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I. Company Information:	
i) CIN	U17120MH1965PLCo15806
ii) Registration Date	25-02-1965
iii) Name of the Company	Eternis Fine Chemicals Limited
iv) Category / Sub-Category of the Company	Public Company Limited by Shares
v) Address of the Registered office and contact details	1004, Peninsula tower, Peninsula Corporate Park, Lower Parel, Mumbai 400013
vi) Whether listed company	No
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Ltd C-101, 247 Park, LBS Marg, Mumbai - 400083 Phone: +91 022 49186000
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	
All the business activities contributing 10% or more of the total turnover of the company	Manufacture of Aromatic Chemicals - 100% of Turnover
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	
i). Name: Eternis UK Limited Address: Grenville Court, Britwell Road, Burnham Slough SL18DF, United Kingdom CIN: Not Applicable Holding/Subsidiary/Associate: Subsidiary % Shares held: 100% Applicable Section: Section2(87)(ii)	
ii) Name: Eternis Chemicals Private Limited Address: 1004, Peninsula tower, Peninsula Corporate Park, Lower Parel, Mumbai 400013 CIN: U24303MH2020PTC339944 Holding/Subsidiary/Associate: Subsidiary % Shares held: 100% by Eternis Fine Chemicals Ltd Applicable Section: Section2(87)(ii)	
iii) Name: Eternis Fine Chemical UK Limited Address: Macclesfield Road, Leek, Staffordshire, ST13 8LD CIN: Not Applicable Holding/Subsidiary/Associate: Subsidiary % Shares held: 100% through Eternis UK Ltd Applicable Section: Section2(87)(ii)	
iv) Name: Eternis Fine Chemicals Singapore Pte. Limited Address: 111 North Bridge Road #06-20 Peninsula Plaza, Singapore (179098) CIN: Not Applicable Holding/Subsidiary/Associate: Subsidiary % Shares held: 100% through Eternis Fine Chemical UK Limited Applicable Section: Section2(87)(ii)	

v) Name: Eternis Fine Chemicals USA LLC
 Address: c/o Peter B. Cohen, Ellenoff Grossman & Schole LLP, 1345 Avenue of Americas 11th Floor, New York -10105
 CIN: Not Applicable
 Holding/Subsidiary/Associate: Subsidiary
 % Shares held: 100% through Eternis Fine Chemical UK Limited
 Applicable Section: Section2(87)(ii)

vi) Name: Eternis Fine Chemicals B.V.
 Address: John M, Keynesplein , 10, 1066 EP, Amsterdam
 CIN: Not Applicable
 Holding/Subsidiary/Associate: Subsidiary
 % Shares held: 100% through Eternis Fine Chemical UK Limited
 Applicable Section: Section2(87)(ii)

vii) Name: Eternis Chemicals France SAS
 Address: 43 rue de Liège 75008 Paris
 CIN: Not Applicable
 Holding/Subsidiary/Associate: Subsidiary
 % Shares held: 100% through Eternis Fine Chemical UK Limited
 Applicable Section: Section2(87)(ii)

viii) Name: Sharon Personal Care Limited
 Address: Odem 8, Ad-Halom 789800 P.O.B 832 Ashdod
 CIN: Not Applicable
 Holding/Subsidiary/Associate: Subsidiary
 % Shares held: 100% through Eternis Fine Chemical UK Limited
 Applicable Section: Section2(87)(ii)

ix) Name: Sharon Labs Europe S.r.l (Italy)
 Address: Via Vincenzo Monti 11, Milano (MI) CAP 20123
 CIN: Not Applicable
 Holding/Subsidiary/Associate: Subsidiary
 % Shares held: 100% through Sharon Personal Care Limited
 Applicable Section: Section2(87)(ii)

x) Name: Sharon Labs USA LLC.
 Address: 201 South Main Street – Bldg A Lambertville, NJ 08530
 CIN: Not Applicable
 Holding/Subsidiary/Associate: Subsidiary
 % Shares held: 100% through Sharon Personal Care Limited
 Applicable Section: Section2(87)(ii)

xi) Name: Sharon Personal Care SRL.
 Address: Via Giulio Pastore, 3 – 20056 Trezzo sull’Adda (MI) Italy
 CIN: Not Applicable
 Holding/Subsidiary/Associate: Subsidiary
 % Shares held: 100% through Sharon Labs Europe S.r.l (Italy)
 Applicable Section :Section2(87)(ii)

xii) Name: AMP Energy Green Twelve Private Limited
Address: 309, 3rd Floor, Rectangle One, Behind Sheraton Hotel, Saket, South Delhi, New Delhi, Delhi, India, 110017
CIN: U40106DL2020PTC373517
Holding/Subsidiary/Associate: Associate
Applicable Section: Section2(87)(ii)

MANUFACTURING UNIT:

DOMESTIC:

1. HP-01 (Koregaon Bhima)
HPFL Estate, 555, Pune-Nagar Road, Koregaon Bhima, Taluka: Shirur, District: Pune. PIN – 412 216, Maharashtra
2. HP-02 (Kurkumbh- Daund)
Plot No. D-9/1, 9/2, 9/3 & D-15, M.I.D.C., Industrial Area, Kurkumbh, Pune- Solapur Highway, Taluka- Daund, District- Pune
3. HP-03 (Patas)Plot No 2 and 2/1 Additional Kurkumbh - Patas Industrial Area, Kurkumbh MIDC, Additional Kurkumbh (Patas), Daund, Pune, Maharashtra, 413801 (wholly subsidiary company)
4. HP-04 (Sinnar- Nashik)
Plot no. 948/2, STICE, Musalgaon, Sinnar Dist: Nashik, 422112

