

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SREECHEM RESINS LIMITED WILL BE HELD ON SATURDAY, THE 16<sup>TH</sup> DAY OF MARCH, 2024 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT JHAGARPUR P O BOX NO 13, RAJGANGPUR, ORISSA-770017, INDIA TO TRANSACT THE FOLLOWING BUSINESS:**

### **SPECIAL BUSINESS:**

#### **ITEM 1: ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT BASIS:**

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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), each as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the “Stock Exchange”) on which the equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each (the “Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (the “SEBI”) and/or any other statutory / regulatory authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, sanctions, consents and/or permissions as may be necessary or required from applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, sanctions, consents and/or permissions, the Board of Directors of the Company (including committee(s) constituted by the Board of Directors to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the Members be and is hereby accorded to the Board of Directors to issue, offer and allot at an appropriate time, in one or more tranches, up to 2,00,000 (Two Lakh) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 48.61/- (Rupees Forty Eight and Sixty One Paise Only) per Equity Share including a premium of Rs. 38.61/- (Rupees Thirty Eight and Sixty One Paise Only) per share (the “Preferential Allotment Price”), aggregating to not exceeding Rs. 97,22,000/- (Rupees Ninety Seven Lakhs and Twenty Two Thousand Only), which is determined in accordance with Chapter V of the SEBI ICDR Regulations, to the below mentioned individuals forming part of the Promoter and/or Promoter Group of the Company (the “Proposed Allottees”) on a preferential issue basis (the “Preferential Allotment”) on such terms and conditions as may be determined by the Board of Directors in accordance with the SEBI ICDR Regulations and other applicable laws:

<b>Sr. No</b>	<b>Name of the Proposed Allottees</b>	<b>PAN of the Proposed Allottees</b>	<b>Number of Equity Shares</b>	<b>Consideration</b>
1	Vikram Kabra	AKKPK0325Q	1,00,000	48,61,000
2	Vibhor Sharma	BCVPS0303Q	1,00,000	48,61,000

**RESOLVED FURTHER THAT** in accordance with Regulation 161(a) of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the price “i.e. Rs. 48.61/- (Rupees Forty Eight and Sixty One Paise Only) per share” of the Equity Shares for the purposes of the Preferential Allotment is 15<sup>th</sup> February, 2024, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting;

**RESOLVED FURTHER THAT** in accordance with Regulation 170 of the SEBI ICDR Regulations, the said Equity Shares shall be issued and allotted in dematerialised form within a period of fifteen (15) days from the date of passing this Resolution; provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or permission or such other extended period as may be permitted under the applicable SEBI ICDR Regulations as amended from time to time;

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects;

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to lock-in as stipulated under the SEBI ICDR Regulations and the Equity Shares so issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals;

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this Resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange i.e., BSE Limited within the timelines prescribed under the applicable laws;

**RESOLVED FURTHER THAT** the consideration to be received by the Company from the Proposed Allottees for application of the equity shares pursuant to this preferential allotment shall be received from respective allottee's bank account and kept by the Company in a separate bank account and shall be utilized by the Company in accordance with the applicable provisions of the Companies Act 2013;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**Item 2: RE-APPOINTMENT OF MR. VIBHOR SHARMA (DIN: 03011540) AS WHOLE TIME DIRECTOR:**

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

**“RESOLVED THAT** pursuant to Section 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any of the said act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Vibhor Sharma (DIN: 03011540) as Whole Time Director of the company for a period of five year with effect from 01<sup>st</sup> April, 2024 on the following terms, conditions and remuneration:

1. His tenure of appointment will be from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029;
2. He shall be paid a consolidated Remuneration of Rs. 48,00,000/- per annum, subject to annual increment as may be decided by the Board of Directors of the company;
3. He shall be reimbursed for the expenses incurred for the benefit and development of the Company;
4. During the tenure of his appointment he will be liable to retire by rotation; and
5. He shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof.

