



Samrat Pharmachem Limited

Manufacturers & Exporters of Pharmaceutical Chemicals

Regd. Office & Factory

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Phase 4, Ankleshwar - 393002,
Gujarat, India
Tel: +91-7045456789 / 7046456789
Web: www.samratpharmachem.com

CIN: L24230GJ1992PLC017820

Corporate Office

701/702 Business Square,
M. A. Road, Andheri (West),
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Tel: +91-7507534567 / 8760345678
E: contact@samratpharmachem.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Section 108 and the Companies (Management and Administration) Rules, 2014; Circulars issued by the Ministry of Corporate Affairs, Government of India and Circulars issued by the Securities and Exchange Board of India ('SEBI')]

Dear Members,

Notice is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") and other applicable provisions of the Act, the Rules, Circulars and Notifications issued thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof, for the time being in force), General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 02/2021 dated January 13, 2021; No. 10/2021 dated June 23, 2021; No.20/2021 dated December 8, 2021; No. 3/2022 dated May 5, 2022 and No.11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars"), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time); the resolutions set out below are proposed to be considered and passed by the Members of Samrat Pharmachem Limited (hereinafter referred to as "the Company") by Postal Ballot through remote e-voting process.

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, May 5, 2023 ("cut-off date") received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / Link Intime India Private Limited, the Company's Registrar & Transfer Agent (hereinafter referred to as "RTA").

The Company has engaged Services of Link Intime India Private Limited (LINK INTIME) to provide remote e-voting facility to all its members to cast their votes electronically, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the Listing Regulations and aforementioned MCA Circulars. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to Postal Ballot Notice so as to cast their vote electronically not later than 5:00 PM IST on 9th June, 2023 (the last day to cast vote electronically).

The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.



The Explanatory Statement under Section 102(1) of the Act, forming part of the Notice, pertaining to the proposed resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice, for your consideration. Members may note that the Postal Ballot Notice is also available on the Company's website: www.samratpharmachem.com/. The Postal Ballot Notice will also be available on website of LINK INTIME (<https://instavote.linkintime.co.in>) and on the website of Stock Exchange i.e. www.bseindia.com/.

The Board of Directors has appointed Mr. Aqueel Mulla, Practicing Company Secretary, (Membership No. F2973, CP No.3237), A. A. Mulla & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before 12th June, 2023 and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., www.samratpharmachem.com and will be communicated to the Stock Exchange where the Company's shares are listed i.e. BSE. The voting results along with the Scrutinizer's report will also be posted on the Website of LINK INTIME i.e., <https://instavote.linkintime.co.in>.

SPECIAL BUSINESS

ITEM NO. 1:

RE-APPOINTMENT OF MR. LALIT DAMODAR MEHTA (DIN: 00216681) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") at its meeting held on March 16, 2023 and in accordance with the provisions of Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act, the approval and / or consent of the Members be and is hereby accorded for re-appointment of Mr. Lalit Damodar Mehta (DIN: 00216681) as the Chairman and Managing Director of the Company with the benefit of continuity of service, for a period commencing from April 1, 2023 up to March 31, 2026, as well as the payment of salary, a fixed compensation and perquisites (hereinafter referred to as "remuneration"), shall be upon the terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. Lalit Damodar Mehta (DIN: 00216681) and the material terms of which are set out in the Explanatory Statement attached hereto.

RESOLVED FURTHER THAT the said remuneration shall be subject to increments, as approved by the Board and / or Nomination and Remuneration Committee, from time to time, in accordance with the provisions of the Act.



RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including the remuneration payable to him from time to time in such manner on such terms and conditions as may be agreed to between the Company and Mr. Lalit Damodar Mehta as may be permissible at law.

RESOLVED FURTHER THAT the remuneration payable to Mr. Lalit Damodar Mehta (DIN: 00216681) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all such acts, matters, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to the above Resolutions.”

