

Notice

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH (28TH) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF TATVA CHINTAN PHARMA CHEM LIMITED (“THE COMPANY”) WILL BE HELD ON FRIDAY, 20 SEPTEMBER 2024 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 2024, 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 2024, together with the Report of the Auditors thereon.
3. To declare dividend on equity shares for the financial year ended 31 March 2024.
4. To appoint a Director in place of Mr. Chintan Nitinkumar Shah (DIN: 00183618) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider and approve managerial remuneration payable to Mr. Chintan Nitinkumar Shah (DIN: 00183618) being Managing Director of the Company for his remaining tenure.

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment made thereof for the time being in force) and applicable clauses of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Chintan Nitinkumar Shah (DIN: 00183618) as Managing Director of the Company (who was appointed at the Extra-Ordinary General Meeting of the Company held on 27 January 2021 for a period of 5 years w.e.f 01 February 2021) for the remaining period

of his present tenure i.e. from 01 April 2024 to 31 January 2026, on the terms and conditions including remuneration as mentioned below;

The Company shall pay to Mr. Chintan Nitinkumar Shah the fixed gross remuneration (other than the PF, Superannuation and Gratuity) of ₹ 1,65,03,252/- per annum (“p.a.”) with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The gross remuneration (w.e.f. 01 April 2024 to 31 January 2026) shall be categorized as follows;

- 1) **Basic Salary:** ₹ 50,80,032/- p.a.
- 2) **Allowances:** ₹ 1,14,23,220/- p.a.
- 3) **Perquisites:**
 - a) **Leave:** Working hours / days and leaves (including leave encashment) would be as per Company’s rules.
 - b) **Company Contribution to Provident Fund:** ₹ 6,48,601/- p.a.
 - c) **Medical Expenses:** Premium on medical and / or health insurance policy (whether in India and / or abroad), for self and family.
 - d) **Other Perquisites:** Other facilities like telephone and company’s car, will be provided for business purposes.
- 4) **Minimum Remuneration:**

In the event of loss or inadequacy of profits in any financial year during his tenure, Mr. Chintan Nitinkumar Shah shall be entitled to receive a total remuneration including perquisites, etc., set out above as approved by the Board of Directors and the Members of the Company, as the minimum remuneration.
- 5) No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.
- 6) Income-Tax in respect of the above remuneration shall be deducted as per the applicable Income Tax Laws / Rules.
- 7) Managing Director shall be entitled to be paid / reimbursed by the Company all costs, charges and expenses including entertainment expenses as may be incurred by him for business purpose or on behalf of the Company subject to such ceiling as may be decided by the Board (including Committees).

FURTHER RESOLVED THAT if Managing Director draws or receives, directly or indirectly, by way of remuneration any sums in excess of prescribed limit without requisite consent of Members of the Company or the above limit which has not been approved by the Members as required, he shall refund such sums to the Company within two years or such lesser period as may be allowed by the Board and until such sum is refunded, hold it in trust for the Company. The Board shall not waive the recovery of any sum required to be refunded and hold it in trust unless approved by the Members of the Company by way of Special Resolution within two years from the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Act;

FURTHER RESOLVED THAT the Board of Directors (which will include its committee thereof) be and is hereby authorised to accept such modification(s) in the terms and conditions, if so required, and as may be acceptable to the Company and Mr. Chintan Nitinkumar Shah;

FURTHER RESOLVED THAT any of the Directors or Company Secretary of the Company be and are hereby jointly and / or severally authorized to submit the necessary applications, if required and the other required documents, forms and papers etc. to the Registrar of Companies and to do all acts and to take all such steps as may be necessary, proper and expedient to give effect to this resolution including altering, deleting, inserting any of the clause and solve difficulties that may arise while giving effect to this resolution without seeking any further approval of the Members of the Company."

6. To consider and approve managerial remuneration payable to Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745) being Wholetime Director of the Company for his remaining tenure.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment made thereof for the time being in force) and applicable clauses of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Ajaykumar Mansukhlal Patel (Din: 00183745) as Wholetime Director of the Company (who was appointed at the Extra-Ordinary General Meeting of the Company held on 27 January 2021 for a period of 5 years w.e.f 01 February 2021) for the remaining period

of his present tenure i.e. from 01 April 2024 to 31 January 2026, on the terms and conditions including remuneration as mentioned below;

The Company shall pay to Mr. Ajaykumar Mansukhlal Patel the fixed gross remuneration (other than the PF, Superannuation and Gratuity) of ₹ 1,65,03,252/- per annum ("p.a.") with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The gross remuneration (w.e.f. 01 April 2024 to 31 January 2026) shall be categorized as follows;

- 1) **Basic Salary:** ₹ 50,80,032/- p.a.
- 2) **Allowances:** ₹ 1,14,23,220/- p.a.
- 3) **Perquisites:**
 - a) **Leave:** Working hours / days and leaves (including leave encashment) would be as per Company's rules.
 - b) **Company Contribution to Provident Fund:** ₹ 6,48,601/- p.a.
 - c) **Medical Expenses:** Premium on medical and / or health insurance policy (whether in India and / or abroad), for self and family.
 - d) **Other Perquisites:** Other facilities like telephone and company's car, will be provided for business purposes.
- 4) **Minimum Remuneration:**