**RESOLVED FURTHER THAT** the Consent of the Board of Directors of the Company be and is hereby accorded for the payment of the same salary, allowances and perquisites as mentioned above to Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director, as minimum remuneration in case of absence or inadequacy of profits in any financial year of the Company during the said period;

**RESOLVED FURTHER THAT** the Board of Directors (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or reappointment as it may deem fit and as may

be acceptable to Mr. Vibhor Sharma (DIN: 03011540), subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

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

**By order of the Board of Directors  
For SREECHEM RESINS LIMITED**

**Sd/-  
BINOD SHARMA  
(DIN: 00557039)  
MANAGING DIRECTOR**

**Date: 16.02.2024  
Place: Kolkata**

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**IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the EGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the EGM hall.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act 2013, will be available for inspection by the members at the EGM.
5. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the EGM.
6. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, effective from April 1, 2019, and SEBI notification dated January 24, 2022, transfers of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

9. Notice of the Extra-Ordinary General Meeting is being sent to all the members via the permitted mode.
10. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website [www.sreechem.in](http://www.sreechem.in) for their download. The physical copies of the aforesaid document will also be available at the Company's Registered Office at Odisha for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [sreechem@sreechem.in](mailto:sreechem@sreechem.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Shareholders of the Company are urged to opt for e-communication to help the company contribute to go-green initiative of this nation and the world for a better tomorrow.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the company during normal business hours (10.00 am to 5.00 pm) on all working days, up to and including the date of the Extra-Ordinary General Meeting of the company.
12. Members seeking any information with regard to matter to be placed at the Extra-Ordinary General Meeting are requested to write to the undersigned at the Registered Office of the Company, at least 7 days in advance, so as to keep the information ready at the Meeting.
13. The Route map of the venue of the meeting is enclosed herewith.

**14. Voting through electronic means:**

In compliance with provision of section 108 of the companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their votes electronically in the Extra-Ordinary General Meeting (EGM). The business may be transacted through remote e-voting Services provided by National Securities Depository Limited (NSDL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-**

**(A)** The remote e-voting period begins on Wednesday, 13<sup>th</sup> March, 2024 at 09.00 A.M and ends on Friday, 15<sup>th</sup> March, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Saturday, 09<sup>th</sup> March, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 09<sup>th</sup> March, 2024.





**(B) The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:**

**STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**

**A. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.  2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select " <b>Register Online for IDeAS Portal</b> " or click at

	<p><a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43
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**B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to cast your vote electronically.

(iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (v) Password details for shareholders other than Individual shareholders are given below:
  - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - (c) How to retrieve your ‘initial password’?
    - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
  - (d) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
    - Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(vi) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

(vii) Now, you will have to click on "Login" button

(viii) After you click on the "Login" button, Home page of e-Voting will open.

#### **STEP 2 : CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **(C) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the email id of the Company i.e., at [sreechem@sreechem.in](mailto:sreechem@sreechem.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the email id of the Company i.e., at [sreechem@sreechem.in](mailto:sreechem@sreechem.in)
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)
4. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

#### **(D) General Instructions:**

1. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [sreechem@sreechem.in](mailto:sreechem@sreechem.in) with a copy marked to the scrutinizer at [kothari.navin@yahoo.com](mailto:kothari.navin@yahoo.com) and, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) on or before Friday, 15<sup>th</sup> March, 2024 upto 05:00 P.M without which the vote shall not be treated as valid.
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e., Saturday, 09<sup>th</sup> March, 2024. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
  4. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of EGM and holds shares as of the cut-off date i.e., Saturday, 09<sup>th</sup> March, 2024. may obtain the login ID and password by sending a request at to the Company at [sreechem@sreechem.in](mailto:sreechem@sreechem.in). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password
15. A member may participate in the EGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the EGM

16. The facility for voting through ballot will also be made available at the EGM, and members attending the EGM who have not already cast their vote by remote e-voting will be able to exercise their right at the EGM. Shareholders who have not cast their vote electronically, by remote e-voting may cast their vote at the EGM through ballot paper.
17. At the end of the discussion at the EGM, on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
18. **Scrutiny of the Voting Process:**
- a. The Board of directors has appointed Mr. Navin Kothari, Proprietor, M/s. N.K & ASSOCIATES, Company Secretaries (Membership No. 5935 Certificate of Practice No. 3725) as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner.
  - b. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than two working days from the conclusion of the EGM to the Chairman of the Extra-Ordinary General Meeting. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
  - c. The result, along with the Scrutinizer's Report, will be placed on the Company's website, [www.sreechem.in](http://www.sreechem.in) and on the website of NSDL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to BSE Ltd.