ITEM NO. 2:

RE-APPOINTMENT OF MR. RAJESH LALIT MEHTA (DIN: 00216731) AS EXECUTIVE DIRECTOR OF THE COMPANY

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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") at its meeting held on March 16, 2023 and in accordance with the provisions of Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act, the approval and / or consent of the Members be and is hereby accorded for re-appointment of Mr. Rajesh Lalit Mehta (DIN: 00216731) as the Executive Director of the Company with the benefit of continuity of service, for a period commencing from April 1, 2023 up to March 31, 2026, as well as the payment of salary, a fixed compensation and perquisites (hereinafter referred to as "remuneration"), shall be upon the terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. Rajesh Lalit Mehta (DIN: 00216731) and the material terms of which are set out in the Explanatory Statement attached hereto.

RESOLVED FURTHER THAT the said remuneration shall be subject to increments, as approved by the Board and / or Nomination and Remuneration Committee, from time to time, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including the remuneration payable to him from time to time in such manner on such terms and conditions as may be agreed to between the Company and Mr. Rajesh Lalit Mehta as may be permissible at law.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rajesh Lalit Mehta (DIN: 00216731) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all such acts, matters,



deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to the above Resolutions.”

ITEM NO. 3:

RE-APPOINTMENT OF MR. MEGH RAJESH MEHTA (DIN: 07287394) AS EXECUTIVE DIRECTOR OF THE COMPANY

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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (“the Board”) at its meeting held on March 16, 2023 and in accordance with the provisions of Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act, the approval and / or consent of the Members be and is hereby accorded for re-appointment of Mr. Megh Rajesh Mehta (DIN: 07287394) as the Executive Director of the Company with the benefit of continuity of service, for a period commencing from April 1, 2023 up to March 31, 2026, as well as the payment of salary, a fixed compensation and perquisites (hereinafter referred to as “remuneration”), shall be upon the terms and conditions including remuneration as set out in the agreement entered into between the Company and Mr. Megh Rajesh Mehta (DIN: 07287394) and the material terms of which are set out in the Explanatory Statement attached hereto.

RESOLVED FURTHER THAT the said remuneration shall be subject to increments, as approved by the Board and / or Nomination and Remuneration Committee, from time to time, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to alter and vary the terms and conditions of the appointment including the remuneration payable to him from time to time in such manner on such terms and conditions as may be agreed to between the Company and Mr. Megh Rajesh Mehta as may be permissible at law.

RESOLVED FURTHER THAT the remuneration payable to Mr. Megh Rajesh Mehta (DIN: 07287394) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all such acts, matters, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to the above Resolutions.”

**Place: Mumbai
Dated: 16 March 2023**

For Samrat Pharmachem Limited

**Sd/-
Nishant Kankaria
Company Secretary & Compliance Officer**



NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on 5th May, 2023 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited (“RTA”). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.samratpharmachem.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of LINK INTIME (agency for providing the Remote e-voting facility) i.e., <https://instavote.linkintime.co.in>.
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Link Intime India Private Limited (LINK INTIME), the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e., 5th May, 2023. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.
6. The e-voting period commences on Wednesday, 10th May, 2023 (09:00 AM IST) and ends on Friday, 9th June, 2023 (5:00 PM IST). During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. 5th May, 2023 may cast their vote electronically. The e-voting module shall be disabled by LINK INTIME for voting after 9th June, 2023 (5:00 PM IST). Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
7. In case of any query/grievance in connection with the Postal Ballot through remote e-voting process, Members may contact Mr. Rajiv Ranjan, Assistant Vice President – e-voting, LINK INTIME by e-mail at enotices@linkintime.co.in, Tel: 022-4918 6000 or the Company at contact@samratpharmachem.in, Tel: 91-7507534567
8. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. 9th June, 2023.



9. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before 12th June, 2023 and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.
10. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., www.samratpharmachem.com and will be communicated to the Stock Exchange where the Company's shares are listed i.e. BSE. The voting results along with the Scrutinizer's report will also be posted on the Website of LINK INTIME, <https://instavote.linkintime.co.in>
11. In accordance with the MCA Circulars, Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants and Members who hold shares in physical form are requested to provide their email addresses to Link Intime by sending an e-mail at rnt.helpdesk@linkintime.co.in or to the Company at contact@samratpharmachem.in.

Procedure for Remote e-voting

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by LINK INTIME, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in>. The e-voting event number (EVEN) and period of remote e-voting are set out below:

EVEN	Commencement of e-voting	End of remote e-voting
230116	Wednesday, May 10, 2023 09:00 AM IST	Friday, June 9, 2023 05:00 PM IST

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by LINKINTIME upon the expiry of the aforesaid period.

