Notice of the Postal Ballot will also be available on the Company's website [www.chembondindia.com](http://www.chembondindia.com).
6. In accordance with the provisions of Section 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose e-mail ids are not registered, physical copies of the Postal Ballot Notice and Postal Ballot Form are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self-addressed Business Reply Envelope.
7. In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and Sections 108, 110 and other applicable provisions of the Act, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
8. Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for e-voting are annexed to this Notice. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from TSR Darashaw Limited (RTA of the Company), 6-10 Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 or Registered Office of the Company at Chembond centre, EL-71, MIDC, Mahape, Navi Mumbai – 400 710 or can download Postal Ballot Form from <https://www.evotingindia.com/> or <http://www.chembondindia.com>, fill in the requisite details and send the same to the Scrutinizer Mr. Virendra G. Bhatt Practicing Company Secretary, C/O. Chembond Chemicals Limited, Chembond Centre, EL-71, MIDC, Mahape, Navi Mumbai 400710.

9. Resolutions passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the Members.
10. Voting in the Postal Ballot/e-voting cannot be exercised by a proxy. However, Corporate and Institutional Members shall be entitled to vote through their authorized representatives. In case the Corporate and Institutional Members are voting through their authorised representatives, certified copies of relevant authorization may also be submitted to the Scrutinizer.
11. Relevant documents referred in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on all the working days, excluding Saturdays, Sundays and Public Holidays up to the date of announcement of the result of Postal Ballot.
12. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on Sunday, 24/03/2019. Postal Ballot Forms received after this date will be treated as invalid

## PROCEDURE AND INSTRUCTIONS FOR E-VOTING

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 23/02/2019 at 9.00 a.m. and ends on Sunday, 24/03/2019 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 of Friday, 08/02/2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit 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 first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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 Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatory 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN of Chembond Chemicals Limited (EVSN) to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. 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 on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - 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.
- (xx) 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).

### Explanatory Statement Resolution no. 1.

Mr. Ashwin Nagarwadia a Non – Executive Director of the Company is associated with the Company since 1994. As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from 1<sup>st</sup> April, 2019), no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. Mr. Nagarwadia, Non-Executive / Promoter Director of the Company, has attained the age of seventy-five (75) years, however considering his rich and prudent experience in the industry as well as his contribution to the organisation it proves worthy and in the interest of the Company to continue to avail his expertise and thereby continue his directorship. Additional details with regard to nature of his expertise in specific functional areas and names of Companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Listing Regulations, is provided below. This Statement may also be regarded as a disclosure under Listing Regulations.

Except Mr. Ashwin Nagarwadia, none of the Directors/Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in passing of the Resolution.

The Board commends passing of the Resolution set out at Item No. 1 of the accompanying notice as a Special Resolution.

### INFORMATION WITH REGARD TO DIRECTOR MENTIONED IN THE RESOLUTION AS SET OUT IN THIS NOTICE

Name of Director & DIN	Ashwin R. Nagarwadia (DIN: 00466681)	
Birth Date	20.09.1937	
Age	81 years	
Date of Appointment in the current designation	10.05.1994	
Expertise in Specific Functional area	Wide experience in Engineering and Manufacturing Industry.	
Qualification	B. Sc. M.E. - Mechanical Engineering	
Brief Resume	Mr. Ashwin Nagarwadia is a Technocrat and having wide experience in manufacturing industry. He has held various senior positions in reputed organisations and was Chairman and Managing Director of Ingersoll Rand (India) Ltd. before his retirement. He has a rich and wide managerial experience.	
No. of Board Meetings attended	FY 2017-18 - attended 7 out of 9 Meetings held.	FY 2018-19 - attended 2 out of 5 Meetings held.
Terms and conditions of appointment / re-appointment	Non-Executive Director liable to retire by rotation.	
Directorships	Hitech Insurance Broking Services Limited, Hitech Corporation Limited, Clear Mipak Packaging Solutions Limited, Hitech Specialities Solutions Limited, Finor Piplaj Chemicals Limited.	
Memberships / Chairmanship of Committees of other Companies	Member of Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee in Hitech Corporation Limited	
Details of remuneration last drawn	Rs.15,00,000/- during the financial year 2017-18	
Number of Shares held in the Company as on date.	6,50,000 equity shares	
Inter-se relationship between Directors and other Key Managerial Personnel	Mr. Nagarwadia is not related with any Directors and other Key Managerial Personnel of the Company	

### Explanatory Statement Resolution nos. 2 and 3

Alteration in the existing Memorandum of Association (MOA) & adoption of new set of Articles of Association (AOA) of the Company pursuant to the Companies Act, 2013 (the "Act").

The existing MOA & AOA of the Company are in force since its incorporation, in line with the erstwhile Companies Act, 1956 as amended from time to time. Upon enactment of the Act, the MOA and AOA of the Company were required to be re-aligned as per the provisions of the new Act.

In compliance with the requirements of the Act, it is proposed to modify the MOA. The gist of some major changes is given below:

1. The words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013'; wherever required, including reference to various Sections of the Act.
2. The headings of Clause III A and B be replaced as per new heading in pursuance to the Companies Act, 2013.
3. New object clause / other sub-clauses, wherever applicable be substituted / added / deleted as mentioned in the resolution above respectively.
4. The liability clause be substituted with new clause as required under the Act.

In view of the notification of Companies Act, 2013 and Rules there under and partial repeal of Companies Act, 1956, various articles in the existing Articles of Association necessitate amendment and/or alteration in order to reflect inter-se, various provisions of the Companies Act, 2013 and rules made thereunder. Thus, it is proposed to adopt new set of Articles of Association of the Company.

In terms of the provisions of Section 5 and 14 of the Companies Act, 2013, alteration in Articles of Association of the Company requires approval of shareholders of the Company by way of Special Resolution and hence placed for seeking approval of shareholders.

The MOA and AOA proposed to be amended in the manner as mentioned above, is being uploaded on the Company's website [www.chembondindia.com](http://www.chembondindia.com) for perusal by the Shareholders. A copy of the existing and proposed MOA would also be available for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 A.M. to 4.00 P.M. up to 24/03/2019 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way concerned or interested, financially or otherwise, in the said resolutions.

The Board commends passing of the resolutions as set out at Item Nos. 2 & 3 of the accompanying Notice as a Special Resolution(s).