**By order of the Board of Directors  
For SREECHEM RESINS LIMITED**

**Sd/-  
BINOD SHARMA  
(DIN: (00557039)  
MANAGING DIRECTOR**

**Date :16.02.2024  
Place: Kolkata**



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO  
SECTION 102 OF THE COMPANIES ACT, 2013**

**Item 1: ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT BASIS:**

The Board informs that there is a need for infusion of funds in the form of equity share capital to support the Company in achieving the growth of its business and meet its working capital requirements.

Therefore, the Board of Directors at their Meeting held on Friday, 16<sup>th</sup> February, 2024, subject to the approval of Members and such other approvals as may be required, have decided to issue, offer and allot at an appropriate time, in one or more tranches, up to 2,00,000 (Two Lakh) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 48.61/- (Rupees Forty Eight and Sixty One Paise Only) per Equity Share including a premium of Rs. 38.61/- (Rupees Thirty Eight and Sixty One Paise Only) per share (the "Preferential Allotment Price"), aggregating to not exceeding Rs. 97,22,000/- (Rupees Ninety Seven Lakhs and Twenty Two Thousand Only), to the below mentioned individuals forming part of the Promoter and/or Promoter Group of the Company (the "Proposed Allottees") on preferential issue basis, who have agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations").

<b>Sr. No</b>	<b>Name of the Proposed Allottees</b>	<b>PAN of the Proposed Allottees</b>	<b>Number of Equity Shares</b>	<b>Consideration</b>
1	Vikram Kabra	AKKPK0325Q	1,00,000	48,61,000
2	Vibhor Sharma	BCVPS0303Q	1,00,000	48,61,000

Further, in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), each as amended from time to time, approval of members by way of special resolution is required for allotment of equity shares on preferential issue basis.

Accordingly, the consent of the members by way of special resolution is sought in terms of Section 42 & 62(1)(c) of the Act and Chapter V of the SEBI ICDR Regulations for issue and allotment of 2,00,000 (Two Lakh) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 48.61/- (Rupees Forty Eight and Sixty One Paise Only) per Equity Share including a premium of Rs. 38.61/- (Rupees Thirty Eight and Sixty One Paise Only) per share (the "Preferential Allotment Price"), aggregating to not exceeding Rs. 97,22,000/- (Rupees Ninety Seven Lakhs and Twenty Two Thousand Only) to the Proposed Allottees on preferential issue basis.

The relevant disclosures as required in terms of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of SEBI ICDR Regulations, as amended from time to time are as under:

**i. Objects of the preferential issue:**

The proposed issue of 2,00,000 (Two Lakh) fully paid up Equity Shares of the Company to the Proposed Allottees on preferential issue basis is being made for Rs. 97,22,000/- (Rupees Ninety Seven Lakhs and Twenty Two Thousand Only), with the object of supporting the Company in achieving the growth of its business and accordingly such funds are proposed to be utilized for meeting the working capital requirements of the Company.

**ii. Total Number of Shares to be issued:**

Issue and Allotment of 2,00,000 (Two Lakh) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 48.61/- (Rupees Forty Eight and Sixty One Paise Only) per Equity Share including a premium of Rs. 38.61/- (Rupees Thirty Eight and Sixty One Paise Only) per share, aggregating to not exceeding Rs. 97,22,000/- (Rupees Ninety Seven Lakhs and Twenty Two Thousand Only) to the Proposed Allottees on preferential issue basis for a Cash Consideration.

**iii. Price at which the allotment is proposed:**

The minimum price at which allotment is proposed to be made is Rs. 48.61/- (Rupees Forty Eight and Sixty One Paise Only) per Equity Share (Based on the valuation report dated 16<sup>th</sup> February, 2024 issued by Mr. Mohit Jhunjhunwala, Registered Valuer - Securities & Financial Assets (Reg. No.: IBBI/RV/01/2020/13487))

**iv. Basis on which the price has been arrived at along with report of the registered valuer:**  
Mr. Mohit Jhunjhunwala, Registered Valuer – Securities & Financial Assets (Reg. No.: IBBI/RV/01/2020/13487) issued the valuation report dated 16<sup>th</sup> February, 2024 determining the issue price for the proposed preferential issue of equity shares. The said valuation is based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

**v. Relevant Date with reference to which the price has been arrived at:**  
In accordance with Regulation 161(a) of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the price “i.e. Rs. Rs. 48.61/- (Rupees Forty Eight and Sixty One Paise Only) per share” of the Equity Shares for the purpose of the preferential issue is 15<sup>th</sup> February, 2024, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

**vi. Class or classes of persons to whom the allotment is proposed to be made:**  
The identified individuals, to whom this preferential issue of Equity Shares is proposed to be made, form part of the Promoter and/or Promoter Group of the Company.

