



CITICHEM INDIA LIMITED

7, Floor-1, Plot-96, Dharam Jyoti, Kazi Sayed Street, Khand Bazar, Masjid Station, Mandvi, Mumbai- 400003

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CIN : U24100MH1992PLC065975 ISIN : INE0A8401016 GSTIN : 27AACCC9682M1ZZ

Fssai Central Lic. No 11519018000620 State Lic No. 10020022010907 Pharma Lic No. MH – TZS – 335245

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-ordinary General Meeting of the Members of CITICHEM INDIA LIMITED will be held on Wednesday, 16th April, 2025 at 3.00 PM IST at the registered office of the Company at 7, Floor-1, Plot-96, Dharam Jyoti, Kazi Sayed Street, Khand Bazar, Masjid Station, Mandvi, Mumbai- 400003 to transact the following business:

SPECIAL BUSINESS

1. APPROVAL FOR CHANGE IN OBJECT CLAUSE AND LIABILITY OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY TO ALIGN THEM WITH COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority and agreed, consent of the Members of the Company be and is hereby accorded for alteration of the Memorandum of Association in the following manner:

- The words ‘Companies Act, 1956’ in the existing Memorandum of Association shall be substituted with the words ‘Companies Act, 2013’, wherever required under the applicable provisions;
- The existing Clause III A and B be deleted and substituted by the following Clause III:
- The existing Clause III (C) be deleted.

A. The objects to be pursued by the Company on its incorporation are:

- To carry on the business of manufacturer and dealing in all types of chemicals namely, alkalies, alkali based products and food chemicals, and their derivatives and ready to eat (RTE) and ready-to-cook (RTC) foods.
- To carry on the business of manufacture, dealers, wholesale, retail, online, exporters and importers in organic chemical, inorganic heavy chemicals and other chemical products including food chemicals intermediates alkalies, acids, tanints essences, chemicals, chemical compounds and element of all kinds (solid, liquid and gaseous), bleaching, derivatives, food- grade chemicals, preservatives, additives, enhancers, acidity regulators, antioxidants, artificial and natural sweeteners, food colorants, flavoring agents, enzymes, vitamins, minerals, and to supply these products to food processing units, beverage industries, confectionery manufacturers, and other relevant sectors.
- To manufacture, process, package, distribute, wholesale, retail, online, import, export, wholesale, retail, online research and development and trade all kinds of ready-to-eat (RTE) and ready-to-cook (RTC) foods and food products, including but not limited to snacks, frozen foods, canned foods, dehydrated and processed food items, instant meals, baked goods, confectionery items, dairy-based products, beverages, and health and wellness food products, spices, pickles, condiments, agro products, instant food mixes of every kind and taste and without limiting the generality of the foregoing, to carry on the business in the manufacture and sale of instant mixes and dehydrated vegetable, wheat product, rice product, pasta products, vermicelli, noodles, macroni and all kinds of spice powders and blends.

4. To carry on the business of recycling, collection, treatment, and disposal of plastic waste, including but not limited to the collection, segregation, cleaning, shredding, melting, and reprocessing of waste plastic materials, for the purpose of reusing and reprocessing plastic products.

B. Matters which are necessary for furtherance of the objects specified in clause III (A) are:

1. To obtain necessary licenses, approvals, and permissions from government and regulatory authorities for the lawful conduct of business in the chemical and food industries, ensuring adherence to environmental, health, and safety norms.
2. To acquire later, maintain, enlarge pull down, remove or replace and to work, manage and control any building, offices, factories, mills, shops, machinery, engines, road-ways, branches, electric works, cold storage units, logistics hubs, and other infrastructure facilities for the manufacturing, storage, and distribution of chemical and food products and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company and to join with any other person or company in doing any of these things.
3. To set up manufacturing facilities, research and development centers, processing units, and food testing laboratories to ensure quality, innovation, and compliance with state, national and international food safety and chemical safety standards.
4. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
5. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
6. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
7. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
8. To undertake or promote scientific research relating to the main business or class of business of the Company.
9. To acquire and take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business, this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
10. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.

