

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting ("AGM") of the Members of **Sunshield Chemicals Limited** will be held on **Wednesday, 14th August 2024** at 11.00 am through video conferencing ("VC")/other Audio Visual Means ("OAVM") (The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company) to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2024, the Reports of the Board of Directors and Auditors thereon.

2. Dividend Approval

To confirm the payment of interim dividend and to declare final dividend on the equity shares for the financial year ended 31st March 2024.

3. Appointment of Director

To appoint a Director in place of Mr. Jeet Malhotra (DIN: 07208234), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of remuneration payable to Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, remuneration payable of ₹ 3,00,000/- (Rupees Three Lakhs only) plus applicable tax and reimbursement of out-of-pocket expenses, as approved by the Board to conduct the audit of cost records of the Company for the financial year ending 31st March 2025, to M/s Kishore Bhatia & Associates, Cost Accountants (Firm Registration No.00294), the Cost Auditors be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. Re-appointment of Mr. Jeet Malhotra as Managing Director & Chief Executive Officer

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with the provisions of Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and applicable provisions of the Articles of Association of the Company, approval of the Company be and is hereby accorded for re-appointment of Mr. Jeet Malhotra (DIN: 07208234) as Managing Director and Chief Executive Officer of the Company for a period of five years from 1st January 2025 to 31st December 2030, on such terms & conditions including those relating to the remuneration as set out in the draft Agreement to be entered into between him and the Company, an extract of which is set out in the Explanatory Statement attached hereto with the liberty to the Board of Directors/ Nomination & Remuneration Committee of the Company to alter and vary the terms and conditions of appointment and/or remuneration, subject to the limits as approved by the Members of the Company in such manner as may be agreed to between the Board of Directors (including its committee thereof) and Mr. Jeet Malhotra.

RESOLVED FURTHER THAT any Director of the Company and / or Company Secretary be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

**By Order of the Board of Directors
For SUNSHIELD CHEMICALS LIMITED**

Mumbai,
16th May 2024

**Amit Kumashi
Company Secretary**

Registered office:

1501A, Universal Majestic,
P L Lokhande Marg,
Behind RBK International Academy,
Chembur (W), Mumbai 400043
CIN:L99999MH1986PLC041612

NOTES:

1. In conformity with the Circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities & Exchange Board of India (SEBI Circulars) and in compliance with the provisions of the Companies Act 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 37th Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue.
2. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 37th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting and for participation in the 37th AGM through VC/OAVM Facility and e-Voting during the 37th AGM.
3. In line with the MCA Circulars, the Notice of the 37th AGM will be available on the website of the Company at <https://www.sunshieldchemicals.com>, on the website of BSE Limited at <https://www.bseindia.com> and also on the website of NSDL (agency for providing the Remote-Voting Facility) i.e. at <https://www.evoting.nsdl.com>
4. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
5. In compliance with the MCA Circulars, the Notice of the AGM and the Annual Report for the financial year 2023-24 are being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ DPs. Members may note that Notice of the AGM and the Annual Report for the financial year 2023-24 will also be available on the Company's website at www.sunshieldchemicals.com, websites of the BSE Limited at www.bseindia.com, and on the website of NSDL at <https://www.evoting.nsdl.com/>
6. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members participating in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with the share certificates to the Company's Registrar and Transfer Agent ("RTA") i.e. Link Intime India Private Limited ("LIPL"), so as to enable the Company to consolidate their holdings into one folio.
9. Explanatory Statement pursuant to Section 102 of the Act and statement giving the relevant details of the Director seeking re-appointment under item no. 3 of the accompanying Notice, as required under Regulation 36(3) of Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed herewith.
10. The Register of Members / Shareholders and Share Transfer Books of the Company will remain closed from Thursday, the 1st day of August 2024 to Monday, the 5th day of August 2024 (inclusive of both days) for the purpose of determining the entitlement of members to dividend, if declared.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants ("DP") with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to

the Company by sending an email containing scanned copy of request letter and self-attested copy of PAN card to csg-unit@linkintime.co.in

In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.