**vii. Intention of Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:**  
The Equity Shares are proposed to be offered to the Individuals, forming part of the Promoter and/or Promoter Group of the Company (the “Proposed Allottees”), who intends to subscribe to the preferential issue. Apart from the proposed allottees, none of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company intends to subscribe to the offer.

**viii. Proposed timeframe within which the preferential issue shall be completed:**  
In accordance with Regulation 170 of the SEBI ICDR Regulations, the said Equity Shares shall be issued and allotted within a period of fifteen (15) days from the date of passing this Resolution; provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or permission or such other extended period as may be permitted under the applicable SEBI ICDR Regulations as amended from time to time;

**ix. Names of the proposed allottees and the percentage of Post Preferential Issue capital that may be held by them:**

Sr. No	Name of the Proposed Allottees	Pre-Preferential Issue		Post-Preferential Issue	
		Number of Equity Shares Held	% of Shareholding	Number of Equity Shares Held	% of Shareholding
1	Vikram Kabra	15,900	0.40%	1,15,900	2.76%
2	Vibhor Sharma	1,300	0.03%	1,01,300	2.41%

**x. Change in control, if any, in the Company consequent to the Preferential Issue:**  
The Equity Shares are proposed to be offered to the Individuals, forming part of the Promoter and/or Promoter Group of the Company and hence there is no change in Control consequent to the Preferential Issue.

**xi. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**  
The Company has not allotted any Equity Shares on preferential issue basis during the Current Financial Year.

**xii. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**  
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the proposed preferential issue is for a Cash Consideration.

**xiii. The pre and post issue shareholding pattern of the Company:**

Sr. No	Category	Pre-Preferential Issue		Post-Preferential Issue	
		Number of Equity Shares Held	% of Shareholding	Number of Equity Shares Held	% of Shareholding
<b>A</b>	<b>Promoters' Shareholding</b>				
1	Indian:				
	-Individual	8,41,700	21.04%	10,41,700	24.80%
	-Body Corporate	-	-	-	-
	Sub-total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	<b>Sub-total (A)</b>	<b>8,41,700</b>	<b>21.04%</b>	<b>10,41,700</b>	<b>24.80%</b>
<b>B</b>	<b>Non-Promoters' Shareholding</b>				
1	Institutional Investors	1,900	0.05%	1,900	0.05%
2	Non-Institutional Investors:	-	-	-	-
	-Private Corporate Bodies	-	-	-	-
	-Directors and Relatives	-	-	-	-
	-Indian Public	21,33,900	53.35%	21,33,900	50.80%
	-Others (Including NRI's)	10,22,500	25.56%	10,22,500	24.35%
	Sub-total	31,56,400	78.91%	31,56,400	75.15%
	<b>Sub-total (B)</b>	<b>31,58,300</b>	<b>78.96%</b>	<b>31,58,300</b>	<b>75.20%</b>
	<b>Grand Total (A+B)</b>	<b>40,00,000</b>	<b>100%</b>	<b>42,00,000</b>	<b>100%</b>

**xiv. Maximum Number of specified securities to be issued:**

Issue and Allotment of 2,00,000 (Two Lakh) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 48.61/- (Rupees Forty Eight and Sixty One Paise Only) per Equity Share including a premium of Rs. 38.61/- (Rupees Thirty Eight and Sixty One Paise Only) per share, aggregating to not exceeding Rs. 97,22,000/- (Rupees Ninety Seven Lakhs and Twenty Two Thousand Only) to the Proposed Allottees on preferential issue basis for a Cash Consideration.

**xv. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

All the Proposed allottees are Natural Persons.

