



Speciality Chemicals Limited

(Formerly known as BALAJI SPECIALITY CHEMICALS PRIVATE LIMITED)



Registered office: 2ND FLOOR, BALAJI TOWERS NO. 9/1A/1, HOTGI ROAD, AASARA CHOWK, SOLAPUR – 413 224
PHONE: 0091- 217 2606 006, 559 E-MAIL: cs@balajispecialitychemicals.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of **BALAJI SPECIALITY CHEMICALS LIMITED** will be held on Friday, September 22, 2023 at 12.00 Noon (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following Special Business:

Item No.1: Re-appointment of Mr. Rajendrakumar Mohanprasad Tapadiya (DIN: 00103949) as an Independent Director of the Company for second term of three years.

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

“**RESOLVED THAT** pursuant to provisions of section 149,150, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Rajendrakumar Mohanprasad Tapadiya (DIN: 00103949), who was appointed as an Independent Director of the Company at 8th Annual General Meeting of the Company and who holds office of Independent Director upto September 28, 2023, as recommended by Nomination and Remuneration Committee, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as a Non-Executive Independent Director of the Company, be and is hereby appointed for the second consecutive term of three years from September 29, 2023 to September 28, 2026, whose term of appointment is not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**By Order of the Board
For Balaji Speciality Chemicals Limited**

**Sd/-
Srinivas Bodige
Company Secretary
M.No: A67430**

Place: Solapur

Date: August 30, 2023

NOTES:

1. In pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 3/2022 dated 5th May, 2022, & General Circular No 11/2022 dated 28th December 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Business under Item nos. 1 set above and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Extra-Ordinary General Meeting is annexed hereto.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll and to vote instead of himself/herself. Since, this EGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.



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4. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the EGM as per section 103 of the Act.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. 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.
7. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days.
8. Voting on all the resolutions shall be done through show of hands. In the event the voting is conducted through poll, the shareholders shall send their votes/poll papers only to cs@balajispecialitychemicals.com.

**By Order of the Board
For Balaji Speciality Chemicals Limited**

**Sd/-
Srinivas Bodge
Company Secretary
M.No: A67430**

Place: Solapur
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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Mr. Rajendrakumar Mohanprasad Tapadiya (DIN: 00103949) was appointed as a Non-Executive Independent Director of the Company, for a period of 5 (five) years from 29th September, 2018 to 28th September, 2023, in terms of the provisions of Section 149 of the Act. Accordingly, his first term of five years is due to expire on 28th September, 2023 as a Non-Executive Independent Director of the Company.

Mr. Rajendrakumar Mohanprasad Tapadiya aged 65 Years and holds a bachelor's degree in commerce from Shivaji University. He has also been associated with Radhakrishna Agro Industries, Shri Radhekrishna Enterprises, Sri Ranganath Company, Sri Maheshwari Trading Company, Natraj Pulses and M/s Yash Proteins Private Limited as a director.

Based on the skills, competence and expertise, developing governance practices, contribution in the Board and Committee meetings, performance evaluation, the Board on the recommendation of the Nomination and Remuneration Committee in their meeting held on 30th August, 2023 has determined that the re-appointment of Mr. Rajendrakumar Mohanprasad Tapadiya would be beneficial to the Company.

Accordingly, the Board of Directors, at their meeting held on 30th August, 2023 has recommended his re-appointment as a Non-Executive Independent Director for a second consecutive term of three Years with effect from 29th September, 2023 up to 28th September, 2026, whose term of appointment is not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Rajendrakumar Mohanprasad Tapadiya has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

Except Mr. Rajendrakumar Mohanprasad Tapadiya and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

Accordingly, the Board of Directors recommend the resolution set out at Item No. 1 of the Notice for approval of members by way of a Special Resolution.

**By Order of the Board
For Balaji Speciality Chemicals Limited**

**Sd/-
Srinivas Bodge
Company Secretary
M.No: A67430**

Place: Solapur
Date: August 30, 2023



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ADDITIONAL INFORMATION

Information pursuant to the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment

S.N.	Particulars	Rajendrakumar Mohanprasad Tapadiya
1.	DIN	00103949
2.	Date of Birth	07 th January, 1958
3.	Date of First Appointment by the Board	09 th May, 2018
4.	Disclosures of relationship with other directors	Nil
5.	Shareholding in the Company	11500 Equity shares
6.	Terms and Conditions of Appointment with details of Remuneration	Re-appointment for a second term of three (3) years under Independent Category and entitled to Sitting fee & Out pocket of expenses if any
7.	Last drawn Remuneration, if any	Nil
8.	Number of Meetings of the Board attended during the year	5 out of 5
9.	Other Directorships	Aadhaar Life Sciences Private Limited Yash Proteins Private Limited
10.	Memberships / Chairmanships of committees of other companies	Nil
11.	Listed Entities from which he has resigned as Director in past 3 years:	Nil

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For Balaji Speciality Chemicals Limited

Sd/-
Srinivas Bodige
Company Secretary
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Place: Solapur
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