In the event of loss or inadequacy of profits in any financial year during his tenure, Mr. Ajaykumar Mansukhlal Patel shall be entitled to receive a total remuneration including perquisites, etc., set out above as approved by the Board of Directors and the Members of the Company, as the minimum remuneration.
- 5) No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.
- 6) Income-Tax in respect of the above remuneration shall be deducted as per the applicable Income Tax Laws / Rules.
- 7) Wholetime Director shall be entitled to be paid / reimbursed by the Company all costs, charges and expenses including entertainment expenses as may be incurred by him for business purpose or on behalf of the Company subject to such ceiling as may be decided by the Board (including Committees).

FURTHER RESOLVED THAT if Wholetime Director draws or receives, directly or indirectly, by way of remuneration any sums in excess of prescribed limit without requisite consent of Members of the Company or the above limit which has not been approved by the Members as required, he shall refund such sums to the Company within two years or such lesser

period as may be allowed by the Board and until such sum is refunded, hold it in trust for the Company. The Board shall not waive the recovery of any sum required to be refunded and hold it in trust unless approved by the Members of the Company by way of Special Resolution within two years from the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Act;

FURTHER RESOLVED THAT the Board of Directors (which will include its committee thereof) be and is hereby authorised to accept such modification(s) in the terms and conditions, if so required, and as may be acceptable to the Company and Mr. Ajaykumar Mansukhlal Patel;

FURTHER RESOLVED THAT any of the Directors or Company Secretary of the Company be and are hereby jointly and / or severally authorized to submit the necessary applications, if required and the other required documents, forms and papers etc. to the Registrar of Companies and to do all acts and to take all such steps as may be necessary, proper and expedient to give effect to this resolution including altering, deleting, inserting any of the clause and solve difficulties that may arise while giving effect to this resolution without seeking any further approval of the Members of the Company.”

7. To consider and approve managerial remuneration payable to Mr. Shekhar Rasiklal Somani (DIN: 00183665) being Wholetime Director of the Company for his remaining tenure.

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment made thereof for the time being in force) and applicable clauses of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Shekhar Rasiklal Somani (DIN: 00183665) as Wholetime Director of the Company (who was appointed at the Extra-Ordinary General Meeting of the Company held on 27 January 2021 for a period of 5 years w.e.f 01 February 2021) for the remaining period of his present tenure i.e. from 01 April 2024 to 31 January 2026, on the terms and conditions including remuneration as mentioned below;

The Company shall pay to Mr. Shekhar Rasiklal Somani the fixed gross remuneration (other than the PF, Superannuation

and Gratuity) of ₹ 1,65,03,252/- per annum (“p.a.”) with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The gross remuneration (w.e.f. 01 April 2024 to 31 January 2026) shall be categorized as follows;

- 1) **Basic Salary:** ₹ 50,80,032/- p.a.
- 2) **Allowances:** ₹ 1,14,23,220/- p.a.
- 3) **Perquisites:**
 - a) **Leave:** Working hours / days and leaves (including leave encashment) would be as per Company’s rules.
 - b) **Company Contribution to Provident Fund:** ₹ 6,48,601/- p.a.
 - c) **Medical Expenses:** Premium on medical and / or health insurance policy (whether in India and / or abroad), for self and family.
 - d) **Other Perquisites:** Other facilities like telephone and company’s car, will be provided for business purposes.
- 4) **Minimum Remuneration:**

In the event of loss or inadequacy of profits in any financial year during his tenure, Mr. Shekhar Rasiklal Somani shall be entitled to receive a total remuneration including perquisites, etc., set out above as approved by the Board of Directors and the Members of the Company, as the minimum remuneration.
- 5) No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.
- 6) Income-Tax in respect of the above remuneration shall be deducted as per the applicable Income Tax Laws / Rules.
- 7) Wholetime Director shall be entitled to be paid / reimbursed by the Company all costs, charges and expenses including entertainment expenses as may be incurred by him for business purpose or on behalf of the Company subject to such ceiling as may be decided by the Board (including Committees).

FURTHER RESOLVED THAT if Wholetime Director draws or receives, directly or indirectly, by way of remuneration any sums in excess of prescribed limit without requisite consent of Members of the Company or the above limit which has not been approved by the Members as required, he shall refund such sums to the Company within two years or such lesser period as may be allowed by the Board and until such sum is refunded, hold it in trust for the Company. The Board shall not waive the recovery of any sum required to be refunded and hold it in trust unless approved by the Members of the Company by way of Special Resolution within two years from

the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Act;

FURTHER RESOLVED THAT the Board of Directors (which will include its committee thereof) be and is hereby authorised to accept such modification(s) in the terms and conditions, if so required, and as may be acceptable to the Company and Mr. Shekhar Rasiklal Somani;

FURTHER RESOLVED THAT any of the Directors or Company Secretary of the Company be and are hereby jointly and / or severally authorized to submit the necessary applications, if required and the other required documents, forms and papers etc. to the Registrar of Companies and to do all acts and to take all such steps as may be necessary, proper and expedient to give effect to this resolution including altering, deleting, inserting any of the clause and solve difficulties that may arise while giving effect to this resolution without seeking any further approval of the Members of the Company.”