**xvi. Undertakings:**

- The Issuer undertakes that they shall re-compute the price of the specified securities in terms of the provision of SEBI ICDR Regulations, as amended where it is required to do so.
- The Issuer undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI ICDR Regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

**xvii. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:**

Disclosure is not applicable in the present case as neither the Company nor its Promoters/Directors are willful defaulters or fraudulent borrowers.

**xviii. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:**

The Proposed Allottees form part of the Promoters and/or Promoter Group of the Company and there will be no change in their status post the preferential issue.

**xix. Practicing Company Secretary's Certificate:**

The certificate of M/s N.K & Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, is kept open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to the date of this Extra-Ordinary General Meeting. The certificate will also be made available on the website of the Company at [www.sreechem.in](http://www.sreechem.in).

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Mr. Vikram Kabra (DIN: 00746232), Whole Time Director, Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director and Mr. Binod Sharma (DIN: 00557039), Managing Director and their relatives.

**The Board of Directors recommend passing of the resolution as set out at item 1 of this Notice as a Special Resolution.**

**Item No. 2: RE-APPOINTMENT OF MR. VIBHOR SHARMA (DIN: 03011540) AS WHOLE TIME DIRECTOR:**

Mr. Vibhor Sharma (DIN: 03011540), aged 36 years, was appointed in the Board as the Wholetime Director with effect from 01<sup>st</sup> April, 2019 to hold office for a term of 5 years.

During FY 2023-2024 Mr. Vibhor Sharma (DIN: 03011540) will be paid a consolidated remuneration of Rs. 48,00,000/- per annum.

The Board of Directors at its meeting held on 16<sup>th</sup> February, 2024 pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of Nomination and Remuneration Committee subject to the approval of the Shareholders, re-appointed Mr. Vibhor Sharma (DIN: 03011540) as Whole time Director of the Company with effect from 01<sup>st</sup> April, 2024 for a period of five years on the following terms and conditions;

**TERMS OF APPOINTMENT:**

1. His tenure of appointment will be from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029;
2. He shall be paid a consolidated Remuneration of Rs. 48,00,000/- per annum, subject to annual increment as may be decided by the Board of Directors of the company;
3. He shall be reimbursed for the expenses incurred for the benefit and development of the Company;
4. During the tenure of his appointment he will be liable to retire by rotation; and
5. He shall not be paid any sitting fee for attending the Meetings of the Board of Directors and Committees thereof.

Mr. Vibhor Sharma holds M.B.A. (Finance & Marketing) and B.E. in Electronics & Communication. He has vast knowledge in the fields of Business Strategy, Finance, Credit Rating, Marketing, Automation and Process Control, Projects & Operations and has over a decade of experience working in diverse sectors like Banking, Process Plants for Iron and Steel Sector and Cement. In the past, he was associated with Axis Bank, SSAB Energy & Minerals Ltd., Emami Cement Ltd.

Mr. Vibhor Sharma (DIN: 03011540) holds Directorships in the following companies/LLP other than Sreechem Resins Limited:

S.No	Name of the Company	Date of Appointment	Designation
1	BSN INVESTMENTS PVT LTD	26/03/2010	Director
2	SRL WOOD PRODUCTS PRIVATE LIMITED	21/05/2010	Director
3	SHREECHEM INDUSTRIES PVT LTD	01/11/2010	Director
4	R S PLANTATION PRIVATE LIMITED	14/12/2011	Director
5	SARAF PLANTATION PRIVATE LIMITED	14/12/2011	Director
6	PRAGMATIQUE CHEMICAL SOLUTIONS LLP	14/09/2015	Designated Partner
7	MACERAL MODIFIERS PRIVATE LIMITED	09/09/2022	Director

Mr. Vibhor Sharma (DIN: 03011540) does not hold any positions in any of the committees of the Board of Directors of our Company.

Mr. Vibhor Sharma (DIN: 03011540) does not hold any membership/chairmanship in Committees of Board in any other Company.

Mr. Vibhor Sharma (DIN: 03011540) did not hold any Directorship/membership/chairmanship in Committees of Board in any other listed entity during the last three years.

Mr. Vibhor Sharma (DIN: 03011540) holds 1300 Equity Shares in our Company.