11. To amalgamate with any Company or Companies having objects altogether or in part similar to those of the Company.
12. Subject to any law for the time being in force, to undertake or take part in the formation supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
13. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of and give, procure the giving of donations, gratuities, pensions, benefits, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or are allied to or associated with the Company or with any such subsidiary company or of the predecessors in business of the company or who are or were at any time Directors or officers of the Company as aforesaid and the families and dependents of any such persons as also establish, subsidise, subscribe to or support any institutions, associations, clubs, trusts or funds calculated to be for the benefit of any such persons aforesaid or to otherwise advance the interest and well-being of the Company or of its members or of any such other company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to establish and contribute to any scheme for the purchase by trustees of shares of the company to be held for the benefit of the company's employees and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
14. To carry on the business of software development and computer designing, job works, customization and also to provide technical services, training, consultancy related to hardware & software, information technology, to undertake computer related jobs as internet, communication network, e-commerce, web hosting, maintenance of web-sites, web site designing, development of portals, multimedia to carry all kind of business in India or abroad related to information and technology, computer related assignments WAP application development, franchising and placement consultant.
15. To carry on the business of advertising and publicity agency of providing to advertiser a complete range of advertising services on network and all mass media like radio, television, cinema, video, hoardings, newspapers, magazines and films and to carry on the business of providing advertising consultancy and professional market research including public relations.
16. To acquire and hold shares, stocks, debentures, debenture stock, bonds, obligations, securities, or any interest whatsoever whether financial or otherwise, issued by or guaranteed by or in or of any company, body corporate, partnership business or any undertaking whatsoever, howsoever or wheresoever constituted, or carrying on business of any kind or trading in any form whatsoever in any part of the world.
17. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
18. To invest or otherwise deal with the funds of the Company and from time to time vary or realize such investments.
19. To remunerate the servants of the Company and others out of and in proportion to the profits of the Company or otherwise as the Company may think fit.
20. To remunerate any person or company for services rendered or to be rendered in acting as trustees for debentures or debenture stock holders or placing or assisting to place or guarantee the placing of any of the shares in the Company's capital, or any debentures, debenture stock or other securities of the Company in or about the formation

or promotion of the Company or the conduct of its business or for guaranteeing payment of such debentures or debenture stock and interest.

21. To appoint attorneys and agents whether by commission or otherwise and constitute agencies and sub-agencies of the Company in India or elsewhere.
22. To allot shares in this Company to be considered as fully or partly paid up in payment for any property of whatever description which the Company may acquire or in exchange of services rendered or technical know-how or goodwill.
23. To acquire by purchase, lease, license, mortgage, exchange, rent, hire, or otherwise, and to own, hold, exploit, use, develop, operate sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, take options over, pledge, or otherwise dispose of or deal in and with any property, and any rights or privileges of any kind over or in respect of any property for the purpose of business of the Company, and to construct, decorate, develop, furnish, maintain, manage, operate, lease, rebuild, enlarge, alter or improve any building or other structure, now or hereafter erected on any such property for the business of the Company.
24. To sell, lease, grant licenses, easement and other rights over and in any manner to deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit and, in particular, for shares, debentures or securities of any other Company.
25. To grant to other persons or companies or firms the right, lease, sub-lease, license, sub-license or privilege to carry on any kind of business on the property of the Company on such terms as the Company deems expedient or proper.
26. To apply for purchase or otherwise acquire, protect and renew in India or elsewhere, copyright, patents, secret process, licenses, concessions, patent rights, trade marks, designs, conferring any exclusive or non-exclusive or limited right to their use of any confidential or other information regarding any invention, research which may seem capable of being used for any purpose of the Company and to use, develop or grant license in respect thereof or otherwise turn to account the rights or information so acquired and expend money in improving any such patents, rights or inventions.
27. To acquire, hold, dispose off or otherwise deal with copyrights, patents, trademarks, permits, service marks, brands, trade names, trade secrets, proprietary information and knowledge, technology, computer programs, databases, copyrights, license, franchises, formulae, designs, rights of confidential information and any other intellectual property.
28. To acquire and undertake the whole or any part of the business, goodwill or assets of any person, firm or company and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or any arrangement for sharing profits, or for co-operation, or joint adventure or mutual assistance with any such person, firm or company, or for subsidizing or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquire, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures stock or securities so received.
29. To invest the surplus funds of the Company from time to time in share, stocks, debentures, debenture-stocks, bonds, mortgage, obligations and other securities by original subscription, tender, purchase, exchange or otherwise and also Government Securities or in securities as may from time to time to sell or vary all such investments and to execute all assignments, transfers, receipt and documents that may be necessary in that behalf.

