NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PRASOL CHEMICALS LIMITED ("COMPANY") WILL BE HELD ON MONDAY, APRIL 22, 2024 AT PRASOL HOUSE, PLOT NO. A -17/2/3, T.T.C. INDUSTRIAL AREA, KHAIRNE MIDC, NAVI MUMBAI, THANE – 400 710 AT 3.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of Shareholders 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 the Administrative Committee and / or any other Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person or entity in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. 100/- Crore (Rupees One Hundred Crore only) during the financial year 2024-25 and onwards, in its absolute discretion deem beneficial and in the best interest of the Company;

PRASOL CHEMICALS LIMITED ★ NAVI MUMBAI ★ KHAIRANE

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security (ies) be utilized by the borrower for the purpose of its principal business activities;

RESOLVED FURTHER THAT any approval accorded by the Board of Directors and Shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution is made by the Board of Directors and Shareholders thereof;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include Administrative Committee and / or any other Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution) be and are hereby severally authorized to finalise with the lending institution(s) or lending entity(ies) the documents for creating the aforesaid mortgages and/ or charges, negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

By Order of the Board of Directors
For Prasol Chemicals Limited

Regd. Office: Prasol House,
Plot No.A -17/2/3
T.T.C. Industrial Area,
Khairne MIDC, Navi Mumbai,
Thane – 400 710
CIN: U99999MH1992PLC065026
Email: cs@prasolchem.com
Website:www.prasolchem.com

PRASOL CHEMICALS LIMITED NAVI MUMBAI KHAIRANE

Sd/-
Kiran Agrawal
Company Secretary &
Compliance Officer
ACS 13188

Place: Navi Mumbai
Date: March 18, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following Explanatory Statement relating to the accompanying Notice sets out the material facts:

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

The Company may have to render support for the business requirements of its Subsidiary Companies and /or Associate and/ or Joint Venture and/ or group entity and/or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to provision of Section 185 of the Companies Act, 2013 (as amended from time to time) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for their business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors (which term shall be deemed to include Administrative Committee and / or any other Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution) would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the

PRASOL CHEMICALS LIMITED NAVI MUMBAI KHAIRANE

Company and shall be used by the borrowing company only for principal business activities of such Entities.

The Board of Directors recommends the resolution given in this Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives is/are concerned or interested financially or otherwise in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

By Order of the Board of Directors
For Prasol Chemicals Limited

Regd. Office: Prasol House,
Plot No.A -17/2/3
T.T.C. Industrial Area,
Khairne MIDC, Navi Mumbai,
Thane – 400 710
CIN: U99999MH1992PLC065026
Email: cs@prasolchem.com
Website:www.prasolchem.com

PRASOL CHEMICALS LIMITED NAVI MUMBAI KHAIRANE

Sd/-
Kiran Agrawal
Company Secretary&
Compliance Officer
ACS 13188

Place: Navi Mumbai
Date: March 18, 2024

NOTES

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.

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 EXTRAORDINARY GENERAL MEETING.**

3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the 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. The documents referred to in the Resolutions can be inspected at the Registered Office of the Company in Navi Mumbai during 11 am to 5 pm on all working days of the Company up to the conclusion of Extraordinary General Meeting.

6. 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 till the conclusion of the Extra-Ordinary General Meeting.

7. 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 till the conclusion of the Extra-Ordinary General Meeting.

8. Pursuant to the provisions of Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.

9. 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 the hall.

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KHAIRANE

10. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Extraordinary General Meeting.

11. 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 landmarks is provided at the end of the Notice.

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ATTENDANCE SLIP
(To be handed over at the entrance of the Meeting hall)
Folio No. ________________________________
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 Extraordinary General Meeting held on Monday, April 22, 2024 at 3.30 pm 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 Extraordinary General Meeting for reference at the meeting.
2. Only Member/Proxy holder can attend the Meeting.
3. Please complete the Folio No. / DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting.

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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]

Folio No. ___________________________________ / DP ID No.*_____________________________________
& Client ID No.*_____________________________________
(*Applicable for members holding Shares in electronic form)

Name: ______________________________

(IN BLOCK CAPITAL)

Address: ____
____
____

Email ID: ____

*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: ____________________	Signature: ____________________	Signature: ____________________
or Failing him/her	or Failing him/her	or Failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on Monday, April 22, 2024 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 indicated below:

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KHAIRANE

Item No	Special Business	Optional*	
		For	Against
1	To give Loan, Guarantee and / or provide Security to Subsidiary, Associate or any other person u/s 185 of the Companies Act, 2013		

Affix Re. 1 Revenue Stamp

Signed this____________ day of _____________ 2024

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.

3) A Proxy need not be a member of the Company.

4) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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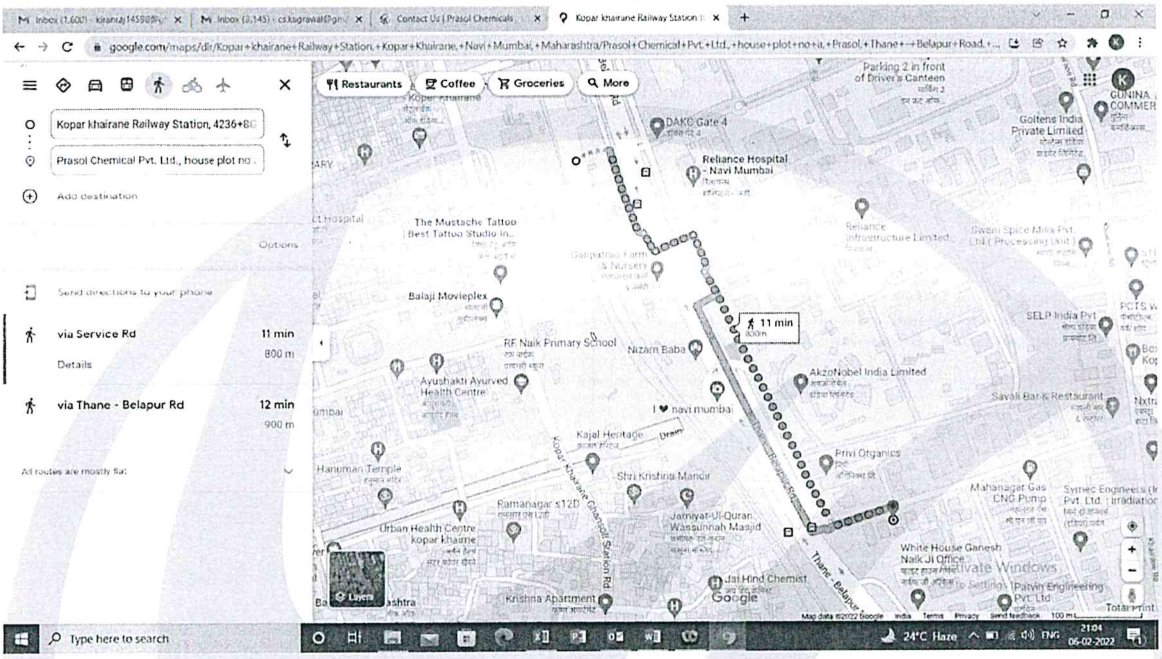
Route Map: Prominent Landmark: ***Near White House***

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

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