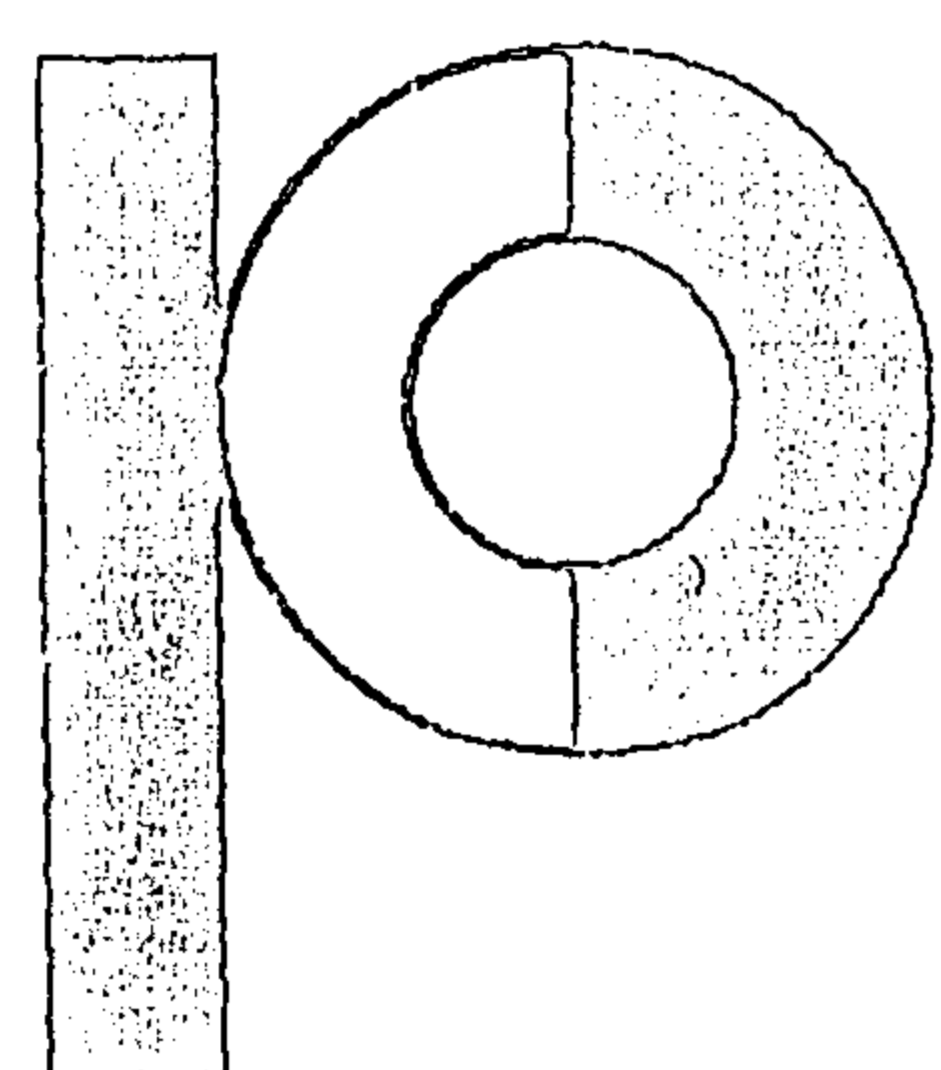


## NOTICE OF POSTAL BALLOT & EVOTING

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 TO TRANSACT THE FOLLOWING BUSINESS.**

Notice is hereby given that pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 22/2020 dated June 15 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31. 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No, 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively issued by the Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as 'MCA Circulars") and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFO/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and SEBI/HO/CFD/CFO-PoD-2/P/CIR/2023/167 dated October 7, 2023 (hereinafter referred as "SEBI Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, and any other applicable law, rules and regulations (including any statutory modification(s), amendment(s), clarification(s). substitution(s) or re-enactment(s) thereof for the time being in force) for transacting the following special business by the members of PRATIKSHA CHEMICALS LIMITED ("the Company") by way of Postal Ballot through Postal Ballot or E-voting. The Explanatory Statement pertaining to the Resolutions proposed in this notice setting out all material facts and reasons to understand the meaning, scope and implication thereof along with Postal Ballot Form is annexed herewith.