Mr. Vibhor Sharma (DIN: 03011540) during the FY 2023-2024 attended Six (6) Meetings of Board of Directors.

The Company has received from Mr. Vibhor Sharma (DIN: 03011540);

- a. Consent in writing to act as Whole Time Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,

- b. Intimation of Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub Section (2) of Section 164 of the Companies Act, 2013.

The "Nomination and Remuneration Committee" and the "Board of Directors" of the Company are of the strong opinion that with experience and expertise as mentioned above Mr. Vibhor Sharma (DIN: 03011540) will be able to guide and take the Company's business to next level.

Mr. Vibhor Sharma (DIN: 03011540) is not related to any of the other Director(s) and KMP(s) of the Company except, Mr. Binod Sharma (DIN: 00557039), Managing Director of the Company.

**Information in terms of Section II of Part II of the Schedule V of the Companies Act, 2013.**

**I. General Information:**

**1. Nature of Industry:**

Sreechem Resins Limited is a leading manufacturer of Phenolic Resins & Allied Products. Over the last 3 decades the company has consolidated its position as a market leader in Refractory Resin. With the upswing of the Steel manufacturing industries in the country, the requirement of refractories will automatically go up. In turn, the supply of our Resin to the refractory industries, who are catering to the requirement of Steel Plants, will also go up substantially.

**2. Date or expected date of Commencement of Commercial Production:**

The Company has been into existence since 1988 and is focused on contributing to the growth of Resin Sector and in turn the increase in Economic activities.

**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 as the company is already in to existence.

**4. Financial Performance based on given indicators:**

Particulars	Rs. In Lakhs		
	FY 2022-2023	FY 2021-2022	FY 2020-2021
Profit before Tax	108.93	411.31	240.69
Profit after Tax	81.63	310.03	185.43
Net-worth	1143.44	1061.82	751.79

**5. Foreign Investments or collaborations, if any:**

Nil

**II. Information about Mr. Vibhor Sharma (DIN: 03011540)**

**1. Background Details:**

Mr. Vibhor Sharma holds M.B.A. (Finance & Marketing) and B.E. in Electronics & Communication. He has vast knowledge in the fields of Business Strategy, Finance, Credit Rating, Marketing, Automation and Process Control, Projects & Operations and has over a decade of experience working in diverse sectors like Banking, Process Plants for Iron and Steel Sector and Cement. In the past, he was associated with Axis Bank, SSAB Energy & Minerals Ltd., Emami Cement Ltd.

**2. Past Remuneration:**

He was being paid a consolidated fixed remuneration of Rs. 48,00,000/- per annum.

**3. Recognition or Awards:**

Not Applicable

**4. Job Profile and his suitability:**

Mr. Vibhor Sharma (DIN: 03011540) is the Wholetime Director of the Company. Mr. Vibhor Sharma holds M.B.A. (Finance & Marketing) and B.E. in Electronics & Communication. He has vast knowledge in the fields of Business Strategy, Finance, Credit Rating, Marketing, Automation and Process Control, Projects & Operations and has over a decade of experience working in diverse sectors like Banking, Process Plants for Iron and Steel Sector and Cement. In the past, he was associated with Axis Bank, SSAB Energy & Minerals Ltd., Emami Cement Ltd. He shall carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him subject to superintendence, control and directions of the Board.

As he has vast knowledge in Business Strategy, Finance, Credit Rating, Marketing, Automation and Process Control, Projects & Operations, Banking, Process Plants for Iron and Steel Sector and Cement he is suitable to occupy this position.

**5. Remuneration Proposed:**

It is proposed to pay Mr. Vibhor Sharma (DIN: 03011540) fixed consolidated remuneration of Rs. 48,00,000/- per annum and further the authority of the shareholders of the Company is sought to empower the Board of Directors of the Company to alter the terms of his re-appointment as may be deemed fit by the Board of the Company, subject to the provisions of the Companies Act.

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable with the remuneration in similar sized industries in same/similar segment of business for this position and profile.

**7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any:**

Except for the below mentioned Pecuniary relationship, Mr. Vibhor Sharma (DIN: 03011540) does not have any other Pecuniary relationship with the company:

(a) Remuneration as proposed in the resolution.

(b) Mr. Vibhor Sharma (DIN: 03011540) holds 1300 Equity Shares in Sreechem Resins Limited.

