

NOTICE

Notice is hereby given that the First (1st) Annual General Meeting (AGM) of the members of Gayatri Rubbers and Chemicals Limited is scheduled to be held on Tuesday, 12th day of September 2023 at 12:00 p.m. at the registered office of the company situated at "Plot No. 11, Gali No. 3, Opp. Beri Ka Bagh, Malerna Road, Ballabhgarh, Faridabad, Haryana, 121004 India" to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended on March 31st, 2023 together with the reports of the Board of Directors ('the Board') and Auditor thereon.
2. To appoint director in place of Mr. Manoj Kumar Aggarwal (DIN: 09557129), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Utsav Chotai (DIN: 09557131), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 Section 139 and other applicable provisions if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. VAPS & Co., Chartered Accountants, (Firm Registration Number 003612N) be and is hereby re-appointed as Statutory Auditors of the Company for a term of five (5) years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 6th Annual General Meeting of the Company to be held in year 2028, at an annual remuneration/fees of Rs. 2,00,000/- (Rupees Two Lakh Only) plus any other outlays and taxes at the applicable rates with the power to the Board including Audit Committee(s) thereof to alter and vary the terms and conditions."

SPECIAL BUSINESS:

5. **To appoint Mr. Fahad Abdulaziz Patel (DIN: 09651635) as an Independent Director of the Company for a period of five (5) years.**

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

"RESOLVED THAT pursuant to the provisions of Sections, 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, Mr. Fahad Abdulaziz Patel (DIN: 09651635), who was appointed by the Board of Directors of the Company as Additional Director of the Company at their Board Meeting held on 8th July, 2022 to hold office as an Independent Director of the Company up to the date of ensuing Annual General Meeting of the Company and who is eligible for being re-appointed as an Independent Director be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 12th September, 2023 to 12th September, 2028 (both days inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto."

6. **To appoint Mr. Sameer Pravinbhai Raninga (DIN: 09633029) as an Independent Director of the Company for a period of five (5) years.**

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

"RESOLVED THAT pursuant to the provisions of Sections, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, Mr. Sameer Pravinbhai Raininga (DIN: **09633029**), who was appointed by the Board of Directors of the Company as Additional Director of the Company at their Board Meeting held on 8th July, 2022 to hold office as an Independent Director of the Company up to the date of ensuing Annual General Meeting of the Company and who is eligible for being re-appointed as an Independent Director be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 12th September, 2023 to 12th September, 2028 (both days inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto.”

- 7. To appoint Mrs. Jaspreet Kaur (DIN: 09666523) as an Independent Director of the Company for a period of five (5) years.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, Mrs. Jaspreet Kaur (DIN: **09666523**), who was appointed by the Board of Directors of the Company as Additional Director of the Company at their Board Meeting held on 8th July, 2022 to hold office as an Independent Director of the Company up to the date of ensuing Annual General Meeting of the Company and who is eligible for being re-appointed as an Independent Director be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 12th September, 2023 to 12th September, 2028 (both days

inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto.”

**By order of the Board
For Gayatri Rubbers and Chemicals Limited**

**Roli Jain
Company Secretary**

Registered Office:

Plot No 11, Gali No.3 Malerna Road

Opp. Beri Ka Bagh, Ballabgarh, Faridabad-121004

Date: 17th August, 2023

Place: Faridabad, Haryana

CIN: L25209HR2022PLC102495

Email: cs@gayatrirubberchemicals.com

Contact: +91-7834920000

NOTES:

1. A member entitled to attend and vote at the annual general meeting ('the meeting/am') 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 duly stamped and signed, in order to be effective, must be lodged at the registered office of the company, in their original not less than 48 hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint one person as a proxy and such person shall not act as a proxy for any other person or member.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of the special business under Item No. 5 to Item No 7 of the Notice, is annexed hereto.
4. Corporate Members intending to send their authorized representatives to attend the meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board resolution together with respective Specimen signatures of those representatives) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. Brief Profile of the Directors Retiring by Rotation & being eligible offering themselves for the reappointment and/or the Independent Directors being re-appointed has been provided hereto and forming part of Annual Report as per requirements of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015/ Secretarial Standards.
6. Attendance Slip, proxy form and the route map of the venue of the Meeting has been provided hereto and forming part of Annual Report.
7. The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding and Register of Contracts or Arrangements in which Directors are interested maintained under Section 170 and Section 189 of the Companies Act, 2013 respectively will be available for Inspection by the Members at the Annual General Meeting.
8. Members desirous of getting any information about the Accounts and/ or Operations of the Company or any questions at the Annual General Meeting are requested to write to the Company so as to reach the Company's Registered Office at least 10 days before the Annual General Meeting to enable us to keep the information ready at the Meeting.
9. Members as recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Tuesday, 5th September, 2023 i.e., cut-off date only shall be entitled to vote at the AGM.
10. Members/proxies are requested to:
 - (a) Bring the Copy of the Annual Report and Attendance Slip with them at the Annual General Meeting:
 - (b) Quote their Red. Folio Number/ DPID and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
11. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
12. A member's voting rights shall be in proportion to his/her share of the paid-up share capital of the company. In case of Joint holders attending the meeting together, only whose name appearing first, will be entitled to vote.