The 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.

The login method for shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none">• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under



	<p>“Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</p> <ul style="list-style-type: none">• After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name i.e., LINKINTIME, and you will be re-directed to ‘InstaVote’ website for casting your vote during the remote e-voting period.• If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on the company name or e-voting service provider name i.e., LINKINTIME and you will be redirected to the e-voting website of LINKINTIME for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none">• 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e., LINKINTIME. Click on LINKINTIME you will be redirected to InstaVote website for casting the vote during remote e-voting period.• If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi./Registration/EasiRegistration• Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e.,



	<p>LINKINTIME, click on LINKINTIME and you will be will be redirected to InstaVote website for casting the vote during remote e-voting period.</p>								
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name i.e., LINKINTIME and you will be redirected to e-voting service provider website i.e., InstaVote website for casting your vote during the remote e-Voting period. 								
<p>Individual Shareholders holding securities in Physical mode/Non Individual Shareholders holding shares in Demat mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Enter your User ID details as given below <table border="1" data-bbox="664 1050 1214 1465"> <thead> <tr> <th>Manner of holding shares</th> <th>User ID</th> </tr> </thead> <tbody> <tr> <td>For Members who hold shares in demat account with CDSL</td> <td>16 Digit Beneficiary ID</td> </tr> <tr> <td>For Members who hold shares in demat account with NSDL</td> <td>8 Character DP ID followed by 8 Digit Client ID</td> </tr> <tr> <td>For Members who holds shares in physical form</td> <td>Event No. + Folio Number registered with the Company</td> </tr> </tbody> </table> 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 DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. 	Manner of holding shares	User ID	For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID	For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID	For Members who holds shares in physical form	Event No. + Folio Number registered with the Company
Manner of holding shares	User ID								
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID								
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID								
For Members who holds shares in physical form	Event No. + Folio Number registered with the Company								



	<ul style="list-style-type: none"> • Shareholders holding shares in CDSL form, shall provide 'C' or 'D', above. • Shareholders holding shares in NSDL form, shall provide 'D' above • Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in '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). <ol style="list-style-type: none"> 2. Click on 'Login' under 'SHARE HOLDER' tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
<p>Cast your vote electronically</p>	<ol style="list-style-type: none"> i. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. ii. E-voting page will appear. iii. 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). iv. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

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

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

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in 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.

Individual Shareholders holding securities in Physical mode have forgotten the password:

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

- Click on ‘Login’ under ‘SHAREHOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

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

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):

Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have 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 for those Members whose e-mail IDs are not registered with the Depositories /Company for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:



- a) In case shares are held in physical mode please provide folio no., name of Member, 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 e-mail to contact@samratpharmachem.in or rnt.helpdesk@linkintime.co.in.
- b) In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID 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) to contact@samratpharmachem.in. If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.
- c) Alternatively, members may send a request to enotices@linkintime.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.



EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the business mentioned under Item Nos. 1 to 3 of the accompanying Notice:

ITEM NO. 1:

RE-APPOINTMENT OF MR. LALIT DAMODAR MEHTA (DIN: 00216681) AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

The Board of Directors of the Company at its meeting held on Thursday, March 16, 2023 has re-appointed Mr. Lalit Damodar Mehta (DIN: 00216681) as the Chairman & Managing Director of the Company for the period of 3 years from 1st April, 2023 till 31st March, 2026 on the recommendation of the Nomination & Remuneration Committee.

As per the provisions of Section 196(3) of the Companies Act, 2013 & Schedule V, any Managing Director of the Company attaining the age of 70 years cannot continue on the post unless shareholders pass a special resolution confirming the appointment at their duly convened general meeting. Mr. Lalit Damodar Mehta has attained 87 years of age and therefore his continuation in office as a Managing Director should be approved by the shareholders of the Company by passing a special resolution.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Lalit Damodar Mehta and terms & condition of his re-appointment are given below.

Nature of Duties

Mr. Lalit Damodar Mehta, Chairman & Managing Director, shall look after the overall business, administrative, commercial, marketing, technical, financial matters and such other related functions of the Company.