In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and provisions of Section 108, Section 110 of the Companies Act, 2013 read with applicable Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote, the details whereof are specified under instructions in this notice. The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facilities to the Members.



## **PRATIKSHA CHEMICALS LIMITED**

**Regd. Off :** 3rd Floor, H. K. Complex , Nr. Dharnidhar Derasar, Paldi, Ahmedabad-380 007 India  
Ph. 26632390, 26609530 Fax No : +91 79 26612843.

Website : <http://www.dharapratiksha.com> E-mail : [exports@dharapratiksha.com](mailto:exports@dharapratiksha.com)

**CIN : L24110GJ1991PLC015507**

**Factory :** 195/2, Near Natraj Industrial Estate, Village Iyawa Vasna, Sanand.  
(Dist : Ahmedabad) India. Phone 02717-284350

# PRATIKSHA CHEMICALS LIMITED

The e-voting facility will be available at the link <https://www.evotingindia.com/> starting from **9:00 a.m. on Thursday, December 14, 2023 until 5:00 p.m. on Friday, January 12, 2024.**

Please note that your assent/dissent received after **Friday, January 12, 2024** would be strictly treated as if reply from you has not been received.

The Board of Directors has appointed **M/s. A. SHAH & ASSOCIATES, Practicing Company Secretaries (Membership No.: FCS 4713; CP No: 6560)** (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Nehrunagar, Satellite, Ahmedabad – 380 015, Gujarat, India) as Scrutinizer for conducting the Postal Ballot process including e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or in his absence, to any other person authorized by him after completion of the scrutiny of physical Postal Ballot Forms and e-voting and the result of the same will be announced on or before **5:00 p.m. on Sunday, January 14, 2024.** The result of the Postal Ballot shall also be hosted on the Company's website as well as on the stock exchange website and communicated to the Stock Exchange.

The Resolution, if approved by shareholders, will be taken as effectively passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e., **Friday, January 12, 2024** and shall be deemed to have been duly passed at a general meeting convened in that behalf.

## **SPECIAL BUSINESS:**

**1. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and based on the recommendation of Audit Committee and the Board of Directors of the company and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into material related party transaction(s), as per details given below:

# PRATIKSHA CHEMICALS LIMITED

Serial No.	Name of related Party/Entity	Nature of relationship	Nature and Particulars of contract	Duration	Maximum Amount (Rs. in for each financial year)
1.	N.K. Pigment Industries	Mr. Jayesh Patel, director of the company is interested in the proprietor firm	Purchase and sale or supply of any goods or materials	2023-24 and for each financial year	Rs. 40 crore

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committees thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to finalize the terms and conditions as may be considered necessary, expedient or desirable, in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals in order to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers conferred herein.

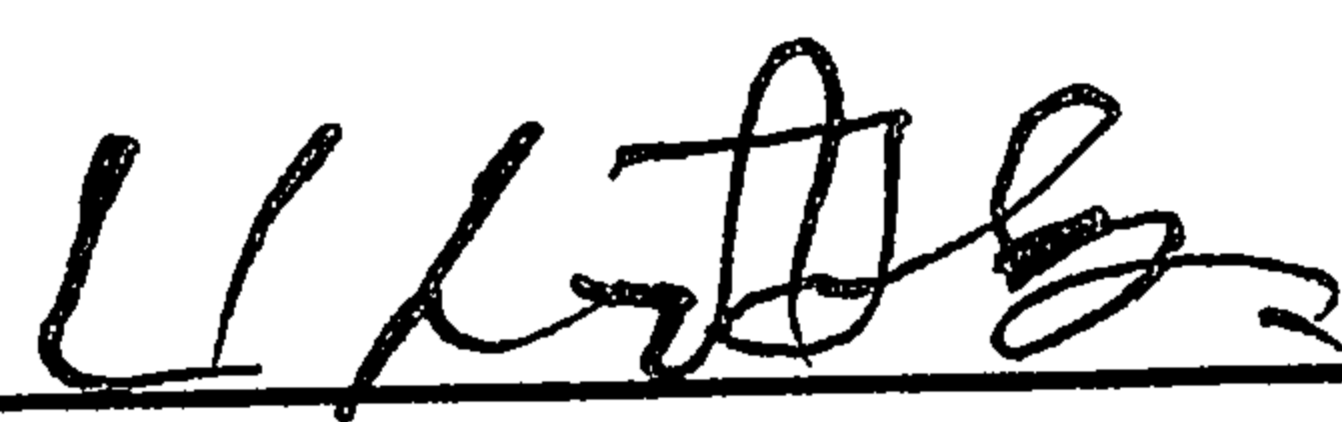
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred on it to any Committee(s) of Board of Directors and/or Managing Director/Whole-time Director(s) of the Company and/or other officials of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Place: AHMEDABAD

