PRASOL CHEMICALS LIMITED, Regd. Office: Prasol House, Plot No. A - 17/2/3, T. T. C. Industrial Area, Khairne M.I.D.C., Navi Mumbai – 400710, **CIN:** U99999MH1992PLC065026
Tel: [+91-22] 61952500/ 27782555, **Fax:** [+91-22] 61952577
E-mail: investorservices@prasolchem.com **Website:** www.prasolchem.com

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF PRASOL CHEMICALS LIMITED (FORMERLY KNOWN AS PRASOL CHEMICALS PRIVATE LIMITED) WILL BE HELD ON TUESDAY, SEPTEMBER 27, 2022 AT 4.30 PM (IST) AT PRASOL HOUSE, PLOT NO. A-17/2/3, T.T.C. INDUSTRIAL AREA, KHAIRNE MIDC, NAVI MUMBAI, THANE – 400 710 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended March 31, 2022 together with the Report of the Board of Directors' and the Auditors' thereon.

2. To declare dividend for the Financial Year ended March 31, 2022.

3. To appoint director in place of Mr. Gaurang Parikh (DIN: 00190701), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint M/s. CNK & Associates LLP, Chartered Accountants, (Firm Registration Number: 101961W/W-100036) as one of the Joint Statutory Auditors of the Company and to fix remuneration.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any amendment, modification, variation or re-enactment thereof and pursuant to the recommendations of the Audit Committee and approval of the Board, M/s. CNK & Associates LLP, Chartered Accountants, (Firm Registration Number: 101961W/W-100036), be and are hereby appointed as one of the Joint Statutory Auditors of the Company for a term of one year, to hold office until the conclusion of the 31st Annual General Meeting of the Company, to be held in the year 2023, subject to their continuity of fulfilment of the applicable eligibility norms, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors;

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby authorised for and on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid Resolution including but not limited to determination of roles and responsibilities/ scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment, including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company."

5. To appoint M/s. S. V. Shanbhag & Co., Chartered Accountants (Firm Registration Number: 109887W) as one of the Joint Statutory Auditors of the Company and to fix remuneration.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any amendment, modification, variation or re-enactment thereof and pursuant to the recommendations of the Audit Committee and approval of the Board, M/s. S. V. Shanbhag & Co., Chartered Accountants (Firm Registration Number: 109887W) be and are hereby appointed as one of the Joint Statutory Auditors of the Company for a term of one year to hold office until the conclusion of the 31st Annual General Meeting of the Company, to be held in the year 2023, subject to their continuity of fulfilment of the applicable eligibility norms, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors;

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby authorised for and on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid Resolution including but not limited to determination of roles and responsibilities/ scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment, including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company."

SPECIAL BUSINESS:

6. To ratify remuneration payable to Mr. Rajesh Soni, Cost Accountant (Membership No. 12107) for the Financial Year ending March 31, 2023.

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

"**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee, the remuneration payable to Mr. Rajesh Soni, Cost Accountant (Membership No. 12107), appointed by the Board of Directors as Cost Auditor, to conduct the audit of cost records of the Company for the Financial Year ending March 31, 2023 at a remuneration of ₹ 90,000/- (Rupees Ninety Thousand Only) (excluding Taxes plus out of pocket expenses at actual) be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors and/or the Key Managerial Personnel and /or any other person authorized by the Board of Directors of the Company, be and are hereby authorized to do all acts, deeds, things, matters and take all such steps, as it may, in its absolute discretion, deem necessary, proper or expedient to give effect to this resolution."