30. To subscribe for, purchase, or own and hold the securities of other companies, and to direct the operations of other companies, through the ownership of securities therein and to promote any other company for the purpose of acquiring the whole or any part of the business or property, undertaking or liabilities of the company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
31. To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantee, contracts of indemnity and suretyship, of all kinds, to receive money on deposit or loan and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent or subsidiary company provided that the Company shall not do any banking within the meaning of Banking Regulation Act, 1949.
32. Subject to the provisions of the Companies Act, 2013, to borrow and raise money, other than public deposits, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
33. To adopt, carry out or give effect to any pre-incorporation or post incorporation agreements, or arrangements or any modifications and amendments thereto, arrived at between the Company's shareholders, promoters and/or any Government authority (Central, State, Municipal, Local or otherwise), company (whether incorporated in India or outside India), firm or person for promotion of the Company, provision of technical knowhow to the Company and or in respect of any matters concerning the affairs and business of the Company.
34. To enter into, make, perform, and carry out any contracts, agreements or arrangements of every sort and kind with any Government authority (Central, State, Municipal, Local, foreign or otherwise), Company (whether incorporated in India or outside India), firm or person that may seem necessary or convenient or conducive for the business of the Company or to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, services, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
35. To enter into strategic alliances, joint ventures, partnerships, arrangement or other forms of association with, or make financial or other investments in, any other person, firm, company, bank, financial institution, body corporate maintaining to web-sites, portals, credit card companies, utility service providers, telecom service providers, media service providers, television channels, newspapers, radio stations, airlines, hotels, merchants, government body, clearing house, individual, broker, sub broker, agent, distributor of logistic services or any other services, including financial products and services, or any other entity in order to provide a comprehensive range of content, information or research solutions and Loyalty program to customers, potential customers, employees, stakeholders, merchants, product manufactures, service providers, dealers, distributors, intermediaries, businesses.
36. To acquire or secure membership, act or privileges either in the name of the Company or its nominee or nominees in and of any federation, chambers, centers, exchanges relating to finance company, association, market, club, or other institution in India or in any parts of the world which will or is likely in any way to facilitate the conduct of the Company's business and to communicate with various Chambers of Commerce and other mercantile and public bodies in India or elsewhere, concert and promote measures for the protection and/or promotion of the Company's Business and persons engaged therein.
37. To establish branches all over India in order to carry on the business of the Company as stated in the main object.

38. To do the business or branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
39. To promote, own, establish, operate or maintain branches and other outlets or media, data, call or contact centers or other remote facilities for trading, marketing, distribution or conducting transactions including (without limitation) electronic data interchange, transaction initiation, processing, clearing or settlement services by means of electronic, computer or automated machines network or by any other modes of communication in loyalty, database, financial and or services.
40. To form, constitute, promote, subsidise, organise and assist or aid in forming, constituting, promoting, subsidising, organising and assisting or aiding any company or companies, of all kinds, for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for carrying on any business which this Company is authorised to carry on or for any other purposes which may seem directly or indirectly calculated to benefit this Company or to promote or advance the interests of the Company and to appoint and remunerate any Directors, Administrators or Accountants or other experts or agents and to provide specialized services in investor relations relating to the above objects.
41. To insure the whole or part of the property of the Company or any good, articles, products, property and assets for the time being in possession or in charge of the Company for which the Company may be liable, whether wholly or in parts and to protect and indemnify the Company from liability or loss in respect thereof either fully or in partly.
42. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment for any movable or immovable property purchased or otherwise acquired by the Company or for any services rendered to the Company.
43. Subject to the provisions of the Companies Act, 2013, to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or which may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the company or its holding company or any company which is a subsidiary of the Company or the holding company or of the predecessors in business of the Company and to the wives, widows, children and other relatives and dependents of such Directors or employees; and to set up, establish, support and maintain profit sharing or share of the Company or of any such subsidiary or holding and to lend money to any such Director or employees or trustees on their behalf and to enable any such schemes to be established or maintained.
44. Subject to section 182 of the Companies Act, 2013 to accept gifts and to give gifts and donations, to create trusts for the welfare of the employees, members, directors and/or their dependents, heirs and children and for any deserving object and for other persons also and to act as trustees.
45. To guarantee the performance of any contract or obligation and the payment of money of or by any person or companies and generally to give guarantees and indemnities.