Remuneration

The Managing Director shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in Section 196, 197, 203 and Schedule V of the Companies Act, 2013.

Period

3 years from 1st April, 2023 to 31st March, 2026.

Salary

Rs. 4,00,000 p.m.

Perquisites

Perquisites shall be restricted to an amount equal to annual salary. The perquisites payable to the Managing Director are as under:

The Company shall provide for, or pay the expenses for, a car with driver and telephone facility at the residence of the Managing Director. Provision of, or payment of expenses of, a car for use on the Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed



by the Company to the Managing Director.

Minimum Remuneration

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time.

In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to him, subject to obtaining such approvals as may be required.

Sitting Fees

No sitting fees will be paid to the Managing Director for attending the meeting of the Board of Directors or Committee thereof of the Company.

Mr. Lalit Damodar Mehta aged 87 years is a Science & Law Graduate. He is a first generation entrepreneur. He is also a Promoter of the Company. He has over 55 years of experience in the pharmaceutical industry. He has brought a keen vision & direction to the company. He is the Chairman & Managing Director of the Company since incorporation of the company. His rich experience in the pharmaceutical and chemical industry will be of immense benefit to the Company.

The Company has received necessary consent and declarations that Mr. Lalit Damodar Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and that he has not been debarred from holding the office of Director by virtue of any order from SEBI/ MCA or any other such authority.

Other Terms

- a. He will not become interested or otherwise be concerned directly or through his spouse and / or minor children in any selling agency of the Company without the prior approval of the Central Government.
- b. He will be entitled to re-imbusement of all actual traveling, lodging & boarding expenses and entertainment expenses reasonably incurred in connection with the business of the Company.
- c. He must observe secrecy with regard to information acquired by him in the course of his appointment and shall not use the same for his own purpose either during the currency of this agreement or thereafter.

Additional information in respect of Mr. Lalit Damodar Mehta, as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided below.

As regard to re-appointment of Mr. Lalit Damodar Mehta as Managing Director of the Company in compliance with the applicable provisions of the Companies Act, 2013, Special Resolution in terms as set out in item no 1 of the accompanying Notice is now being placed before the members in the General Meeting for their approval.

The Agreement entered into between the company and the Managing Director is kept for inspection of the members at the Registered Office of the company between 11.00 am to 1.00



pm on all working days as provided under section 190 of the Companies Act, 2013.

The Board commends the Resolution at Item No. 1 for approval by the members.

Except Mr. Lalit Damodar Mehta, Mr. Rajesh Lalit Mehta & Mr. Megh Rajesh Mehta, none of other Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution as set out in Item No. 1 of the accompanying Notice.



Annexure-I

Details of the Directors proposed to be re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings are as given below:

Name	Mr. Lalit Damodar Mehta
DIN	00216681
Age	87 years
Date of appointment on the Board	16-Jun-1992
Date of re-appointment on the Board	16-Mar-2023
Qualification	<ul style="list-style-type: none">▪ Bachelor's Degree in Science (BSc)▪ Bachelor's Degree in Law (LLB)
Names of other Companies in which he holds Directorships	NIL
Listed entities from which he/she has resigned in the past three years	NIL
Companies in which he is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	NIL
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member of: <ul style="list-style-type: none">▪ Corporate Social Responsibility Committee
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	NIL
Relationship with other Directors / Manager / Key Managerial Personnel	Relative: <ul style="list-style-type: none">▪ Father of Mr. Rajesh Mehta▪ Grandfather of Mr. Megh Mehta
Shareholding in the Company including as beneficial Owner	431498 equity shares
Remuneration last drawn (for FY 2022-23)	Rs. 36 Lakhs
No. of Board Meetings attended during the year	8 out of 8

ITEM NO. 2:

RE-APPOINTMENT OF MR. RAJESH LALIT MEHTA (DIN: 00216731) AS EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors of the Company at its meeting held on Thursday, March 16, 2023 has re-appointed Mr. Rajesh Lalit Mehta (DIN: 00216731) as the Executive Director of the Company for the period of 3 years from 1st April, 2023 till 31st March, 2026 on the recommendation of the Nomination & Remuneration Committee.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Rajesh Lalit Mehta and terms & condition of his re-appointment are given below.