7. Appointment of Mr. Rahul Shroff to an office or place of profit.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee, Board of Directors and pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules 2014 and other applicable provisions, if any of the Companies Act 2013, together with Regulation 23 as contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Rahul Shroff, relative of Mr. Nishith Shah, Chairman and Whole-time Director of the Company (DIN 00381267), for holding of an office or place of profit as Head of Business Development & Finance, for a period of 5 years effective date ranging from February 1, 2023 but not later than April 1, 2023 pursuant to the terms and conditions as embodied in the draft to service/employment agreement laid before this meeting and initialled by the Chairman for the purpose of identification, for an aggregate monthly remuneration not exceeding ₹ 8,50,000/- p.m.(Rupees Eight Lacs Fifty Thousand Only) and / or CTC upto ₹ 102,00,000/- p.a. (including perquisites as per the rules of the Company);

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for an effective date of service /employment agreement for a period of 5 years ranging from February 1, 2023 but not later than April 1, 2023;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee constituted by the Board, if any) be and is hereby authorised to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time and or change in his designation;

RESOLVED FURTHER THAT Managing Director and/ or Joint Managing Director of the Company and/ or Chairman of the Nomination and Remuneration Committee and / or Human Resources (HR) Head be and are hereby authorized to sign and execute agreement / amendment and other necessary papers as regards to the amendment of the Service / Employment Agreement of Mr. Rahul Shroff, Head of Business Development & Finance of the Company and to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc with the Ministry of

Corporate Affairs and/ or with such other Statutory Authorities as may be required to give effect to the aforesaid resolution.”

Registered Office:
Prasol House, Plot No. A -17/2/3,
T.T.C. Industrial Area,
Khairne MIDC, Navi Mumbai,
Thane – 400 710
CIN: U99999MH1992PLC065026
Email: investorservices@prasolchem.com
Place: Navi Mumbai
Date: August 4, 2022

By Order of the Board of Directors
For Prasol Chemicals Limited

Kiran Agrawal
Company Secretary & Compliance Officer
ACS 13188

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Ordinary Business under Item No. 4 and 5 and the Special Business under Item No. 6 and 7 as set out in the notice annexed hereto.

PROXY

2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies should be deposited at the registered office of the Company not less than 48 hours before the date of the Annual General Meeting.

3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.

4. 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 a proxy for any other person or shareholder.

5. In case of joint holders, the signature of any one holder on proxy form will be sufficient but names of all the joint holders should be stated.

6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 21, 2022 to Tuesday, September 27, 2022 (both days inclusive) for the purpose of determining the members who shall be entitled to receive dividend for the Financial Year 2021 - 22, if approved by the Shareholders at the Annual General Meeting. The final dividend for the financial year 2021-22, if approved by the shareholders, will be paid on and from 6th day from the conclusion of AGM to those members, whose names appear in the Register of Members and Register of Beneficial Owners maintained by NSDL and CDSL as at the close of business hours on Tuesday, September 20, 2022.

   The dividend for the Financial Year ended March 31, 2022, if declared, at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration.

7. Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Shareholders. The Company shall deduct Tax at Source (TDS) at the time of making the dividend payment, at the appropriate rate of TDS as applicable. Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

   a. For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the Financial Year 2022-23 provided PAN is registered by the Shareholder else TDS would be deducted @ 20%. However, if the Dividend payable to a resident Individual during the Financial Year 2022-23 does not exceed ₹ 5,000, tax will not be deducted. In addition to this, if shareholder provides Form 15G (applicable to any person other than a Company or a Firm or HUF)/ Form 15H (applicable to an Individual above the age of 60 years) TDS will not be deducted subject to the eligibility conditions are being met in accordance with the provisions of the Income Tax Act, 1961.

b. For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force.

INSTRUCTIONS FOR MEMBERS

8. Pursuant to provision of Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, MCA Circulars and SEBI Circular; Notice of the Annual General Meeting along with the Annual Report is being sent through electronic mode to those members whose email addresses are registered with the Company/depositories.

9. Members may note that the Notice of Annual General Meeting and Annual Report for the Financial Year 2021-22 will also be available on the Company's website at www.prasolchem.com

10. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details, mandate etc. to their respective depository participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better services to the members.

11. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Notice duly filled in and signed and handover the same at the entrance of venue of the meeting.

12. Members are requested to send in their queries at least a week in advance to the Company Secretary at investorservices@prasolchem.com to facilitate clarifications during the meeting.