46. To borrow money, take out loans, raise money, credit or other facilities, with or without security, to take up or secure any liabilities (either of the Company or of any other person) in the manner and under the terms which it would deem fit and particularly (but without prejudice to the generality as aforementioned) by the issue of debentures and debenture stock -perpetual or terminable- bonds, mortgages, pledges, assignments, charges (including fixed or floating charges) or any other bonds or securities formed or based or which may be formed or based upon all or any of the movable or immovable property assets and interests of the Company including the uncalled capital of the Company or without any such security or under such terms in connection with priorities or in any other manner, as the Company would deem fit from time to time.
47. Subject to section 52 of the Companies Act, 2013 to place, to reserve or to distribute as bonus shares among the members or otherwise to apply for any purpose to which the same could be lawfully applied as the Company may from time to time think fit, any monies received by way of premium on shares or debentures issued at the premium by the Company, any monies received in respect of dividend accrued on forfeited shares and monies arising from the sale by the Company of forfeited shares.
48. Subject to the provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), to amalgamate, or enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, of reciprocal concession or for limiting competition with any persons or company or companies carrying on or engaged in or about to carry on or engage in, any business transaction which this Company is authorised to carry on or engage in or which can be carried on in conjunction therewith.
49. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business, concern or undertaking or of any assets, properties or rights.

d) The existing Clause IV be substituted by the following new Clause IV:

“The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

RESOLVED FURTHER THAT any of Directors/Company Secretary of the Company be and are hereby severally authorised to file the necessary e-Form with the Registrar of Companies and to do all such acts, deeds, things and matters as may be required or necessary for giving effect to the above resolution.”

For and on behalf of the Board
For **Citichem India Limited**

ARIF ESMail MERCHANT
Managing Director
DIN: 00500363

Date: 18th March, 2025
Place: Mumbai

Registered office:

7, Floor-1, Plot-96, Dharam Jyoti, Kazi Sayed Street,
Khand Bazar, Masjid Station, Mumbai 400003

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc, must be supported by appropriate resolutions /authority as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder. The appointment of proxy shall be in the FORM No. MGT-11 annexed herewith.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to krishnarathi@live.com with a copy marked to evoting@kfintech.com.
4. As required under SS - 2 for General Meetings Route Map for the venue of EGM is enclosed. Members are requested to handover the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extra- Ordinary General Meeting.
5. As per SEBI vide its notification dated January 24, 2022 and Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents KFIN Technologies Limited (KFINTECH).
6. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://citichemindia.com/> and on the website of the Company's Registrar and Transfer Agents, KFINTECH www.kfintech.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice has been uploaded on the website of the Company at <https://citichemindia.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and is also available on the website of KFINTECH (agency for providing the Remote e-Voting facility) i.e. <https://evoting.kfintech.com>.

8. Members holding shares in electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
9. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (KFINTECH).
11. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to KFINTECH, Share Transfer Agents of the Company for their doing the needful.
12. Members are requested to send their queries at least 7 days before the date of meeting so that information can be made available at the meeting.
13. All documents referred in the notice are open for inspection at the Registered Office of the Company.
14. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond directly with the Registrars regarding share transfer/transmission / transposition, demat / remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
15. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form and to their respective depository participant, if held in electronic form.

PROCEDURE FOR REMOTE E-VOTING:

1. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR Regulations, 2015, the Company is pleased to provide to its members, facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting. ("Remote E-Voting").
2. The facility for voting through electronic voting system ("Insta Poll") shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to vote at the meeting through "Insta Poll".
3. The members who have cast their vote by remote e-Voting may also attend the meeting but shall not be entitled to cast their vote again.
4. The Company has engaged the services of KFINTECH as the Agency to provide e-Voting facility.
5. The Board of Directors of the Company has appointed Mr. Krishna Shyam Sunder Rathi, Krishna Rathi & Associates, Practicing Company Secretaries (FCS 9359; C.P No.10079) as scrutinizer to scrutinize the Insta Poll and remote e-Voting process to ensure fairness and transparency.
6. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member/ beneficial owner (in the case of electronic shareholding) as on the cut-off date i.e., Wednesday, 9th April, 2025.