8. Ratification of remuneration payable to the Cost Auditors for the Financial Year 2024-25

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 Record and Audit) Rules, 2014, as amended, for the Financial Year ended on 31 March 2025.

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

Company Secretary and Compliance Officer

Membership No. A37444

Date: 24 July 2024

Place: Vadodara

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

Email: 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, General Circular no. 10/2022 dated 28 December 2022 and General Circular no. 09/2023 dated 25 September 2023 (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, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January 2023 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October 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 28th 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, website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and on the website of Registrar and 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 2023-24 to those Members who request the same at 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 and/or fixation of remuneration 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 28TH 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 28TH 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 with a copy marked to the Company at 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.

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.
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 Geetakunj, 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara -390015, Gujarat. Phone: 0265 3566768 or by sending a request on email at vadodara@linkintime.co.in.
13. Process for registration of Email Id for obtaining Annual Report, User ID and password for e-voting:
- 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 Geetakunj, 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara -390015, Gujarat. Phone: 0265 3566768 or by sending a request on email at vadodara@linkintime.co.in.
 - 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, 07 September 2024 to Friday, 20 September 2024 (both days inclusive)** for the purpose of AGM. **Friday, 13 September 2024 ("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, 27 September 2024** 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, 06 September 2024 (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:
- 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
 - with the Company / Link Intime India Private Limited by writing at Geetakunj, 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara -390015, Gujarat. Phone: 0265 3566768 or by emailing at cs@tatvachintan.com or vadodara@linkintime.co.in, if shares are held in physical mode, by submitting:
 - 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),
 - Self-attested copy of the PAN card, and
 - 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 may 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 on or before **Tuesday, 17 September 2024**. 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 to receive response on email. Members desiring any information as regards to financial statements are requested to send an email to 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 and 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, 16 August 2024** will receive Annual Report for the financial year 2023-2024 through electronic mode.
23. Investor Grievance Redressal:- The Company has designated Mr. Ishwar Nayi, Company Secretary and Compliance Officer, Plot No. 353, GIDC, Makarpura, Vadodara-390010 Gujarat, India having Phone +91 75748 48533 / 34 and E-mail: cs@tatvachintan.com / 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:
- i. 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.
 - ii. The e-voting period begins on **Tuesday, 17 September 2024 at 9:00 a.m. (IST) and ends on Thursday, 19 September 2024 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, 13 September 2024 ("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.
 - iii. 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.
 - iv. 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 and 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.
 - v. 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.
 - vi. 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.

- vii. 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 or 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 or to LIPL at 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.
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 is given below:**
- Individual Shareholders holding securities in demat mode with NSDL:**
- METHOD 1 - If registered with NSDL IDeAS facility**
- Users who have registered for NSDL IDeAS facility:**
- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
 - Enter user id and password. Post successful authentication, click on "Access to e-voting".
 - Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
- OR**
- User who have not registered for NSDL IDeAS facility:**
- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 - Proceed with updating the required fields.
 - Post registration, user will be provided with Login ID and password.
 - After successful login, click on "Access to e-voting".
 - Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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 Geetakunj, 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara -390015, Gujarat, Phone: 0265 3566768, 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. 0265 3566768, Email ID: vadodara@linkintime.co.in Website www.linkintime.co.in.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- Visit URL: <https://www.evoting.nsdl.com/>
- Click on the "Login" tab available under 'Shareholder/ Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".

- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the 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. Visit 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 NSDL 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 (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:

- a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
 - e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.

- c) Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form 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 a minimum of 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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 'Corporate Body/ Custodian/ Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID 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 a minimum of 8 characters, at least one special character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.

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, 17 September 2024** with the company on the 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