13. Pursuant to Secretarial Standard 2 ("SS-2") on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the meeting venue showing the prominent landmark is provided at the end of the Notice.

INSPECTION OF DOCUMENTS

14. The documents referred to in the resolutions can be inspected at the registered office of the Company at Navi Mumbai between 2 p.m. to 5 p.m. on all working days of the Company up to the conclusion of the Annual General Meeting. The aforesaid documents will also be available for inspection by members at the Annual General Meeting.

15. The register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members up to the conclusion of the Annual General Meeting.

    The register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members up to the conclusion of the Annual General Meeting.

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

The following statement sets out all material facts relating to the Ordinary and Special Business mentioned in the Notice:

ITEM NO: 4

Though not mandatory, this statement is provided for reference:

M/s. CNK & Associates LLP, Chartered Accountants, (Firm Registration Number: 101961W/W-100036) were appointed as Statutory Auditor to fill casual vacancy caused by the resignation of M/s. S. V. Shanbhag & Co., Chartered Accountants (Firm Registration Number: 109887W). M/s. CNK & Associates LLP, Chartered Accountants, appointment was approved by the members at the Extra-ordinary General Meeting held on August 30, 2021 and they are holding the office till the date of 30th Annual General Meeting of the Company.

The Company has received letters from M/s. CNK & Associates LLP, Chartered Accountants signifying their willingness to be appointed as the Joint Statutory Auditors of the Company and have also confirmed that their appointment, if approved by the Members would be within the criteria specified in the provisions of the Companies Act, 2013 and the Rules framed thereunder.

Brief Profile of M/s. CNK & Associates LLP, Chartered Accountants is given hereunder:
M/s. C N K & Associates LLP (CNK or The Firm), is a Chartered Accountant Firm registered with The Institute of Chartered Accountants of India ("ICAI") with Firm Registration No. 101961W/W-100036. The firm has presence in 6 major cities in India. The Firm has been associated as Statutory Auditor of many listed and other large companies, Banks, including PSUs (including a Fortune 500 company) for more than 5 decades, and is closely working with regulatory bodies in various capacities. The Firm has significant experience in audit of large manufacturing entities.

The Firm has a valid peer review certificate.

None of the Directors and Key Managerial Personnel of the Company and/ or their relatives is/are concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the accompanying notice.

Pursuant to the recommendation of the Audit Committee, the Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 4 of the accompanying notice for the approval of the members.

ITEM NO.5

Though not mandatory, this statement is provided for reference:

M/s. S. V. Shanbhag & Co., Chartered Accountants, (Firm Registration Number: 109887W) were appointed as Joint Statutory Auditors of the Company for the Financial Year 2021-22.

M/s. S. V. Shanbhag & Co., Chartered Accountants, appointment was approved by the members at the Extra-ordinary General Meeting held on January 15, 2022.

The Company has received letters from M/s. S. V. Shanbhag & Co., Chartered Accountants signifying their willingness to be appointed as the Joint Statutory Auditors of the Company and have also confirmed that their appointment, if approved by the Members would be within the criteria specified in the provisions of the Companies Act, 2013 and the Rules framed thereunder. Brief profile of Joint Statutory Auditor, M/s S. V. Shanbhag & Co., Chartered Accountants is given herein below:

M/s. S. V. Shanbhag & Co., Chartered Accountants is a leading accounting firm based in Vashi, Navi Mumbai founded in the year 1989. The firm has a valid Peer Review Certificate. The firm is rendering comprehensive professional services which include Independent Audit & Assurance, Corporate Support, Financial Consultancy, Tax Consultancy in Direct and Indirect Taxes & Representations, FEMA related Services, Accounting Services, Management Information Services and other allied services.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is/are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Pursuant to the recommendations of the Audit Committee, the Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 5 of the accompanying Notice for the approval of the members.