7. A Person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., Wednesday, 9th April, 2025 only shall be entitled to avail the facility of remote e-Voting / Insta Poll.

8. Any person who becomes a member of the Company after dispatch of the notice of the meeting and holding shares as on the cut-off date i.e., Friday, 21st March, 2025 may obtain the user id and password in the manner mentioned below:

- a) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD e-Voting Event Number + Folio Number or DP ID Client ID to 9212993399.

Example for NSDL:

MYEPWD IN12345612345678

Example for CDSL: MYEPWD 1402345612345678

Example for Physical: MYEPWD XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against the folio No. / DP ID Client ID, then on the home page of [https:// evoting.Kfintech.com](https://evoting.Kfintech.com), the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

- c) Member may call KFINTECH Toll Free Number 1- 800-309- 4001. If the member is already registered with KFINTECH e-Voting platform then he can use his existing User ID and password for casting the vote through remote e-Voting.

9. The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting: From 09.00 AM (IST) on Sunday, 13th April, 2025

End of remote e-Voting: on 05.00 PM (IST) on Tuesday, 15th April, 2025.

The remote e-Voting shall not be allowed beyond the aforesaid date and time and the e-Voting module shall be disabled by KFINTECH after the expiry of the aforesaid period.

10. The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta Poll) and through remote e-Voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman or a person nominated by him. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company <https://citichemindia.com/> and on the website of KFINTECH <https://evoting.Kfintech.com>. The results shall simultaneously be communicated to the Stock Exchange where the shares of the Company are listed.

11. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e, Wednesday, 16th April, 2025.

12. Instructions and other information relating to e-Voting:

As per the 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 :

NSDL	CDSL
1. User already registered for IDeAS facility: I. URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.	1. Existing user who have opted for Easi / Easiest I. URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com

<p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” III. Proceed with completing the required fields.</p> <p>3. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Proceed with completing the required fields.</p> <p>4. By visiting the e-Voting website of NSDL</p> <p>I. URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. e-Voting option and you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p>	<p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</p>
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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. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Members facing any technical issue – NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 48867000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43

Login method for non-individual Members and Members holding shares in physical form are given below:

Procedure and Instructions for remote e-Voting are as under:

- a. Initial password is provided in the body of the email.
- b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-Voting, you can use your existing User ID and password for casting your votes.

User ID: For Members holding shares in Demat Form:-

For NSDL: 8-character DP ID followed by 8 digits Client ID.

For CDSL: 16 digits beneficiary ID.

User ID: For members holding shares in Physical Form: Event Number followed by Folio No. registered with the Company.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons

- d. After entering the details appropriately, click on LOGIN.
- e. You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT i.e. Citicem India Limited.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- k. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (pdf/ jpg format) of certified true copy of relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at acskriti@gmail.com and may also upload the same in the e-Voting module in their login.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the Cut-off date, being Wednesday, 9th April, 2025 to exercise their right to vote by electronic means i.e. remote e-Voting, on the business specified in the Notice convening the EGM of the Company as mentioned above.

Note: If you forget your password, you can reset your password by using "Forgot user details/Password" option available on <https://evoting.kfintech.com>.

Kindly note that, the remote e-Voting portal will open for voting from 9.00 a.m. on Sunday, 13th April, 2025 and will remain open throughout on all the days up to 5.00 p.m. on Tuesday, 15th April, 2025 (both days inclusive). If you desire to cast your vote by using remote e-Voting, you can do so by accessing the link <https://evoting.kfintech.com> and logging-in by using your user ID and password during the period when the portal is open for e-Voting.

Please note that once you have cast your vote, you will not be allowed to modify it subsequently. However, you can attend the meeting physically and participate in the discussions.

E-Voting is optional and those who have not exercised remote E-Voting option can cast their votes at the voting to be conducted during at the venue of the EGM.