Nature of Duties



Mr. Rajesh Lalit Mehta shall look after the financial, technical, marketing & administrative matters and such other related functions of the Company.

Remuneration

The Executive Director shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in Section 196, 197, 203 and Schedule V of the Companies Act, 2013.

Period

3 years from 1st April, 2023 to 31st March, 2026.

Salary

Rs. 3,50,000 p.m.

Perquisites

Perquisites shall be restricted to an amount equal to annual salary. The perquisites payable to the Managing Director are as under:

The Company shall provide for, or pay the expenses for, a car with driver and telephone facility at the residence of the Executive Director. Provision of, or payment of expenses of, a car for use on the Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Executive Director.

Minimum Remuneration

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time.

In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to him, subject to obtaining such approvals as may be required.

Sitting Fees

No sitting fees will be paid to the Executive Director for attending the meeting of the Board of Directors or Committee thereof of the Company.

Mr. Rajesh Lalit Mehta aged 58 years is a Commerce Graduate and a qualified Chartered Accountant. He has over 30 years of experience in Finance, Corporate Affairs & MIS. He is the Executive Director of the Company since incorporation of the company. His rich experience in the pharmaceutical and chemical industry will be of immense benefit to the Company.

The Company has received necessary consent and declarations that Mr. Rajesh Lalit Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and that he has not been debarred from holding the office of Director by virtue of any order from SEBI/ MCA or any other such authority.

Other Terms

- a. He will not become interested or otherwise be concerned directly or through his spouse and / or minor children in any selling agency of the Company without the prior approval of the Central Government.



- b. He will be entitled to re-imbusement of all actual traveling, lodging & boarding expenses and entertainment expenses reasonably incurred in connection with the business of the Company.
- c. He must observe secrecy with regard to information acquired by him in the course of his appointment and shall not use the same for his own purpose either during the currency of this agreement or thereafter.

Additional information in respect of Mr. Rajesh Lalit Mehta, as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided below.

As regard to re-appointment of Mr. Rajesh Lalit Mehta as Executive Director of the Company in compliance with the applicable provisions of the Companies Act, 2013, Special Resolution in terms as set out in item no 2 of the accompanying Notice is now being placed before the members in the General Meeting for their approval.

The Agreement entered into between the company and the Executive Director is kept for inspection of the members at the Registered Office of the company between 11.00 am to 1.00 pm on all working days as provided under section 190 of the Companies Act, 2013.

The Board commends the Resolution at Item No. 2 for approval by the members.

Except Mr. Rajesh Lalit Mehta, Mr. Lalit Damodar Mehta & Mr. Megh Rajesh Mehta, none of other Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution as set out in Item No. 2 of the accompanying Notice.



Details of the Directors proposed to be re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings are as given below:

Name	Mr. Rajesh Lalit Mehta
DIN	00216731
Age	58 years
Date of appointment on the Board	16-Jun-1992
Date of re-appointment on the Board	16-Mar-2023
Qualification	<ul style="list-style-type: none">▪ Bachelor's Degree of Commerce (BCom)▪ Chartered Accountant (CA)
Names of other Companies in which he holds Directorships	NIL
Listed entities from which he/she has resigned in the past three years	NIL
Companies in which he is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	NIL
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member of: <ul style="list-style-type: none">▪ Corporate Social Responsibility Committee
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	NIL
Relationship with other Directors / Manager / Key Managerial Personnel	Relative: <ul style="list-style-type: none">▪ Son of Mr. Lalit Mehta▪ Father of Mr. Megh Mehta
Shareholding in the Company including as beneficial Owner	383542 equity shares
Remuneration last drawn (for FY 2022-23)	Rs. 30 Lakhs
No. of Board Meetings attended during the year	8 out of 8

ITEM NO. 3:

RE-APPOINTMENT OF MR. MEGH RAJESH MEHTA (DIN: 07287394) AS EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors of the Company at its meeting held on Thursday, March 16, 2023 has re-appointed Mr. Megh Rajesh Mehta (DIN: 07287394) as the Executive Director of the Company for the period of 3 years from 1st April, 2023 till 31st March, 2026 on the recommendation of the Nomination & Remuneration Committee.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Megh Rajesh Mehta and terms & condition of his re-appointment are given below.