ITEM NO.6

Pursuant to the recommendation of the Audit Committee, the Board has approved the appointment and remuneration of Mr. Rajesh Soni, Cost Accountant (Membership No. 12107), as Cost Auditor to conduct the audit of the cost accounting records maintained by the Company for the Financial Year ending March 31, 2023 at a remuneration of ₹ 90,000/-(Rupees Ninety Thousand Only) (excluding Taxes plus out of pocket expenses at actual).

In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board, is required to be ratified by the members of the Company.
Accordingly, consent of the members is sought for passing of an Ordinary Resolution as set out at Item No.6 of the notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2023.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is/are concerned or interested, financially or otherwise, in the resolution as set out in Item No. 6 of the accompanying notice.

Pursuant to the recommendation of the Audit Committee, the Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 6 of the accompanying Notice for the approval of the members.

ITEM NO.7

Appointment and Payment of remuneration to Mr. Rahul Shroff to hold an office or place of profit.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1) (f) of the Companies Act, 2013 govern the related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company.

Material Facts:

The Nomination and Remuneration Committee, Audit Committee, and the Board of Directors of the Company ("Board") at their meeting held on August 4, 2022, approved the appointment and payment of remuneration payable to Mr. Rahul Shroff to hold an office or place of profit as Head of Business Development & Finance in the Company, for a period of 5 years effective date ranging from February 1, 2023 but not later than April 1, 2023 at a remuneration not exceeding ₹ 8,50,000/-p.m. (Rupees Eight Lacs Fifty Thousand Only) and /or ₹ 1,02,00,000/- (inclusive of perquisites, as per the rules of the Company).

Brief profile of Mr. Rahul Shroff:

Mr. Rahul Shroff is relative (Daughter's husband) of Mr. Nishith Shah, Chairman and Whole-time Director of the Company (DIN 00381267).

Mr. Rahul Shroff is:

- Bachelor of Engineering in Electronics Engineering from D. J. Sanghvi College of Engineering, University of Mumbai, Mumbai;
- Master of Science in Industrial and Systems Engineering from Viterbi School of Engineering, University of Southern California, Los Angeles (USC);
- Master of Business Administration, Specializations in Finance, Strategy & FinTech from Leonard N. Stern School of Business, New York University, New York;

He has 9 years of rich experience in supply chain management, finance, strategy, product and business development. He is a collaborative leader, experience in identifying growth opportunities, innovation and building new businesses.

He is currently working as Director of Strategy and Business Development, North America at Essilor Luxottica, a €14 billion publicly listed company. He has exposure in launching new products and services in the US market as well as managing the P&L for a new business unit.

He has worked with reputed organization like pepsiCo, North America, Biena Snacks, Boston, General Mills India Pvt. Ltd., Mumbai, ThinkLink Supply Chain Services Pvt. Ltd, Gurgaon.

He is one of eminent speakers for 'Strategy' at MBA Strategy class at the Stern Business School and various forums like the Strategy Factory.

Company is intending to spread wings organically/inorganically in India and/ or abroad and looking for a person with sound experience in Strategy planning and financial planning. Mr. Rahul Shroff's appointment will help Company in the growth of the business.

In accordance with the provisions of Section 188 (1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, approval of the members is required to be sought for the appointment and payment of remuneration to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and half lakh rupees. Mr. Rahul Shroff's appointment to hold an office or place of profit in the Company is in the Ordinary course of business and at arms' length transaction.

Considering his qualification, experience and present role, prescribed limit of Companies Act, 2013 is not commensurate, hence approval of the shareholders is requested.

Except for Mr. Nishith Shah, Chairman and Whole-time Director of the Company, none of the Directors, Key Managerial Personnel of the Company and/or their relatives is/are concerned or interested, financially or otherwise in the resolution as set out in Item No. 7 of the accompanying notice.

Pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee, the Board of Directors recommends the passing of the Ordinary Resolution as set out in Item No. 7 of the accompanying Notice for the approval of the members.