In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads sections of <https://evoting.kfintech.com> or contact Mr. Raghu Veedha, KFin Technologies Ltd. (Unit - Citichem India Limited) at email: einward.ris@KFintech.com or contact at phone no. 1-800-309-4001 (toll free).

For and on behalf of the Board
For **Citichem India Limited**

Date: 18th March, 2025
Place: Mumbai

ARIF ESMail MERCHANT
Managing Director
DIN: 00500363

Registered office:
7, Floor-1, Plot-96, Dharam Jyoti, Kazi Sayed Street,
Khand Bazar, Masjid Station, Mumbai 400003

Explanatory statement pursuant to section 102 of the Companies Act, 2013

The following statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the businesses mentioned in the accompanying Notice.

Item 1:

To achieve its vision of expanding its business activities, the Company is implementing a growth strategy focused on expanding its business portfolio. At present the Memorandum of Association (MOA) of the Company does not include business related to food products and ready to eat products in its main objects. Accordingly, it is proposed to alter the objects clause in the Memorandum of Association of the Company to include activities in relation to alkali based products and food chemicals and their derivatives and ready to eat (RTE) and ready-to-cook (RTC) foods.

It is also informed to the Members that the existing Memorandum of Association of the Company were adopted post enactment of erstwhile Companies Act, 1956 and the same were amended from time to time as per the requirements of the Company in compliance with the provisions of the Act. Now, since the proposed change in object clause requires alteration to existing Memorandum of Association of the Company, it is also proposed to amend and align it with Companies Act, 2013. Furthermore, under Section 6 of the Act, the provisions of this Act have an overriding effect on the Memorandum and Articles of Association of the Company.

The proposed amendments to the Memorandum of Association were approved by the Board at its meeting held on 18th March, 2025.

Pursuant to Sections 4 and 13 of the Act, for effecting the change in objects of the Company and consequent amendment in the Memorandum of the Company and any alteration in the Articles of Association of the Company, it is necessary to obtain approval of the Members of the Company by way of special resolution.

Accordingly, a special resolution under item no. 1 of the notice is being proposed in accordance with the said provisions for approval of the shareholders.

Members can inspect the draft Memorandum of Association without any fee from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents may send an email to cs@citichemindia.com. Additionally, these documents are available on the Company's website and can be accessed at <https://citichemindia.com/>

The Board of Directors of the Company recommends the resolutions set forth at item no. 1 of the accompanying notice, for the approval of the shareholders as special resolution.

None of the Directors /Key Managerial Personnel/Promoters of the Company /their relatives (except to the extent of their shareholding in the Company, if any), are, in any way, concerned or interested, financially or otherwise, in the matter as set out at item no. 1 of the Notice.

