



**SAURAV CHEMICALS LIMITED**

CIN: U24112PB1993PLC014017

Registered office: Village Saidpura,  
Derabassi-Barwala Road, Derabassi, Distt. Mohali

Website: www.sauravchemicals.com

E-mail id: kiran.chauhan@sauravchemicals.com

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Thirty-First Annual General Meeting of the Members of the Company will be held on **Tuesday, the 9<sup>th</sup> day of July 2024 at 10.30 a.m.** (IST) through video conferencing (VC) or other audio-visual mode (OAVM). The venue of the Meeting shall be deemed to be the registered office at Village Saidpura, Derabassi-Barwala Road, Derabassi, Distt. Mohali, Punjab India. The following business will be transacted at the Meeting:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Annual Financial Statements containing the Balance Sheet, the Statement of Profit and Loss Account, Cash Flow Statement for the year ended 31<sup>st</sup> March 2024 and Notes forming part of the financial statements together along with the Auditor's and Director's reports and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

**"RESOLVED THAT** Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024 together with the Auditor's and Director's report be and are hereby received, considered and adopted."

2. To appoint a director in place of Mr. Udayan Sengupta (DIN: 00155415) who retires by rotation and being eligible, offers himself for re-appointment and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

**"RESOLVED THAT** Mr. Udayan Sengupta (DIN: 00155415) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

3. To appoint a director in place of Mr. Naohiro Yoshida (DIN: 09283051) who retires by rotation and being eligible, offers himself for re-appointment and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

**"RESOLVED THAT** Mr. Naohiro Yoshida (DIN: 09283051) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

4. To confirm the interim dividend of Rs.15/- per share paid for the Financial Year 2023-24 and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

**"RESOLVED THAT** an interim dividend of Rs. 15/- per Equity Share of Rs.10/- each, paid for the Financial Year 2023-24, be and is hereby confirmed."

5. To approve the final dividend for the Financial Year ending on 31<sup>st</sup> March 2024 and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

**"RESOLVED THAT** a final dividend of Rs.15/- per Equity Share of Rs. 10/- each for the Financial Year 2023-24, as recommended by the Board in its Meeting held on 7<sup>th</sup> June 2024, be and is hereby approved and declared."

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## SPECIAL BUSINESS

6. To approve the remuneration of the Cost Auditors for the financial year 2024-25 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 and all other applicable provisions of the Companies Act, 2013 and read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s Shakti K. Associates, Cost Accountants (Registration No. 100580) appointed by the Board of Directors of the Company in its Meeting held on 7<sup>th</sup> June 2024, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ended on 31<sup>st</sup> March 2025, amounting to Rupees Ninety-Five Lacs, plus GST. The said remuneration to be paid to M/s Shakti K. Associates be and is hereby approved and ratified.


**RESOLVED FURTHER THAT** Mr. Parveen Goyal, Chairman cum Managing Director or Saurav Goyal, Whole time Director or Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things may be necessary to give effect to this resolution.”

7. Regularization of Mrs. Shweta Mehta as a Woman Director of the Company 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 152, 161 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Ms. Shweta Mehta, (DIN: 00158195), who was appointed as an Additional Director of the Company with effect from 28.08.2023 and who holds office up to the date of the Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member under Section 161 of the Companies Act, 2013 proposing his candidature for the office of Director and the same has been recommended by the Nomination and Remuneration Committee in its Meeting held on 13<sup>th</sup> May 2024 and the Board in its Meeting held on 7<sup>th</sup> June 2024, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** either of Mr. Parveen Goyal, Chairman cum Managing Director or Company Secretary of the Company, be and are hereby authorized severally to file necessary forms with the Registrar of Companies in this regard.”

For and on behalf of the Board of Directors



(Parveen Goyal)

Chairman cum Managing Director

DIN: 00155519

Address: H. No. 466, Sector-6,  
Panchkula-134109

Place: Panchkula  
Date: 07-June-2024

### NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting, is annexed hereto. The Board of Directors of the Company at its Meeting held on 7<sup>th</sup> June 2024 considered that the special items Nos. 6 to 7, which are considered unavoidable, be transacted at the 31<sup>st</sup> Annual General Meeting of the Company.