(c) Further Mr. Vibhor Sharma is not related to any of the other Director(s), and KMP(s) of the Company except to Mr. Binod Sharma (DIN: 00557039), Managing Director of the Company.

**I. Other information:**

**1. Reasons of Inadequate Profit;**

The Company operates in an industry where volatility is the order of the day.

**2. Steps taken/proposed to be taken for improvement:**

The Company has developed new Products, which has been approved by a leading Steel manufacturer. The initial results of the product are to the satisfaction of the Steel manufacturer. The Board is confident of improving the financial position of the company in years to come

**3. Expected increase in productivity and profits in measurable terms:**

The Company is aiming to increase the production and turnover of the newly developed products of the company and become more profitable.

**II. Disclosure:**

**(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of Mr. Vibhor Sharma. Whole Time Director:**

Mr. Vibhor Sharma is being paid remuneration of Rs. 48,00,000/- per annum for the Financial year 2023-2024. The same shall continue for the Financial year 2024-2025.

**(ii) Details of Fixed Component and Performance linked incentives along with the performance criteria:**

The Company currently pays remuneration to only the Executive Directors. The Company does not pay any remuneration in which ever name so called to its Non-Executive Directors. The entire remuneration being paid to Mr. Vibhor Sharma, Whole Time Director contains Fixed Component.

**(iii) Service Contract, Notice Period and Severance Fees:**

The Company has not entered in to any Service Contract with Mr. Vibhor Sharma, Whole Time Director. Thus, there is no Fixed Notice Period or Severance Fees.

**(iv) Stock Option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:**

The Company currently does not have any stock option scheme for its Employees or Directors.

The Resolution seeks the approval of members for the re-appointment of Mr. Vibhor Sharma (DIN: 03011540) as the Whole Time Director of the Company for a period of five years i.e. from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 under the provisions of Section 196 and 197 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Vibhor Sharma (DIN: 03011540) as the Whole Time Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Vibhor Sharma (DIN: 03011540) as the Whole Time Director of the company.

This Explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Mr. Vibhor Sharma (DIN: 03011540), Whole Time Director and Mr. Binod Sharma (DIN: 00557039), Managing Director and their relatives.

**The Board, on recommendation of the Nomination and Remuneration committee, recommends the resolution set forth in Item No. 2 for the approval of the Members as a Special Resolution.**

**By order of the Board of Directors  
For SREECHEM RESINS LIMITED**

**SD/-  
BINOD SHARMA  
(DIN: (00557039)  
MANAGING DIRECTOR**

**Date :16.02.2024  
Place: Kolkata**

**SREECHEM RESINS LIMITED**

**CIN: L24222OR1988PLC002739**

Regd Office: Vill: Jhagarpur, Post Box No. 13, Post: Rajgangpur – 770 017, Dist: Sundargarh, Odisha | Tel No. (06624) 211 943,  
Corporate Office: 23A. Netaji Subhas Road, 11<sup>th</sup> Floor, Room No. - 11, Kolkata – 700 001 | Tel No. (033) 4005 0586  
Email: sreechem@sreechem.in, Website: www.sreechem.in

**Attendance Slip**

**(To be handed over at the entrance of the meeting Hall)**

**(Extra-Ordinary General Meeting on 16<sup>th</sup> March, 2024)**

**I/We hereby record my presence at the Extra-Ordinary General Meeting of Sreechem Resins Ltd held on Saturday, 16<sup>th</sup> March, 2024 at 11:00 AM at the registered office of the company situated at Jhagarpur P O Box No 13, Rajgangpur, Orissa- 770017, India**