12. Further, SEBI vide its circular SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, has mandated listed Companies to issue securities in demat form while processing services requests viz., Issue of duplicate share certificate, Claim from unclaimed suspense account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division / splitting of securities certificate, Consolidation of securities certificates/folios, Transmission, Transposition. For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of LIPL, RTA. The aforementioned form shall be furnished in hard copy form.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with LIPL in case the shares are held by them in physical form.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to LIPL in case the shares are held by them in physical form.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
16. Dividend on Equity Shares if declared at the AGM will be credited/dispatched within the prescribed time-limit mentioned in section 126 of the Act –
 - to all those beneficial owners holding shares in electronic form, as per the

beneficial ownership data made available to the Company by National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') as of the end of the day on 31st July 2024; and

- to all those Shareholders holding shares in physical form, whose names stand registered in the Company's Register of Members as Members on the end of the day on 31st July 2024.

In accordance with the provisions of the Income Tax Act, 1961 as amended and read with the provisions of the Finance Act, 2020, with effect from 1st April 2020, dividend declared and paid by the Company is taxable in the hands of Shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the Shareholders at the applicable rates. The Company has sent a detailed communication to the Members in this regard. The Shareholders are requested to refer to the same and comply to ensure appropriate deduction of tax and in any case update Residential status, PAN, Category of holding, etc. with their DP or in case shares are held in physical form, with the Company's RTA. Further, Shareholders who have not registered their email address are requested to register the same with the RTA. Shareholders are further requested to update their Bank details with the DP / Company for enabling the Company to make timely credit of dividend in respective bank account.

17. Members desiring inspection of statutory registers during AGM can send their request on email to investor.sunshield@sunshieldchemicals.com prior to AGM.
18. Instructions for e-voting and joining the AGM are as follows:

A. Voting through Electronic Means

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a Member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The instructions for e-voting are given herein below.

- ii. The remote e-voting period commences on Sunday, 11th August 2024 (9:00 am IST) and ends on Tuesday, 13th August 2024 (5:00 pm IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 7th August 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iii. The Board of Directors has appointed Mr. Prasen Naithani (Membership No. FCS 3830 CP No: 3389), of M/s. P. Naithani & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- v. Any person holding shares in physical form and non-individual Shareholders holding securities in demat mode, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 4430. In case of individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- vi. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 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:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of Shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 10px;">   </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p>

Type of Shareholders	Login Method
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 – 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment

- i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to naithanipcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.co.in
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorservices@sunshieldchemicals.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorservices@sunshieldchemicals.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.
3. Alternatively, Shareholders/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorservices@sunshieldchemicals.com latest by 7th August 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time

for the AGM. Those of the Members seeking the replies or clarifications on the working of the Company can send their queries/ views to the Company Secretary before 7 days of the AGM. The company will send the replies to such Members to their Email address.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company's website www.sunshieldchemicals.com, on notice board at the Registered office of the Company and on the website of NSDL immediately after the result is declared. The Company shall forward the results to BSE Limited, where the shares of the Company are listed.

Annexure to Notice

Explanatory Statement under Section 102 of the Companies Act, 2013

Item no. 4

The Board of Directors of the Company on the recommendation of the Audit Committee has appointed M/s. Kishore Bhatia & Associates as Cost Auditors for auditing the cost accounts of the Company for the Financial Year 2024-25.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditor) Rules, 2014, the remuneration payable to Cost Auditors has to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for ratifying the amount of remuneration of ₹ 3,00,000/- (Rupees Three Lakhs only) plus applicable tax and reimbursement of out-of-pocket expenses at actuals payable to the Cost Auditors, for the year 2024-25 as set out at item no. 4 of the notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, concerned or interested, financially or otherwise, in the Resolution as set out at item No. 4.

The Board recommends the Ordinary Resolution set out in Item no. 4 of the Notice for approval of Members.

Item no. 5

Mr. Jeet Malhotra (DIN:07208234) was appointed as the Wholetime Director and Chief Executive Officer of the Company, under section 196, 197 and 203 of the Companies Act, 2013 (the Act) for a period of 3 years effective from 1st January 2022. Further the Shareholders accorded approval for re-designating Mr. Malhotra as “Managing Director & Chief Operating Officer” till expiry of his term. His term of appointment will expire on 31st December 2024.

The Board of Directors in its Meeting held on 16th May 2024 based on the recommendation of the Nomination & Remuneration Committee, re-appointed Mr. Jeet Malhotra as Managing Director of the Company for a period of 5 Years with effect from 1st January 2025 to 31st December 2030 subject to the approval of the Members in the ensuing Annual General Meeting.

Mr. Jeet Malhotra holds a Bachelor of Technology in Mechanical Engineering from Amity University. Mr. Jeet Malhotra is leading Business development for the Indus Group. He has worked extensively in the field of Production, Finance, Supply Chain, Sales and Marketing.