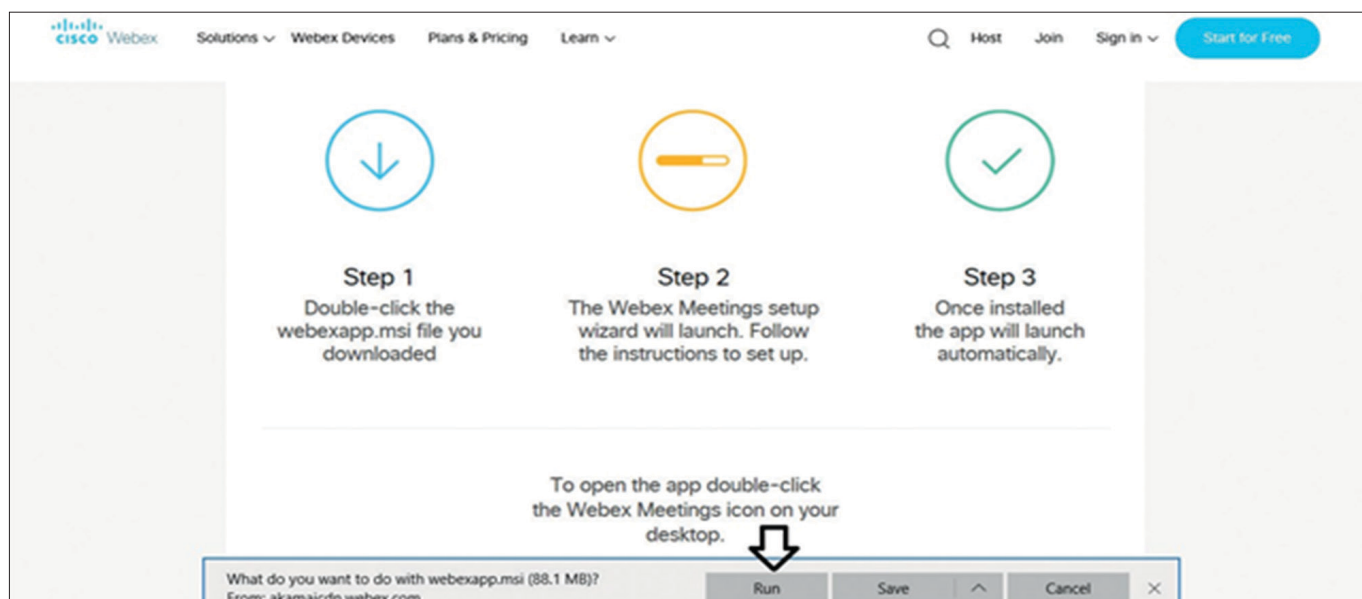
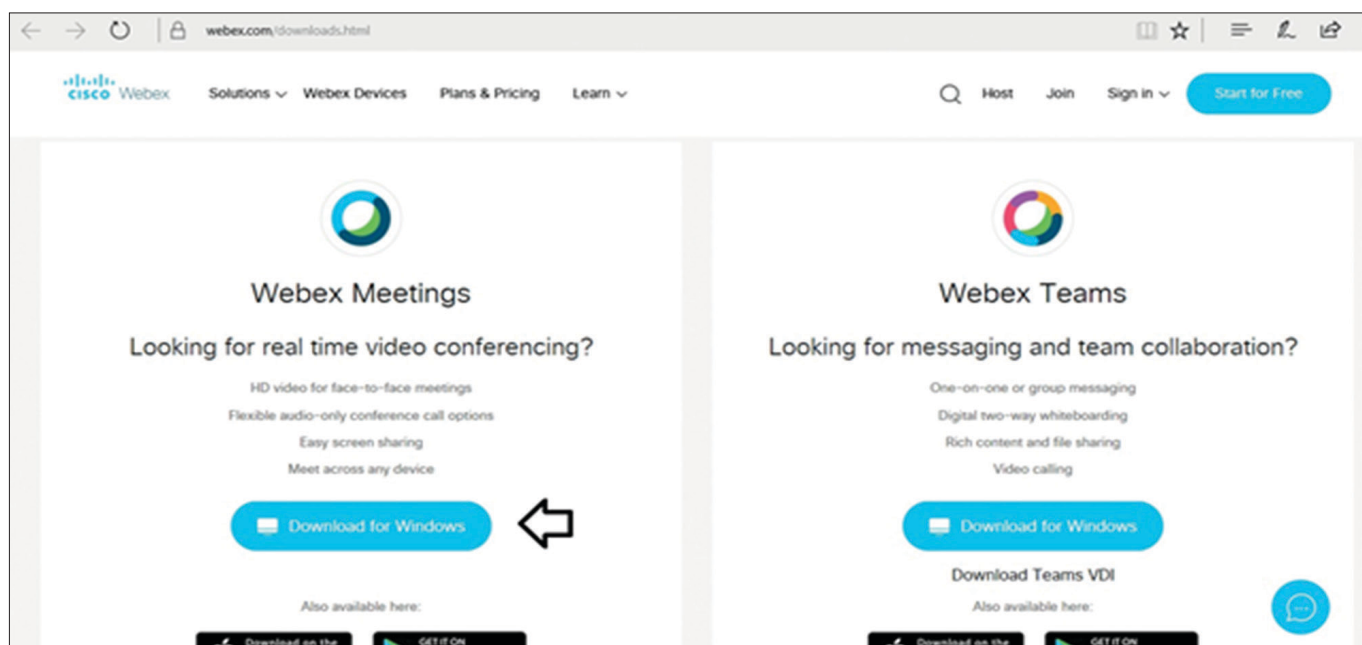
fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