Date: 11/12/2023

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, PRATIKSHA CHEMICALS LIMITED

  
MR. UPENDRA LAJJASHANKAR ADHVARYU  
DIRECTOR  
(DIN: 00483857)

Registered office: H K COMPLEX 3RD FLOOR OPP DHARNIDHAR DERASAR VASNA, AHMEDABAD, Gujarat, India,  
380007  
CIN: L24110GJ1991PLC015507  
Email: exports@धारप्रतिकशा.com  
Website: www.pratikshachemicals.com  
TEL: 079-26632390,26640071,26632390,22609530



# PRATIKSHA CHEMICALS LIMITED

## NOTES: -

1. The business set out in the Notice may be transacted through Postal ballot and the Company is providing facility for electronic voting system.
2. A Statement pursuant to Section 102(1) of the Act setting out the material facts concerning each item of business to be transacted is annexed hereto.
3. In compliance with the provisions of section 108 of the companies act, 2013 read with rule 20 of the Companies (Management And Administration) rule, 2014, the Company is providing E-Voting facility to its members whose names appear in the register of members/beneficial owners as on the cut-off date i.e. **Friday 08<sup>th</sup> December 2023**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by National Securities Depository Limited (NSDL), through their portal <http://www.evotingindia.com>. in this regard, members are notified that (i) the company has completed the dispatch of notice of general meeting through courier to all the members of the company individually to their registered address along with the explanatory statement and (ii) voting through electronic means shall commence on **9:00 a.m. on Thursday, December 14, 2023 until 5:00 p.m. on Friday, January 12, 2024.**
4. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrars and Transfer Agents (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode.
5. Resolutions passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
6. The members can opt for only one mode of voting, i.e., **either by postal ballot or e-voting**. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **Friday 08<sup>th</sup> December 2023.**

# PRATIKSHA CHEMICALS LIMITED

8. A member cannot exercise his vote by proxy on postal ballot.
9. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
10. Relevant documents referred to in the Notice and the Statement is available for inspection by the members at Company's registered office during business hours on all its working days from the date of dispatch of the Notice till **Friday, January 12, 2024**.
11. In case of any query/grievance with respect to voting by postal ballot including voting through electronic means, please visit Help & FAQ's section available at website: <https://www.evoting.nsdl.com/>
12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
13. The SEBI has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the company's share transfer agent, Purva Share Registry Private Limited.

## **THE INSTRUCTIONS FOR E-VOTING:**

### **How do I vote electronically using NSDL e-Voting system?**

*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.

Login method for Individual shareholders holding securities in demat mode is given below:

# PRATIKSHA CHEMICALS LIMITED

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="877 691 1896 1374">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.</li><li data-bbox="877 1389 1896 1596">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 <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="877 1611 1896 2412">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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 data-bbox="877 2427 1896 2564">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>