## 2. General Instructions for accessing and participating in the 31<sup>st</sup> Annual General Meeting

- Pursuant to General Circular Nos.14/2020, 17/2020, 20/2020, 02/2021, 2/2022 and 10/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January 2021, 5<sup>th</sup> May 2022 and 28<sup>th</sup> December 2022, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) the 31<sup>st</sup> AGM of the Company is being conducted through video conferencing (VC) or other audio visual means (OAVM), which does not require the physical presence of Members at a common venue.
- In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 31<sup>st</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through and participating in the 31<sup>st</sup> AGM through VC/ OAVM.
- Members may join the AGM through VC/OAVM facility by clicking on the invitation sent through Microsoft Teams separately on the registered mail id of the Members, this link shall be kept open for the Members from 10:15 a.m. IST i.e. 15 minutes before the time scheduled to start the AGM.
- Attendance of the Members participating in the 31<sup>st</sup> AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- Members may cast their vote by sending assent or dissent on the above-said resolutions through ballot paper on the mail id [kiran.chauhan@sauravchemicals.com](mailto:kiran.chauhan@sauravchemicals.com) during the Meeting.
- In line with the MCA Circulars the Notice of the AGM will be available on the website of the Company at [www.sauravchemicals.com](http://www.sauravchemicals.com).
- Members are requested to notify changes (if any, in their address, email i.d., nominations etc.) in their address if any to the Company.
- Notice of the AGM (along with Attendance Slip, ballot paper) and the Annual Report for the F.Y. 2023-24 are being sent electronically to the Members whose email i.ds are registered with the Company unless any Member has requested for a physical copy of the same.
- Members holding shares in the physical form are requested to apply for dematerialization of the shares.
- Members are requested to quote ledger folio numbers /DPID and Client ID in their correspondence.
- Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the queries to the Company at [kiran.chauhan@sauravchemicals.com](mailto:kiran.chauhan@sauravchemicals.com) at least ten days prior to the Meeting so that the required information can be shared through e-mail.
- The Board of Directors has recommended a Final Dividend of Rs.15/- per Equity Share for the year ended 31<sup>st</sup> March 2024 subject to the approval of the shareholders at the 31<sup>st</sup> AGM. During the year 2023-24, an Interim Dividend of Rs.15/- per equity share was paid within a specified time.
- Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source (“TDS”) from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (“the IT Act”). In general, to enable compliance with TDS requirements, Members are requested to

update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at kiran.chauhan@sauravchemicals.com. For details, Members may refer to the "Communication on TDS on Dividend Distribution" enclosed with this Notice of AGM.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM NO.6

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to conduct an audit of its cost records for specified products conducted by a Cost Accountant. Based on the recommendation of the Audit Committee, the Board of Directors of the Company in its Meeting held on 7<sup>th</sup> June 2024 had approved the re-appointment of M/s Shakti K. Associates, Cost Accountants (Registration No. 100580), as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year 2024-25 at a remuneration of Rupees Ninety-Five Thousand per annum plus applicable taxes.

None of the Directors or Key Managerial Personnel or their relatives are, in any way concerned or interested financially or otherwise, in the proposed Ordinary Resolution set out in item no-6.

### ITEM NO. 7

Mrs. Shweta Mehta, who was appointed as an Additional Director w.e.f. 28.08.2023 in accordance with the provisions of the Companies Act, 2013. The above Director holds office up to the date of the ensuing Annual General Meeting and has offered herself for re-appointment. In this regard, the Company has received a request in writing from a Member of the Company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013.

The Members are further informed that the regularization of the appointment of Mrs. Shweta Mehta, as Woman Director requires your approval in the General Meeting and therefore, the Board recommends the above resolution for your approval.

None other than Mrs. Shweta Mehta, Director or Key Managerial Personnel or their relatives are, in any way concerned or interested financially or otherwise, in the proposed Ordinary Resolution set out in item no. 7.

For and on behalf of the Board of Directors



(Parveen Goyal)

Chairman cum Managing Director

DIN: 00155519

Address: H. No. 466, Sector-6,  
Panchkula-134109

Place: Panchkula

Date: 07-June-2024



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[www.sauravchemicals.com](http://www.sauravchemicals.com), e-mail: [kiran.chauhan@sauravchemicals.com](mailto:kiran.chauhan@sauravchemicals.com)

**ATTENDANCE SLIP**

Members are requested to send this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Regd Folio No./ Client ID & DP ID	
No. of Shares	

Name of the Shareholder	
Address of the Shareholder	

I/ We hereby record my/ our presence at the **31<sup>ST</sup> ANNUAL GENERAL MEETING** of the Company held on **Tuesday, the 9<sup>th</sup> day of July 2024 at 10.30 a.m.** through video conferencing or other audio-visual mode.

Signature of the Shareholder



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[www.sauravchemicals.com](http://www.sauravchemicals.com), e-mail: [kiran.chauhan@sauravchemicals.com](mailto:kiran.chauhan@sauravchemicals.com)

Form No.: MGT- 12

**Ballot Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Ballot Paper for a poll on the resolutions at 31<sup>st</sup> Annual General Meeting of Saurav Chemicals Limited (CIN: U24112PB1993PLC014017) held on Tuesday, the 9<sup>th</sup> day of July 2024 at 10.30 a.m. through video conferencing or other audio visual modes.

**BALLOT PAPER**

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ Client ID & DP ID	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item (Ordinary /Special Resolutions)	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the Audited Annual Financial Statements containing the Balance Sheet, the Statement of Profit and Loss Account, Cash Flow Statement for the year ended 31 <sup>st</sup> March 2024 and Notes forming part of the financial statements together with the Auditor's and Director's reports.			
2	To appoint a director in place of Mr. Udayan Sengupta (DIN: 00155415) who retires by rotation and being eligible, offers himself for re-appointment.			
3	To appoint a director in place of Mr. Naohiro Yoshida (DIN: 09283051) who retires by rotation and being eligible, offers himself for re-appointment.			
4	To confirm the interim dividend of Rs.15/- per share paid for the Financial Year 2023-24.			

5	To approve the final dividend for the Financial Year ending on 31 <sup>st</sup> March 2024.			
6	To approve the remuneration of the Cost Auditors for the financial year 2024-25.			
7	Regularization of Mrs. Shweta Mehta as a Woman Director of the Company.			

Note: Please note that only one column (FAVOUR or AGAINST) should be ticked (✓ or X). If a shareholder ticks both columns, then his vote shall be treated as invalid.

Place:

Date:

(Signature of the Shareholder)