**Nature of Duties**

Mr. Megh Rajesh Mehta shall look after the marketing & administrative matters and such other related functions of the Company.

Remuneration

The Executive Director shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in Section 196, 197, 203 and Schedule V of the Companies Act, 2013.

Period

3 years from 1st April, 2023 to 31st March, 2026.

Salary

Rs. 1,75,000 p.m.

Perquisites

Perquisites shall be restricted to an amount equal to annual salary. The perquisites payable to the Managing Director are as under:

The Company shall provide for, or pay the expenses for, a car with driver and telephone facility at the residence of the Executive Director. Provision of, or payment of expenses of, a car for use on the Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Executive Director.

Minimum Remuneration

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time.

In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to him, subject to obtaining such approvals as may be required.

Sitting Fees

No sitting fees will be paid to the Executive Director for attending the meeting of the Board of Directors or Committee thereof of the Company.

Mr. Megh Rajesh Mehta aged 30 years has a Bachelor's Degree in Management Studies (BMS), Master's Degree in Commerce (MCom) & Post Graduation in Professional Management (PGPM). He has over 8 years of experience in Marketing & Administration. He is the Executive Director of the Company since 2015. His experience in marketing of pharmaceutical products will be of immense benefit to the Company.

The Company has received necessary consent and declarations that Mr. Megh Rajesh Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and that he has not been debarred from holding the office of Director by virtue of any order from SEBI/ MCA or any other such authority.

Other Terms

- a. He will not become interested or otherwise be concerned directly or through his spouse and / or minor children in any selling agency of the Company without the prior approval of



the Central Government.

- b. He will be entitled to re-imburement of all actual traveling, lodging & boarding expenses and entertainment expenses reasonably incurred in connection with the business of the Company.
- c. He must observe secrecy with regard to information acquired by him in the course of his appointment and shall not use the same for his own purpose either during the currency of this agreement or thereafter.

Additional information in respect of Mr. Megh Rajesh Mehta, as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided below.

As regard to re-appointment of Mr. Megh Rajesh Mehta as Executive Director of the Company in compliance with the applicable provisions of the Companies Act, 2013, Special Resolution in terms as set out in item no 3 of the accompanying Notice is now being placed before the members in the General Meeting for their approval.

The Agreement entered into between the company and the Executive Director is kept for inspection of the members at the Registered Office of the company between 11.00 am to 1.00 pm on all working days as provided under section 190 of the Companies Act, 2013.

The Board commends the Resolution at Item No. 3 for approval by the members.

Except Mr. Megh Rajesh Mehta, Mr. Rajesh Lalit Mehta & Mr. Lalit Damodar Mehta, none of other Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution as set out in Item No. 3 of the accompanying Notice.



Annexure-I

Details of the Directors proposed to be re-appointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings are as given below:

Name	Mr. Megh Rajesh Mehta
DIN	07287394
Age	30 years
Date of appointment on the Board	01-Oct-2015
Date of re-appointment on the Board	16-Mar-2023
Qualification	<ul style="list-style-type: none">▪ Bachelor's Degree in Management Studies (BMS)▪ Masters Degree in Commerce (MCom)▪ Post Graduation in Professional Management (PGPM)
Names of other Companies in which he holds Directorships	NIL
Listed entities from which he/she has resigned in the past three years	NIL
Companies in which he is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	NIL
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member of: <ul style="list-style-type: none">▪ Corporate Social Responsibility Committee
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	NIL
Relationship with other Directors / Manager / Key Managerial Personnel	Relative: <ul style="list-style-type: none">▪ Son of Mr. Rajesh Mehta▪ Grandson of Mr. Lalit Mehta
Shareholding in the Company including as beneficial Owner	46650 equity shares
Remuneration last drawn (for FY 2022-23)	Rs. 15 Lakhs
No. of Board Meetings attended during the year	8 out of 8

Place: Mumbai
Dated: 16 March 2023

For Samrat Pharmachem Limited

Sd/-
Nishant Kankaria
Company Secretary & Compliance Officer