**Full Name of the member (IN BLOCK LETTERS): .....**

**Folio No. .... DP ID No. .... Client ID No. ....**

**Full Name of Proxy (In BLOCK LETTERS): .....**

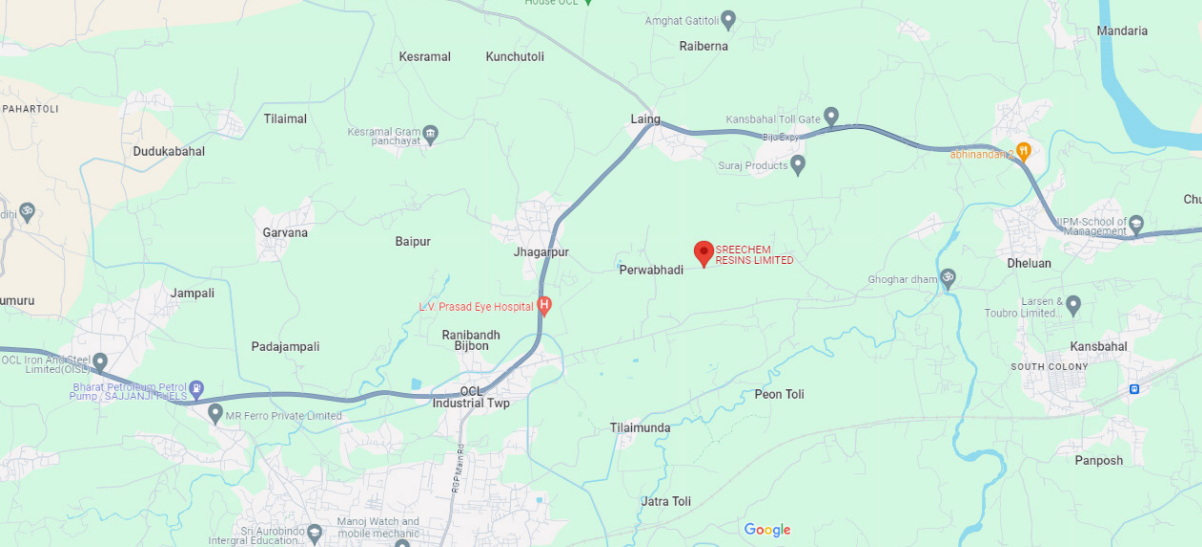
**Member/ Proxy(s) Signature: .....**

**Note:**

1. Please complete the Folio/ DP ID- Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Notice of the Extra-Ordinary General Meeting (EGM) along with Attendance Slip and Proxy Form is being sent to all members whose e-mail address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.



**ROUTE MAP TO THE VENUE OF THE MEETING:**



**SREECHEM RESINS LIMITED**  
**CIN: L24222OR1988PLC002739**

Regd Office: Vill: Jhagarpur, Post Box No. 13, Post: Rajgangpur – 770 017, Dist: Sundargarh, Odisha | Tel No. (06624) 211 943,  
Corporate Office: 23A. Netaji Subhas Road, 11<sup>th</sup> Floor, Room No. - 11, Kolkata – 700 001 | Tel No. (033) 4005 0586  
Email: sreechem@sreechem.in, Website: www.sreechem.in

**(Extra-Ordinary General Meeting on 16<sup>th</sup> March, 2024)**  
**FORM NO. MGT-11**

**PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules, 2014]

CIN : L24222OR1988PLC002739  
Name of the Company : Sreechem Resins Limited  
Regd office : Vill: Jhagarpur, Post Box No. 13,  
Post: Rajgangpur – 770 017  
Dist: Sundargarh, Odisha  
Name of the Members :  
Registered Address :  
E- Mail Id :  
Folio No./ Client no :  
DP ID :

I/ We, being the member(s) of Sreechem Resins Limited holding ..... Equity Shares of the above company, hereby appoint.

Name..... Address.....  
E-mail Id: ..... Signature..... or failing him

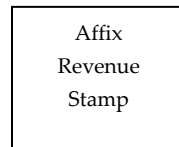
Name..... Address.....  
E-mail Id: ..... Signature..... or failing him

Name..... Address.....  
E-mail Id: ..... Signature..... or failing him

As my proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Saturday, the 16<sup>th</sup> day of March, 2024 at 11.00 AM at the registered office of the company situated at Jhagarpur P O Box No 13, Rajgangpur, Orissa- 770017, India and at any such adjournment thereof in respect of such resolution(s) as are indicated below.

Resolution	For	Against
<b>SPECIAL BUSINESS:</b>		
1. Issue of Equity Shares on a Preferential Allotment Basis		
2. Re-Appointment of Mr. Vibhor Sharma (DIN: 03011540) as Whole Time Director		

Signed this .....Day of ..... 2024



Signature of the Shareholder(s)..... Signature of Proxy(s).....

NOTES: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.