# PRATIKSHA CHEMICALS LIMITED

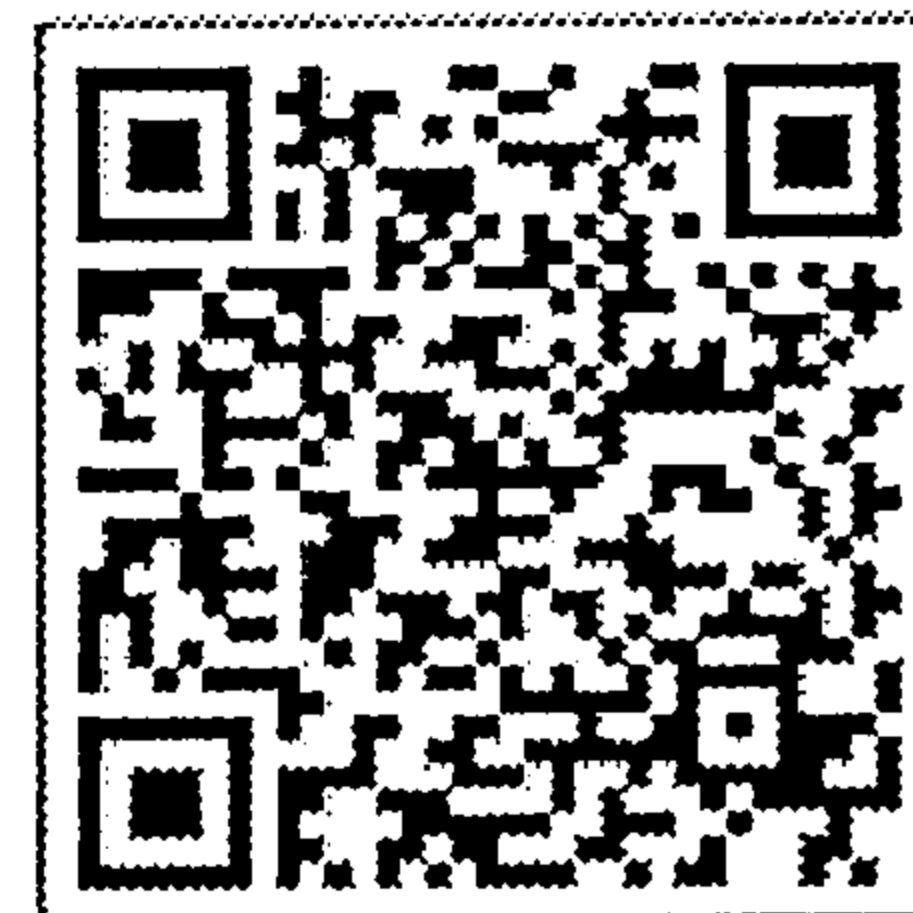
NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

# PRATIKSHA CHEMICALS LIMITED

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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**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 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



# PRATIKSHA CHEMICALS LIMITED

## B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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 Step 2 i.e. Cast your vote electronically.*
4. The EVEN IS **127326**
5. 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***

# PRATIKSHA CHEMICALS LIMITED

6. 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'?
    - (i) 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'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) 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).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) 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.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. 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.**

### **How to 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.

# PRATIKSHA CHEMICALS LIMITED

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.

## **General Guidelines for shareholders**

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [anishshahcs@gmail.com](mailto:anishshahcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Sachin Kareliya) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

# PRATIKSHA CHEMICALS LIMITED

**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 (exports@धारप्रतिकशा.com).
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) to (exports@धारप्रतिकशा.com). 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.**
3. 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.
4. **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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.**

## **SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:**

- I** The E-Voting period commences on **9:00 a.m. on Thursday, December 14, 2023 until 5:00 p.m. on Friday, January 12, 2024.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Cut-off date i.e. Friday 08<sup>th</sup> December 2023** may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii.** The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii.** M/s. A. SHAH & ASSOCIATES, Practicing Company Secretaries (Membership No.: FCS 4713; CP No: 6560) (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Nehrunagar, Satellite, Ahmedabad - 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process and the postal ballot forms shall be sent to the address of the scrutinizer.

# PRATIKSHA CHEMICALS LIMITED

- iv.** The Scrutinizer shall on conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- v.** The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/> on or before **05.00 P.M. on Sunday, January 14, 2024** and communicated to the BSE Limited, where the shares of the Company are listed.
- vi.** The resolutions shall be deemed to be passed on the last date of receipt of duly complete postal ballot forms i.e. **Friday, January 12, 2024**, subject to receipt of sufficient votes.
- vii.** For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii.** Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix.** You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x.** The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi.** In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

# PRATIKSHA CHEMICALS LIMITED

## EXPLANATORY STATEMENT

*(Pursuant to section 102 of the Companies Act, 2013)*

### ITEM NO. 1

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. Further, pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require prior approval of the members of the Company through ordinary resolution. The proposed transactions with the related parties as per resolution No. 1 will be at arm's length and except for provision of management services, will be the ordinary course of business of the Company and falls within the ambit of material related party transaction.