PRASOL CHEMICALS LIMITED, Regd. Office: Prasol House, Plot No. A - 17/2/3, T. T. C. Industrial Area, Khairne M.I.D.C., Navi Mumbai – 400710, **CIN:** U99999MH1992PLC065026
Tel: [+91-22] 61952500/ 27782555, **Fax:** [+91-22] 61952577
E-mail: investorservices@prasolchem.com **Website:** www.prasolchem.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting venue)

DP ID No.*________________________________

& Client ID No.*________________________________

(*Applicable for members holding Shares in electronic form)

Name: ________________________

(IN BLOCK CAPITAL)

Address:
____
____
____
____
____

I hereby record my presence at the 30th Annual General Meeting held on Tuesday, September 27, 2022, at 4.30 ~~a.m./~~p.m.(IST) at Prasol House, Plot No. A -17/2/3, T.T.C. Industrial Area, Khairne MIDC, Navi Mumbai, Thane – 400 710.

____

Signature of Member / Proxy holder

NOTE:

1. A Member/Proxy holder attending the meeting should bring their copy of the Notice of the Annual General Meeting for reference at the meeting.
2. Only Member/Proxy holder can attend the meeting.
3. Please fill in the DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over at the entrance of the meeting venue.

PRASOL CHEMICALS LIMITED, Regd. Office: Prasol House, Plot No. A - 17/2/3, T. T. C. Industrial Area, Khairne M.I.D.C., Navi Mumbai – 400710, **CIN:** U99999MH1992PLC065026
Tel: [+91-22] 61952500/ 27782555, **Fax:** [+91-22] 61952577
E-mail: investorservices@prasolchem.com **Website:** www.prasolchem.com

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]

PRASOL CHEMICALS LIMITED

CIN: U99999MH1992PLC065026

Member Detail:

Name: ________________________ Address:

(IN BLOCK CAPITAL) ____
____

Email ID: ____

DP ID No.*____

& Client ID No.*____

(*Applicable for members holding Shares in electronic form)

I/we being the member(s) of______________ Equity shares of **PRASOL CHEMICALS LIMITED** *hereby appoint:*

1. Name:	2. Name:	3. Name:
Address:	Address:	Address:
Email Id:	Email Id:	Email Id:
Signature: or Failing him/her	Signature: or Failing him/her	Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30th Annual General Meeting of the Company to be held on Tuesday, September 27, 2022 at 4.30 ~~a.m./~~p.m.(IST) at Prasol House, Plot No.A -17/2/3, T.T.C. Industrial Area, Khairne MIDC, Navi Mumbai, Thane – 400 710 and at any adjournment thereof in respect of such resolutions as are indicated below:

PRASOL CHEMICALS LIMITED, Regd. Office: Prasol House, Plot No. A - 17/2/3, T. T. C. Industrial Area, Khairne M.I.D.C., Navi Mumbai – 400710, **CIN:** U99999MH1992PLC065026
Tel: [+91-22] 61952500/ 27782555, **Fax:** [+91-22] 61952577
E-mail: investorservices@prasolchem.com **Website:** www.prasolchem.com

Item No.	Resolutions	Optional#	
		For	Against
*1	To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended March 31, 2022 together with the Report of the Board of Directors' and the Auditors' thereon.		
*2	To declare dividend for the Financial Year ended March 31, 2022		
*3	To appoint director in place of Mr. Gaurang Parikh (DIN: 00190701), who retires by rotation and being eligible, offers himself for re-appointment.		
*4	Appointment of M/s. CNK & Associates LLP, Chartered Accountants, (Firm Registration Number: 101961W/W-100036) as one of the Joint Statutory Auditors of the Company and to fix their remuneration.		
*5	Appointment of M/s. S. V. Shanbhag & Co, Chartered Accountants (Firm Registration Number: 109887W) as one of the Joint Statutory Auditors of the Company and to fix their remuneration.		
**6	Ratification of remuneration payable to Mr. Rajesh Soni, Cost Auditor (Membership No. 12107) for the Financial Year ending March 31, 2023.		
**7	Appointment of Mr. Rahul Shroff to an office or place of profit.		