Further, a person who is not a member as on the cut-off date should treat this Notice for information purposes only. A person who has acquired the shares and has

become a member of the Company after dispatch of the Notice of the AGM and prior to cut-off date i.e. Tuesday, 5th September, 2023 shall be entitled to exercise his/ her vote either electronically i.e. remote e-voting or through the poll/ ballot paper at the AGM by following the procedure mentioned in this part.

13. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to exercise members right to vote at the ensuing Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Authorized Agency to provide E-voting Facilities.

The facility for voting through ballot paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. E-voting facility will not be made available at the AGM venue. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period begins on Saturday, 9th September, 2023 at 9:00 A.M. (IST) and ends on Monday, 11th September, 2023 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by CSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 5th September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the

Company as on the cutoff date, being 5th September 2023.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 9th September, 2023 at 09:00 A.M. and ends on 11th September, 2023 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 5th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- i. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are

requested to visit CDSL website

www.cdslindia.com and click on login icon & New System Myeasi Tab.

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.

- 4) 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.
- 5) Alternatively, the user can directly access e-

	<p>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>		<p>under e-Voting services and you will be able to see e-Voting page. 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting”</p>		

	<p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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. CDSL and NSDL

Login type	Helpdesk details
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 5533
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 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to

vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@gayatrirubberchemicals.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1) For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**
- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- 4) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 5533.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE OF THE ANNUAL GENERAL MEETING

Item No. 5

The Board of Directors of the Company had appointed Mr. Sameer Pravinbhai Raninga (DIN: 09633029), as an Additional Director (Independent & Non-Executive) of the Company with effect from 8th July, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Sameer Pravinbhai Raninga (DIN: 09633029) shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received recommendation from the Nomination & Remuneration Committee as well as the Board of Directors of the Company recommended his candidature as an Independent Director of the Company. A brief profile of Mr. Sameer Pravinbhai Raninga, including nature of his expertise, is provided in this Annual Report. The Company has received a declaration of independence from Mr. Sameer Pravinbhai Raninga. In the opinion of the Board, Mr. Sameer Pravinbhai Raninga fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sameer Pravinbhai Raninga, are concerned or interested (financially or otherwise) in this Resolution. The

Board commends the Special Resolution set out at Item no. 5 for approval of the Members.

Item No. 6

The Board of Directors of the Company had appointed Mr. Fahad Abdulaziz Patel (DIN: 09651635), as an Additional Director (Independent, Non-Executive) of the Company with effect from 8th July, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Fahad Abdulaziz Patel shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Fahad Abdulaziz Patel signifying his candidature as an Independent Director of the Company. A brief profile of Mr. Fahad Abdulaziz Patel, including nature of his expertise, is provided at page no. 14 of this Annual Report. The Company has received a declaration of independence from Mr. Fahad Abdulaziz Patel. In the opinion of the Board, Mr. Fahad Abdulaziz Patel fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. None of the Directors or Key Managerial Personnel and their relatives, except Mr. Fahad Abdulaziz Patel, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 6 for approval of the Members.

Item No. 7

The Board of Directors of the Company had appointed Ms. Jaspreet Kaur (DIN: 09666523), as an Additional Director of the Company with effect from 8th July, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Jaspreet Kaur shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Jaspreet Kaur signifying her candidature as an Independent Director of the Company. A brief profile of Ms. Jaspreet Kaur, including the nature of her expertise, is provided at page no. 14 of this Annual Report. The Company has received a declaration of independence from Ms. Jaspreet Kaur. In the opinion of the Board, Ms. Jaspreet Kaur fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement,

for appointment as Independent Director of the Company. None of the Directors or Key Managerial Personnel and their relatives, except Ms. Jaspreet Kaur, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 7 for approval of the Members.