The Management provided relevant details to the Audit Committee at its meeting held on 11th December 2023, as required under the Act/ SEBI Listing Regulations, of the proposed RPTs including material terms, a copy of which are reproduced below. The Audit Committee and the Board of Directors, after reviewing all necessary information, granted unanimous approval for entering into related party transactions. The Audit Committee and the Board of Directors noted that these transactions will be on an arm's length basis and except for provision of management services, will be in the ordinary course of business of the Company.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021

Serial No.	Particulars	Details
1.	Details of information provided by the management to the Audit Committee	
a.	Name of the related party	N.K. Pigment Industries
b.	Type, material terms and particulars of the proposed transaction;	Purchase and sale or supply of any goods or materials  These transactions are in the ordinary course of business and are conducted on an arm's length basis.
c.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	N.K. Pigment Industries (Proprietorship firm) wherein Mr. Jayesh Patel, director of the company is interested in the proprietor firm
d.	Tenure of the proposed transaction (particular tenure shall be specified);	2023-24 and for each financial year

# PRATI KSHA CHEMICALS LIMITED

e.	Value of the proposed transaction;	Rs. 40 crore
f.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	411.06%
g.	<p>If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	Not applicable

## PRATIKSHA CHEMICALS LIMITED

2.	Justification as to why the RPT is in the interest of the listed entity	<b>Purchase/ sale of raw materials</b> The proprietorship firm N.K. Pigment Industries will supply raw materials to the listed entity.  The raw materials required by the company for its business falls short for manufacturing when taken from the market. Hence, the company is proposing to enter into a transaction with N.K Pigment Industries for the supply of raw materials as required by the company which will help the company to manufacture products without any restriction of supply of the raw materials.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not applicable

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Jayesh Patel.



# PRATIKSHA CHEMICALS LIMITED

The Board recommends the Ordinary resolution set out at Item No. 1 of the Notice for approval of the members.

**Place: AHMEDABAD**

**Date: 11/12/2023**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, PRATIKSHA CHEMICALS LIMITED**

*U. L. Adhy.*

**MR. UPENDRA LAJJASHANKAR ADHVARYU  
DIRECTOR  
(DIN: 00483857)**



**Registered office: H K COMPLEX 3RD FLOOR OPP DHARNIDHAR DERASAR VASNA, AHMEDABAD, Gujarat, India, 380007**

**CIN: L24110GJ1991PLC015507**

**Email: [exports@धारप्रतिकशा.कॉम](mailto:exports@धारप्रतिकशा.कॉम)**

**Website: [www.pratikshachemicals.com](http://www.pratikshachemicals.com)**

**TEL: 079-26632390,26640071,26632390,22609530**

# PRATIKSHA CHEMICALS LIMITED

## POSTAL BALLOT FORM

Sr. No	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	
5	No. of Shares held	

I / We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated December 11, 2023, by sending my / our assent or dissent to the said Resolution by placing the tick (√) mark in the appropriate box below:

Sr. No	Item no.	Particulars of items of notice	No. of shares held by me	I ASSENT to the Resolution	I DISSENT from the Resolution
	1	To approve Material Related Party Transaction with N.K. Pigment Industries			

**PLACE:**

**DATE:**

\_\_\_\_\_  
**Signature of the Member**

# PRATIKSHA CHEMICALS LIMITED

**FOR, PRATIKSHA CHEMICALS LIMITED**

H K COMPLEX 3RD FLOOR OPP DHARNIDHAR DERASAR VASNA,  
AHMEDABAD, GUJARAT, INDIA, 380007  
(CIN: L24110GJ1991PLC015507)

Dear Member,

**SUBJECT: PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY**

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Agreement and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participate through physical postal ballot to be started from **9:00 a.m. on Thursday, December 14, 2023 until 5:00 p.m. on Friday, January 12, 2024.** The Company has engaged the services of National Depository Services (I) Limited ("NSDL") to provide remote e-voting facilities. Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the General Meeting. The remote e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The electronic voting particulars are set out below:

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password / Sequence No.</b>
127326		

The remote e-voting facility will be available during the following voting period:

<b>COMMENCEMENT OF REMOTE E-VOTING</b>	<b>END OF REMOTE E-VOTING</b>
Thursday, December 14, 2023 (9:00 A.M.)	Friday, 12 January, 2024 (5:00 P.M.)

Please read the instructions printed below before exercising the vote. These details and instructions form integral part of the Notice for the postal ballot & E-voting.

***MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS FOR REMOTE E-VOTING AS MENTIONED IN THE NOTICE.***