* Ordinary Business: Item No. 1 to 5

** Special Business: Item No. 6 and 7

Affix Re. 1

Revenue

Stamp

Signed this____________ day of _____________ 2022

Signature of Shareholder(s)	Signature of Proxy Holder(s)
___________________________	__________________________

Notes:

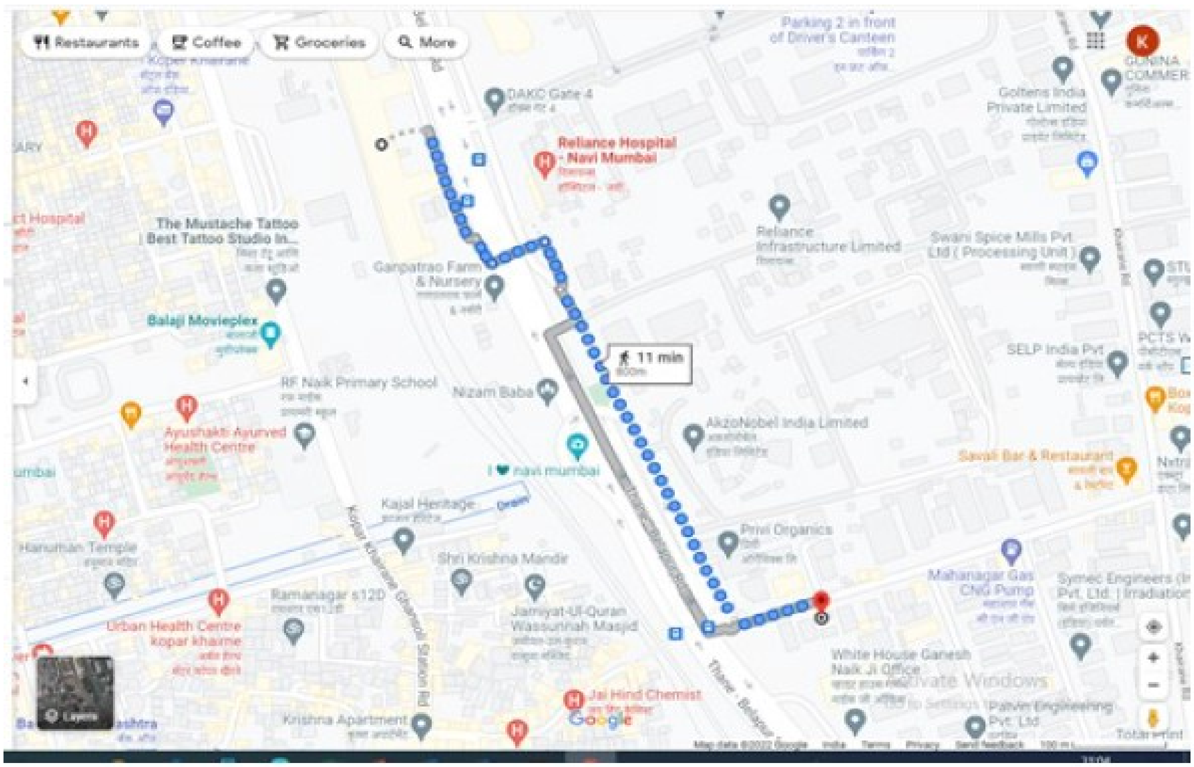
1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**

2) #This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

PRASOL CHEMICALS LIMITED, Regd. Office: Prasol House, Plot No. A - 17/2/3, T. T. C. Industrial Area, Khairne M.I.D.C., Navi Mumbai – 400710**, CIN:** U99999MH1992PLC065026
Tel: [+91-22] 61952500/ 27782555**, Fax:** [+91-22] 61952577
E-mail: investorservices@prasolchem.com **Website:** www.prasolchem.com

Route Map: Prominent Landmark: ***Near White House***

Address of the Venue : Prasol House, Plot No. A – 17/2/3, T.T.C. Industrial Area, Khairne M.I.D.C., Navi Mumbai – 400710



Source : google map