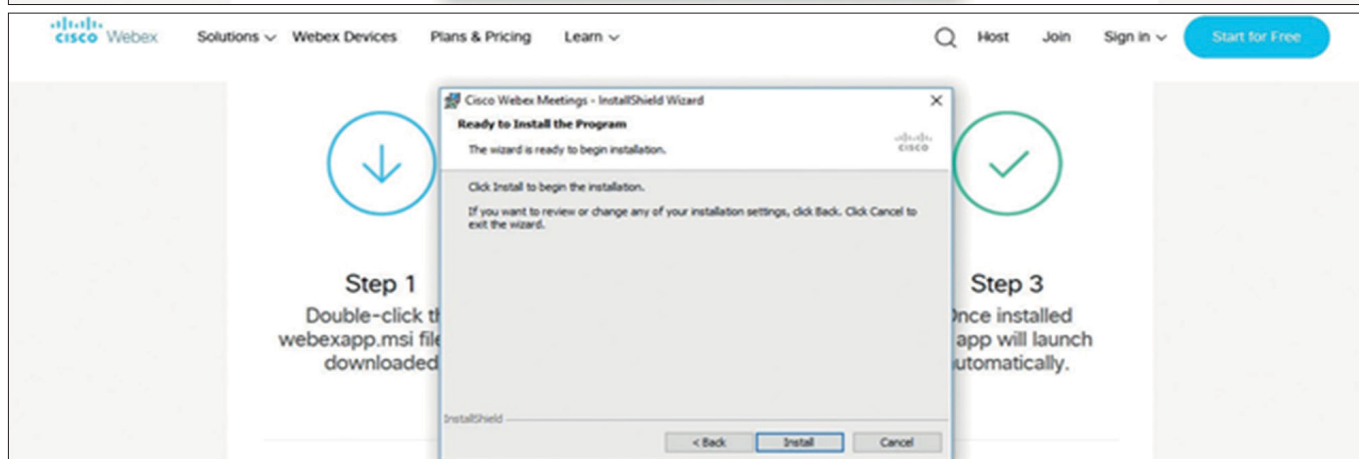
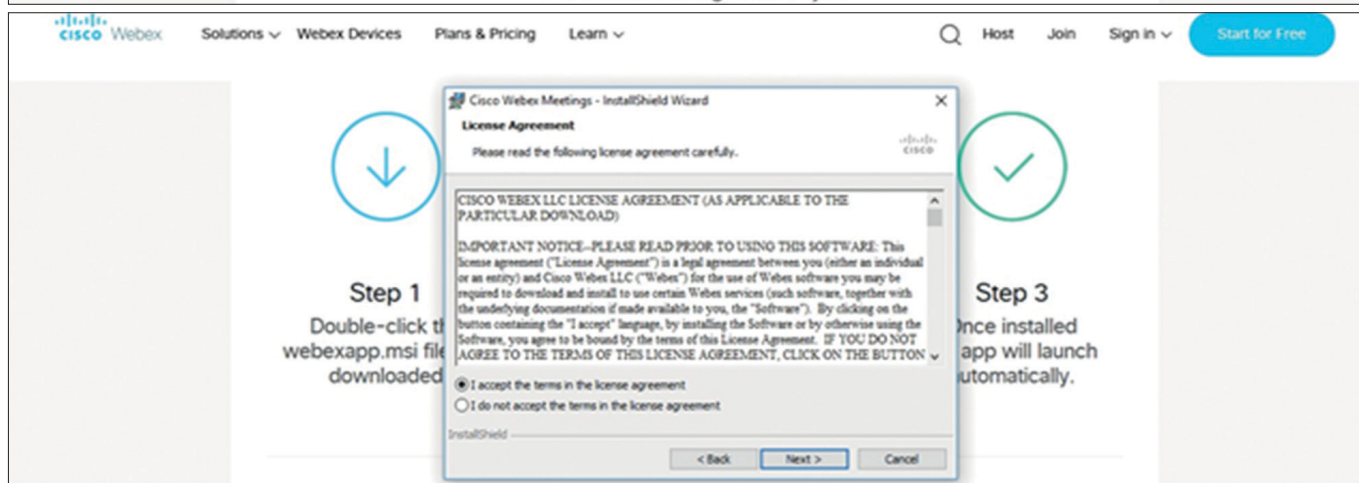
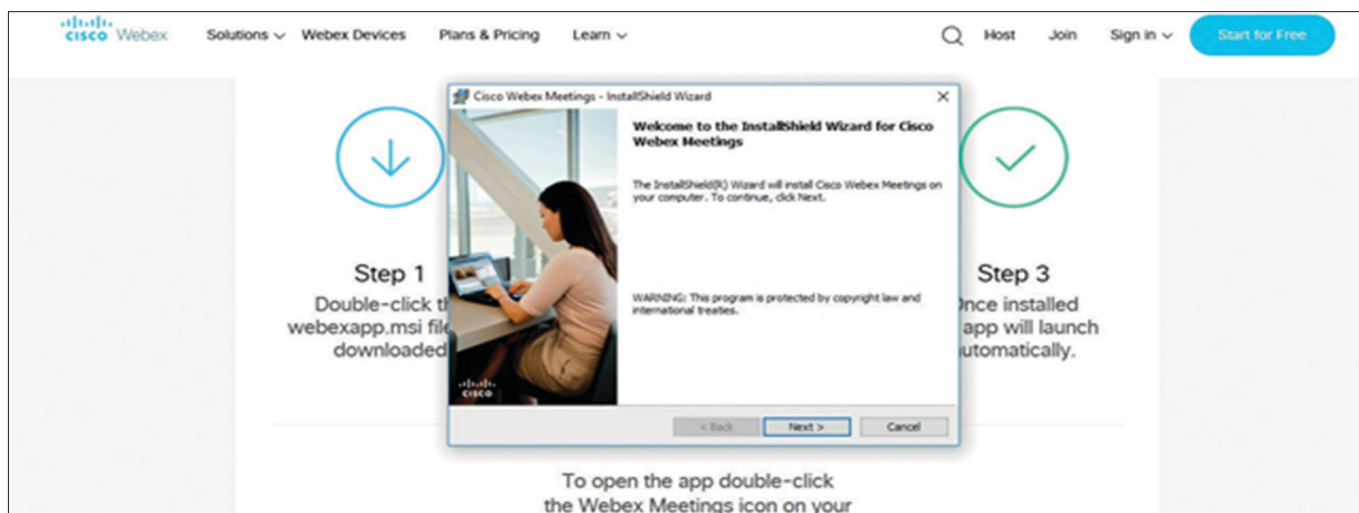
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022 49186175.