PROFILE OF DIRECTORS

(SEEKING APPOINTMENT/RE-APPOINTMENT)

MANOJ KUMAR AGGARWAL (DIN: 09557129)

Mr. Manoj Aggarwal, aged 43 years, is the Promoter and Whole-time Director of the Company. He is graduate in B.A. Political science from IGNOU. He began doing Business in Rubber Industry in 1996 on his own. He established Goyal Rubbers in 2008 and achieved significant milestones by himself only. Thereafter Gayatri Rubbers and Chemicals was promoted by him and took over the business of Goyal Rubbers in the year 2022. Since the incorporation of Gayatri Rubbers and Chemicals Limited, he has been working as Wholetime Director, Managing the Operations, Human Resource and entire production process.

MR. UTSAV CHOTAI (DIN: 09557131)

Mr. Utsav Chotai, aged 37 years, is the Promoter and Whole-Time Director of our Company. He is graduate with BBA in Marketing from Madhvani College (Gujarat). He joined Family Business in Operations field of Calcium Carbonate Manufacturing business in year 2006 when he was 21 years old.

In year 2016, he had started business of Rubber Profiles on name of Elements (India) and developed business all over India while Purchasing Rubber profiles from Goyal Rubbers. Since the takeover of Goyal Rubbers by Gayatri Rubbers and Chemicals Limited, he has been working as Whole-time Director and Chief Financial Officer taking care of Finance and Distribution Strategy.

MR. SAMEER PRAVINBHAI RANINGA (DIN: 09633029)

Mr. Sameer Raninga, aged 39 years, is non-Executive & Independent Director of the Company. He Business Administration graduate from Saurashtra University (Gujarat). He has vast experience of 22 years in business. He established Real Estate business in 2016 and has good

experience in Building line experience and will keep giving valuable guidance in our company.

MR. FAHAD ABDULAZIZ PATEL (DIN: 09651635)

Mr. Fahed Patel, aged 32 years, is the Independent Director of the company. He is a Commerce Graduate from Periyar University, Salem and holds a Diploma in Advertising and Media from College of Events and Media, Pune. He has been in the marketing space for a decade now and has helped many brands from different industries achieve their marketing goals. He will work as the Marketing Head to further improve promotions and marketing communications.

MS. JASPREET KAUR (DIN: 09666523) Mrs. Jaspreet Kaur aged 32 years. She had completed her BSC Biotechnology degree from Bharati Vidyapeeth College (Pune, Maharashtra). Worked with Accretive Health (Noida) from year 2011 to 2013 as associate and then MetLife GOSC (NOIDA) as senior Associate from year 2013 to 2015. Then She had moved to Pune in year 2015 and worked with WNS Global Services as a Senior associate till year 2017.

**By order of the Board
For Gayatri Rubbers and Chemicals Limited**

**Roli Jain
Company Secretary**

Registered Office:

Plot No 11, Gali No.3 Malerna Road
Opp. Beri Ka Bagh, Ballabgarh, Faridabad-121004

Date: 17th August, 2023

Place: Faridabad, Haryana

CIN: L25209HR2022PLC102495

Emai: cs@gayatrirubberchemicals.com

Contact: +91-7834920000

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting

In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of Director	Manoj Kumar Aggarwal	Utsav Chotai	Fahad Abdulaziz Patel	Sameer Pravinbhai Raininga	Jaspreet Kaur
DIN	09557129	09557131	09651635	09633029	09666523
Date of Appointment on the Board	31 st March 2022	31 st March 2022	8 th July, 2022	8 th July, 2022	8 th July, 2022
Nature of Expertise in specific functional areas	Management & Administration	Finance, Management & Administration	Finance and Management	Finance and Management	Finance and Management
Qualifications	Business Graduate	Business Graduate	Business Administration Graduate	Commerce Graduate	Graduate
Directorship of other Listed Entity	NIL	NIL	NIL	NIL	NIL
Memberships of Committees of other Listed Entity (mandatory for committees)	NIL	NIL	NIL	NIL	NIL
Details of Listed Entity from which person has resigned in past three years	NIL	NIL	NIL	NIL	NIL
Disclosure of relationship between director inter-se	NIL	Mr. Utsav Chotai is brother of Mr. Shilp Chotai	NIL	NIL	NIL
No. of Shares held in the Company	21,50,000 (37.47%)	1,010,000 (17.60%)	NIL	NIL	NIL

**By order of the Board
For Gayatri Rubbers and Chemicals Limited
Sd/-
Roli Jain
Company Secretary**

Registered Office:

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ROUTE MAP TO THE VENUE OF 1ST ANNUAL GENERAL MEETING

(Registered office; Plot No. 11, Gali No. 3, Opp. Beri Ka Bagh, Malerna Road, Ballabhgarh, Faridabad, Haryana, 121004, India)