For and on behalf of the Board
For **Citichem India Limited**

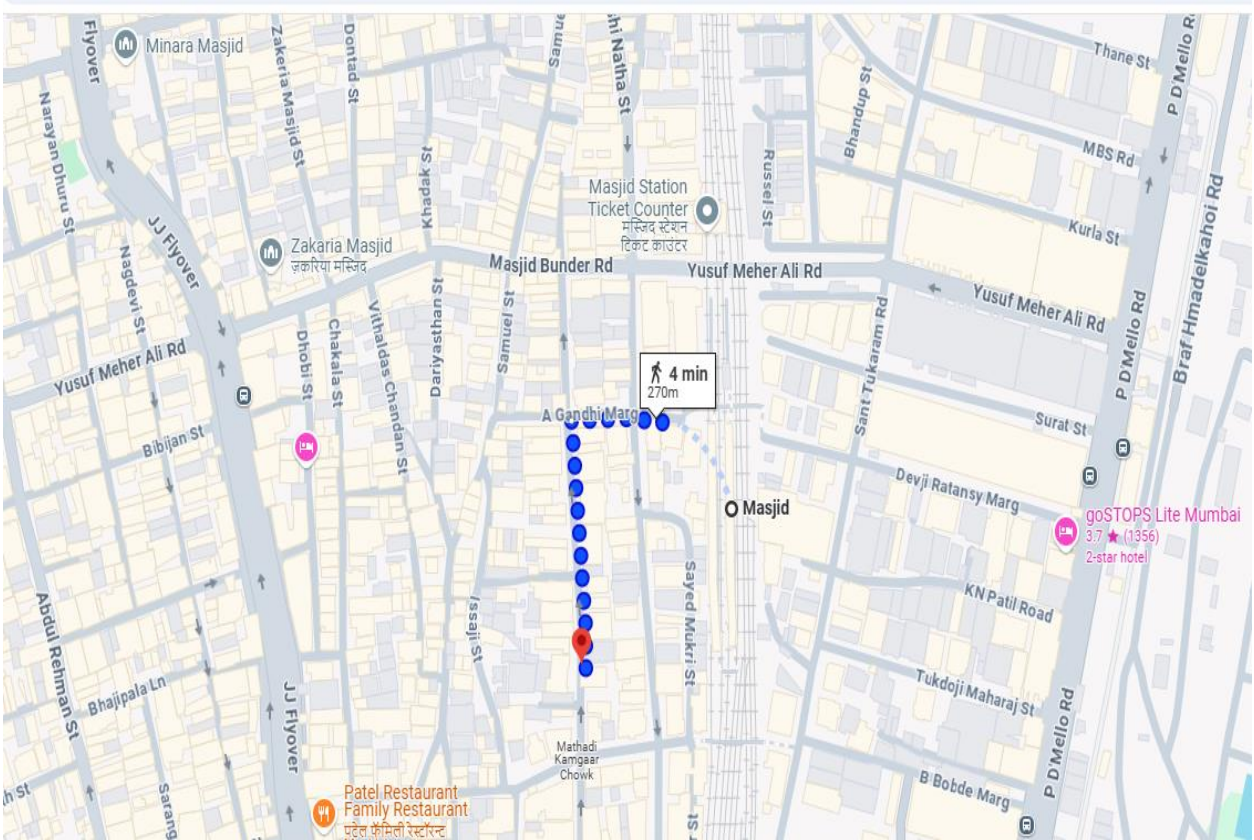
Date: 18th March, 2025
Place: Mumbai

ARIF ESMAIL MERCHANT
Managing Director
DIN: 00500363

Registered office:

7, Floor-1, Plot-96, Dharam Jyoti, Kazi Sayed Street,
Khand Bazar, Masjid Station, Mumbai 400003

ROUTE MAP



CITICHEM INDIA LIMITED

CIN: U24100MH1992PLC065975

REGD. OFF.: 7, FLOOR-1, PLOT-96, DHARAM JYOTI, KAZI SAYED STREET, KHAND BAZAR,
MASJID STATION, MANDVI, MUMBAI - 400003

Email: citichemindialtd@gmail.com Website: www.citichemindia.com

Telephone No. 022-49732489

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U24100MH1992PLC065975
Name of the company : Citichem India Limited
Registered Office : 7, Floor-1, Plot-96, Dharam Jyoti, Kazi Sayed Street, Khand Bazar,
Masjid Station, Mandvi, Mumbai-400003.

Name of the member(s) :
Registered Address :
E-mail Id :
Folio No./Client Id :
DP ID :

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature:, or failing him

2. Name :

Address :

E-mail Id :

Signature:, or failing him

3. Name :

Address :

E-mail Id :

Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Wednesday, 16th day of April 2025 at 3.00 PM** at Registered Office – 7, Floor-1, Plot-96, Dharam Jyoti, Kazi Sayed Street, Khand Bazar, Masjid Station, Mandvi, Mumbai-400003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. APPROVAL FOR CHANGE IN OBJECT CLAUSE AND LIABILITY OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY TO ALIGN THEM WITH COMPANIES ACT, 2013.

Signed this day of..... 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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

CITICHEM INDIA LIMITED,
MUMBAI- 400003

ATTENDANCE SLIP
(Please present this slip at the Meeting venue)

I hereby record my presence at the Extra Ordinary General Meeting of the members of the Company to be held on Wednesday, 16th day of April 2025 at 3.00 PM at Registered Office at 7, Floor-1, Plot-96, Dharam Jyoti, Kazi Sayed Street, Khand Bazar, Masjid Station, Mandvi, Mumbai-400003 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature_____

Shareholders/Proxy's full name_____

(In block letters)

Folio No./ Client ID_____

No. of shares held_____

Note: Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.