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/>





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

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

ITEM NO. 5, 6 and 7

Mr. Chintan Nitinkumar Shah (DIN: 00183618) Managing Director, Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745) Wholetime Director and Mr. Shekhar Rasiklal Somani (DIN: 00183665) Wholetime Director of the Company, were appointed at the Extra-Ordinary General Meeting of the Company held on 27 January 2021 for a period of 5 years w.e.f 01 February 2021.

In accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other approvals as may be necessary, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 03 May 2024, passed a resolution for approval of managerial remuneration payable to Mr. Chintan Nitinkumar Shah (DIN: 00183618), Managing Director, Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745), Wholetime Director and Mr. Shekhar Rasiklal Somani (DIN: 00183665), Wholetime Director of the Company for the remaining period of their present tenure i.e. from 01 April 2024 to 31 January 2026, on the terms and conditions including remuneration as mentioned below;

The Company shall pay to Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel and Mr. Shekhar Rasiklal Somani the fixed gross remuneration (other than the PF, Superannuation and Gratuity) of ₹ 1,65,03,252/- per annum ("p.a.") to each Director with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The gross remuneration payable to each Director (w.e.f. 01 April 2024 to 31 January 2026) shall be categorized as follows;

- 1) **Basic Salary:** ₹ 50,80,032/- p.a.
- 2) **Allowances:** ₹ 1,14,23,220/- p.a.
- 3) **Perquisites:**
 - a) **Leave:** Working hours / days and leaves (including leave encashment) would be as per Company's rules.
 - b) **Company Contribution to Provident Fund:** ₹ 6,48,601/- p.a.
 - c) **Medical Expenses:** Premium on medical and / or health insurance policy (whether in India and / or abroad), for self and family.
 - d) **Other Perquisites:** Other facilities like telephone and company's car, will be provided for business purposes.
- 4) **Minimum Remuneration:**

In the event of loss or inadequacy of profits in any financial year during their tenure, Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel and Mr. Shekhar Rasiklal Somani shall be entitled to receive a total remuneration including perquisites, etc., set out above as approved by the Board of Directors and the Members of the Company, as the minimum remuneration.
- 5) No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.
- 6) Income-Tax in respect of the above remuneration shall be deducted as per the applicable Income Tax Laws / Rules.
- 7) Managing Director and Wholetime Director(s) shall be entitled to be paid / reimbursed by the Company all costs, charges and expenses including entertainment expenses as may be

incurred by them for business purpose or on behalf of the Company subject to such ceiling as may be decided by the Board (including Committees).

Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel, and Mr. Shekhar Rasiklal Somani, satisfy all the conditions mentioned in Part I of Schedule V to the Act and also satisfy conditions mentioned under section 196(3) of the Companies Act, 2013. They are not disqualified from being appointed as Director under section 164 of the Companies Act, 2013. The Managing Director and Wholetime Director(s)

shall act in accordance with the Articles of Association of the Company and shall abide by the provisions of Section 166 of the Companies Act, 2013 with regard to duties of Directors.

Except for the aforesaid managerial remuneration, all other terms and conditions of their appointment as Managing Director and Wholetime Director(s) of the Company, respectively as approved by the members of the Company shall remain unchanged.

The information required under Part I and Section II, Part II of Schedule V of the Companies Act, 2013 in case of Special Resolutions are as follows:

I. General information:																											
(1) Nature of industry	Specialty Chemicals																										
(2) Date or expected date of commencement of commercial production	The Company is in operation since the year 1996																										
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																										
(4) Financial performance based on given indicators	As per the Audited Financial Results for the year ended 31.03.2024																										
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (In ₹ million) 2023-24</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations</td> <td>3786.77</td> </tr> <tr> <td>Other income</td> <td>75.08</td> </tr> <tr> <td>EBITDA (Including other income)</td> <td>743.73</td> </tr> <tr> <td>EBITDA (Excluding other income)</td> <td>668.65</td> </tr> <tr> <td>Interest and financial charges</td> <td>65.07</td> </tr> <tr> <td>Depreciation and amortisation expense</td> <td>256.01</td> </tr> <tr> <td>Profit/(Loss) before exceptional item and taxes</td> <td>422.65</td> </tr> <tr> <td>Exceptional item</td> <td>-</td> </tr> <tr> <td>Tax expense</td> <td>129.17</td> </tr> <tr> <td>Profit / (Loss) for the year</td> <td>293.48</td> </tr> <tr> <td>Other comprehensive income</td> <td>(1.67)</td> </tr> <tr> <td>Total comprehensive income</td> <td>291.81</td> </tr> </tbody> </table>	Particulars	Amount (In ₹ million) 2023-24	Revenue from operations	3786.77	Other income	75.08	EBITDA (Including other income)	743.73	EBITDA (Excluding other income)	668.65	Interest and financial charges	65.07	Depreciation and amortisation expense	256.01	Profit/(Loss) before exceptional item and taxes	422.65	Exceptional item	-	Tax expense	129.17	Profit / (Loss) for the year	293.48	Other comprehensive income	(1.67)	Total comprehensive income	291.81
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(5) Foreign investments or collaborations, if any.	The Company has two Wholly Owned Subsidiaries as detailed below;																										
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ii. Information about the appointee:			
Name and Designation of the Director	Mr. Chintan Nitinkumar Shah (DIN: 00183618), Managing Director	Mr. Ajaykumar Mansukhlal Patel (DIN: 00183745), Wholetime Director	Mr. Shekhar Rasiklal Somani (DIN: 00183665), Wholetime Director
(1) Background details	He, aged 51, is a Bachelor of Engineering (Computer Science). He is one of the founding members and promoters of Tatva Chintan Pharma Chem Limited. He joined the Company in the year 1996. He has over 28 years of experience in the manufacturing / specialty chemical industry.	He, aged 52, is a Bachelor of Engineering (Chemical). He is one of the founding members and promoters of Tatva Chintan Pharma Chem Limited. He joined the Company in the year 1996. He has over 29 years of experience in the manufacturing / specialty chemical industry.	He, aged 50, is a Bachelor's degree in pharmacy. He is one of the founding members and promoters of Tatva Chintan Pharma Chem Limited. He joined the Company in the year 1996. He has over 28 years of experience in the manufacturing / specialty chemical industry.
(2) Past remuneration	The approved remuneration was ₹ 1,65,03,252/-. However, an amount of ₹ 1,33,90,870/- was paid as remuneration during the year ended 31 March 2024.	The approved remuneration was ₹ 1,65,03,252/-. However, an amount of ₹ 1,33,90,870/- was paid as remuneration during the year ended 31 March 2024.	The approved remuneration was ₹ 1,65,03,252/-. However, an amount of ₹ 1,33,90,870/- was paid as remuneration during the year ended 31 March 2024.
(3) Recognition or awards	The Company has received various awards and recognition during his tenure as a Managing Director of the Company.	The Company has received various awards and recognition during his tenure as a Wholetime Director of the Company.	The Company has received various awards and recognition during his tenure as a Wholetime Director of the Company.
(4) Job profile and his suitability	He is highly experienced and is responsible for, among others, business development, R&D, export marketing, IT and overall supervision and Control of affairs of the business. He shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board. He is also member of Audit Committee.	He is highly experienced and is responsible for, among others, project engineering and development and implementation of new technology in the Company. He shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board. He is also member of Corporate Social Responsibility Committee.	He is highly experienced and is responsible for, among others, business development (Domestic), quality, and supply chain management in the Company. He shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board. He is also chairman of Risk Management Committee and member of Stakeholders Relationship Committee.
(5) Remuneration proposed	Basic Salary ₹ 50,80,032/-, Allowances: ₹ 1,14,23,220/-, Total ₹ 1,65,03,252/- per annum more particularly described in the explanatory statement above.	Basic Salary ₹ 50,80,032/-, Allowances: ₹ 1,14,23,220/-, Total ₹ 1,65,03,252/- per annum more particularly described in the explanatory statement above.	Basic Salary ₹ 50,80,032/-, Allowances: ₹ 1,14,23,220/-, Total ₹ 1,65,03,252/- per annum more particularly described in the explanatory statement above.

Information about the appointee: (Cont.)

	(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)	Looking to the size of the Company, the profile of the appointee, the responsibilities shouldered by him, the above said remuneration is commensurate with the remuneration package paid to similar senior level appointees in other Companies. The current remuneration being paid to the Managing Director (looking at the profile of the position and person) is equal or lower than the remuneration being paid by the companies' having comparable size in the industry in which the Company operates.	Looking to the size of the Company, the profile of the appointee, the responsibilities shouldered by him, the above said remuneration is commensurate with the remuneration package paid to similar senior level appointees in other Companies. The current remuneration being paid to the Wholetime Director (looking at the profile of the position and person) is equal or lower than the remuneration being paid by the companies' having comparable size in the industry in which the Company operates.	Looking to the size of the Company, the profile of the appointee, the responsibilities shouldered by him, the above said remuneration is commensurate with the remuneration package paid to similar senior level appointees in other Companies. The current remuneration being paid to the Wholetime Director (looking at the profile of the position and person) is equal or lower than the remuneration being paid by the companies' having comparable size in the industry in which the Company operates.
	(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Besides the remuneration proposed, he also holds 48,97,219 equity shares of the Company. Other than this the Managing Director does not have any other pecuniary relationship with the Company.	Besides the remuneration proposed, he also holds 40,00,000 equity shares of the Company. Other than this the Wholetime Director does not have any other pecuniary relationship with the Company.	Besides the remuneration proposed, he also holds 53,96,861 equity shares of the Company. Other than this the Wholetime Director does not have any other pecuniary relationship with the Company.