The material terms contained in the draft agreement as approved by the Board and Mr. Jeet Malhotra are as under:

1. Mr. Jeet Malhotra is re-appointed as Managing Director and Chief Executive Director of Sunshield Chemicals Limited effective 1st January 2025.
2. The Managing Director and Chief Executive Officer shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.
3. The Managing Director and Chief Executive Officer shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
4. The Managing Director and Chief Executive Officer shall adhere to the Company's code of conduct.
5. The office of the Managing Director may be terminated by the Company or by him by giving 3 (three) months' prior written notice.
6. In consideration of his service, Mr. Jeet Malhotra shall receive from the Company the following remuneration:
 - a. Salary: Gross Salary consisting of Basic Salary, HRA, Variable Pay/bonus and such other Cash Allowances as may be determined by the Board, not exceeding ₹ Two Crores per annum. Annual increments shall be as recommended by the Nomination and Remuneration Committee and affirmed by the Board.
 - b. In addition to the aforesaid salary, the appointee shall be entitled to the following:
 - i. Leave Travel Assistance for self and family, once in a year incurred in accordance with the Rules specified by the Company.
 - ii. Fees of clubs, subject to maximum of two clubs. This will not include admission and life membership fees.
 - iii. Mediclaim Insurance, Term Insurance and Personal accident insurance: Coverage to be extended as per the Company's Rules.
 - iv. Telephone, and other telecommunication facilities at his residence, as per Company's Rules.

- v. Statutory contribution to Provident Fund.
- vi. Gratuity of half month basic salary for every year of completed service as per the rules of the Company.
- vii. Leave and Leave Encashment as per the Company's Rules.
- viii. Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging including for Mr. Jeet Malhotra during business trips and provision of car(s) for use on Company's business and communication expenses at residence.

Since his taking over of the role of Executive Director and subsequent redesignation as Managing Director and Chief Executive Officer, Mr. Jeet Malhotra has taken many strategic initiatives to upgrade the manufacturing facilities, improvement of employee engagement and operational efficiencies. The Company's turnover and profitability significantly improved under his leadership. Board considers that it would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Mr. Jeet Malhotra as Managing Director and Chief Executive Officer for a period of 5 years from 1st January 2025.

Accordingly, approval of the Members is sought for passing the Special Resolution set out at Item No. 5 in terms of Sections 196(3), 197 and 203 read with Schedule V of the Act.

Mr. Jeet Malhotra is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Mr. Jeet Malhotra, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this notice.

Except Mr. Malhotra, being the appointee, and Dr. Maya Parihar Malhotra, and Dr. Anand Parihar none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item no. 5 of the accompanying notice.

A copy of the draft Agreement to be entered in to between Mr. Jeet Malhotra and the Company is open for inspection by Members at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on all days except Saturdays and Sundays and Public Holidays, up to and including the day of Annual General Meeting.

Your Board recommends the Resolution at Item no. 5 as Special Resolution for the approval of members.

**By Order of the Board of Directors
For SUNSHIELD CHEMICALS LIMITED**

Mumbai,
16th May 2024

**Amit Kumashi
Company Secretary**

Registered office:

1501A, Universal Majestic,
P L Lokhande Marg,
Behind RBK International Academy,
Chembur (W), Mumbai 400043
CIN: L99999MH1986PLC041612

Profile of the Director seeking re-appointment at the AGM

Name	Mr. Jeet Malhotra (DIN:07208234)
Date of Birth	09.01.1997
Date of first appointment on Board	30.11.2021
Qualifications	Bachelor of Technology in Mechanical Engineering from Amity University
Expertise in specific areas	Chemical Industry and Management
List of Directorships held in other Companies.	Indus Petrochem Limited
Details of Committee Memberships held in other Companies	Nil
Shares held.	Nil
Number of Board Meeting attended during the year	FY 2023-24: 4
Remuneration last drawn (including sitting fees, if any) (FY2023-24)	₹ 27.94 lakhs
Terms and conditions of appointment/re-appointment	As per the Resolutions at item nos. 3 and 5 of the AGM Notice dated 16 th May 2024
Remuneration Proposed to be paid	As per the Resolution at Item No. 5 of this Notice read with statement pursuant to Section 102 of the Act.
Relationship with other Directors inter se and other Key Managerial Personnel of the company	Mr. Jeet Malhotra is related to Dr. Maya Parihar Malhotra and Dr. Anand Parihar.
Name of Listed Companies from which the Director has resigned in the past three years	None