III. Other information:

	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits. However, global economic fluctuations, supply chain disruptions, global banks failure, inflation, geopolitical scenario, unforeseen market shifts, hike in the interest rate, rising operating cost and challenging business environment may affect the profitability of the Company in future. All the three Directors are putting their best efforts for the growth of the Company and therefore the proposed remuneration will justify their contribution in the performance and growth of the Company. Hence, the Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.
	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, cost reduction which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to estimate profits in measurable terms.

IV. Disclosures:

	The information, as required, is provided under Corporate Governance Section of the Annual Report 2023-24. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.
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Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special Resolution set out at Item No. 5, 6 and 7 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Chintan Nitinkumar Shah, Mr. Ajaykumar Mansukhlal Patel and Mr. Shekhar Rasiklal Somani and their relatives, has any concern or interest, financial or otherwise, in the resolution set forth at Item No. 5, 6 and 7 of this Notice.

ITEM NO. 8

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 2024-25 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. 8 for approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 8 of this Notice.

By Order of the Board of Directors

Date: 24 July 2024

Place: Vadodara

Ishwar Nayi
Company Secretary and Compliance Officer
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
Email: 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 AND / OR FIXATION OF REMUNERATION IS FURNISHED BELOW:

Profile of the Director being re-appointed and / or fixation of remuneration at the ensuing AGM

Name of Director	Mr. Chintan Nitinkumar Shah	Mr. Ajaykumar Mansukhlal Patel	Mr. Shekhar Rasiklal Somani
Directors Identification Number ("DIN")	00183618	00183745	00183665
Date of Birth	29 April 1973	27 February 1972	11 January 1974
Age	51 years	52 years	50 years
Nationality	Indian	Indian	Indian
Education & Qualification	Bachelor of Engineering (Computer Science)	Bachelor of Engineering (Chemical)	Bachelor's degree in pharmacy
Brief Resume & Nature of Expertise in specific Functional areas	Mr. Chintan Nitinkumar Shah has over 28 years of experience in the manufacturing / specialty chemical industry.	Mr. Ajaykumar Mansukhlal Patel has over 29 years of experience in the manufacturing / specialty chemical industry	Mr. Shekhar Rasiklal Somani has over 28 years of experience in the manufacturing / specialty chemical industry.
Date of Appointment	12 June 1996	12 June 1996	12 June 1996
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Chintan Nitinkumar Shah does not have any relationship with other Director(s), Manager and Other Key Managerial Personnel which may create conflict of interest.	Mr. Ajaykumar Mansukhlal Patel does not have any relationship with other Director(s), Manager and Other Key Managerial Personnel which may create conflict of interest.	Mr. Shekhar Rasiklal Somani does not have any relationship with other Director(s), Manager and Other Key Managerial Personnel which may create conflict of interest.
Other Listed Companies in which Directorship held as on 31 March 2024	None as on 31 March 2024	None as on 31 March 2024	None as on 31 March 2024
Chairman / Membership of the Committees of the Board of the Company	Tatva Chintan Pharma Chem Limited Audit Committee - Member	Tatva Chintan Pharma Chem Limited Corporate Social Responsibility Committee: Member	Tatva Chintan Pharma Chem Limited Risk Management Committee: Chairman Stakeholders Relationship Committee: Member
Chairman / Membership of Audit Committee and Stakeholders' Relationship Committees in other Listed Companies as on 31 March 2024	None as on 31 March 2024	None as on 31 March 2024	None as on 31 March 2024
Names of Listed Entities from which Director has resigned in the past three years	None	None	None
No. of Shares held in the Company	48,97,219 shares as at 31 March 2024	40,00,000 shares as at 31 March 2024	53,96,861 shares as at 31 March 2024

Name of Director	Mr. Chintan Nitinkumar Shah	Mr. Ajaykumar Mansukhlal Patel	Mr. Shekhar Rasiklal Somani
Terms and conditions for Re-appointment -	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	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	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
Remuneration last drawn	The approved remuneration was ₹ 1,65,03,252/-. However, an amount of ₹ 1,33,90,870/- was paid as remuneration for the year ended 31 March 2024.	The approved remuneration was ₹ 1,65,03,252/-. However, an amount of ₹ 1,33,90,870/- was paid as remuneration for the year ended 31 March 2024.	The approved remuneration was ₹ 1,65,03,252/-. However, an amount of ₹ 1,33,90,870/- was paid as remuneration for the year ended 31 March 2024.
Number of Meetings of the Board attended during the year	05 in Financial Year 2023-24.	05 in Financial Year 2023-24.	05 in Financial Year 2023-24.