INTERNATIONAL:

1. Eternis Fine Chemicals UK Limited
Macclesfield Road, Leek, Staffordshire, ST13 8LD
2. Sharon Personal Care Limited
 - a) Odem 8, Ad-Halom 789800 P.O.B 832 Ashdod, Israel
 - b) Via Redipuglia, 150 – 21055 Gorla Minore (VA), Italy

Composition of Board of Directors:

Composition of Board of Director		
Sr. No	Name	Category
1.	Mr. Rajendra Mariwala	Managing Director
2.	Dr. (Mr.) Ravindra Mariwala	Non- Executive Director
3.	Mr. Harsh Mariwala	Non- Executive Director
4.	Ms. Anita Belani	Independent Director
5.	Mr. Ketan Dalal	Independent Director
6.	Mr. Krishan Kumar Sharma	Whole-time Director
7.	Mr. Achim Daub	Additional Director in capacity of Independent Director
8.	Mr. Vivek Karve	Additional Director in capacity of Independent Director

Composition of KMP

Sr. No	Name	Designation
1.	Mr. Rajendra K. Mariwala	Managing Director
2.	Mr. Krishan Kumar Sharma	Whole Time Director
3.	Mr. Chetan Chowatia	Chief Financial Officer
4.	Mr. Sandesh R. Pokhriyal	Company Secretary

Composition of Committee

Name of Committee	Composition of Committee	
	Name	Category
Audit Committee	Mr. Ketan Dalal	Chairperson, Independent Director
	Ms. Anita Belani	Member, Independent Director
	Mr. Rajendra Mariwala	Member, Managing Director
Nomination & Remuneration Committee	Ms. Anita Belani	Chairperson, Independent Director
	Mr. Ketan Dalal	Member, Independent Director
	Dr. (Mr.) Ravindra Mariwala	Member, Non- Executive Director
Corporate Social Responsibility Committee	Ms. Anita Belani	Chairperson, Independent Director
	Mr. Ketan Dalal	Member, Independent Director
	Mr. Rajendra Mariwala	Member, Managing Director
Risk Management Committee	Mr. Vivek Karve	Chairperson, Independent Director
	Ms. Anita Belani	Member, Independent Director
	Mr. Rajendra Mariwala	Member, Managing Director
	Mr. Chetan Chowatia	Member, Chief Financial Officer

Mr. Sandesh Pokhriyal, Company Secretary, acts as the Secretary to all the aforesaid Committees.

Other Non- Statutory Committees:

- a) Administrative (Business & Operations) Committee; &
- b) Merger Committee.

Letter of appointment of Independent Director

Date:

To,

(Name)

(Address)

**Sub: Appointment as an Independent Director of Eternis Fine Chemicals Limited
(the “Company”)**

Dear Sir,

On behalf of the Company, I wish to inform you about your appointment as an Independent Director by the members of the Company, with effect from (date).

The terms of the appointment, which shall, in any event be subject to the Articles of Association of the Company, are set out below. Subject to the detailed terms of this letter, as an Independent Director you will hold office for a term of up-to 5 consecutive years under the provisions of the Companies Act, 2013.

Appointment

1. Your appointment as a Non-Executive Independent Director on the Board of Directors of the Company is subject to the provisions of the Companies Act, 2013.
2. In compliance with provisions of section 149(13) of the Companies Act, 2013, your directorship is not subject to retirement by rotation.
3. Notwithstanding other provisions of this Letter, the appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or on failure to meet the parameters of independence as defined in section 149(6) or on the occurrence of any event as defined in section 167 of the Companies Act, 2013

Time commitment

4. As a Non-Executive Independent Director, you are expected to bring objectivity and independence of view to the Board’s discussions and to provide the Board with effective leadership in relation to the Company’s strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance. The Board

generally meets Four times a year. The Audit Committee generally meets at least Four times in a year. Besides, there are other Committee meetings like Nomination and Remuneration Committee, which are convened as per requirements. You will be expected to attend Board and Board Committees to which you may be appointed and Shareholders meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively. Ordinarily all meetings are held in Mumbai.

5. By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

Roles and Duties

6. Your role and duties will be normally required of a Non-Executive Independent Director under the Companies Act, 2013. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under :

a) You shall act in accordance with the Company's Articles of Association as may be amended from time to time.

b) You shall act in good faith in order to promote the objects of the Company for the benefits of its members as a whole, and in the best interest of the Company.

c) You shall discharge your duties with due and reasonable care, skill and diligence.

d) You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the C company.

e) You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.

f) You shall not assign your office as Director and any assignments so made shall be void. In addition to the above requirements the Board of Directors also expect you to perform the following functions:

i. Help in bringing an independent judgment to bear on the Board's deliberation especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

ii. To bring an objective view in the evaluation of the performance of board and

management;

iii. Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

iv. Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

v. Safeguard the interests of all stakeholders, particularly the minority shareholders;

vi. Balance the conflicting interest of the stakeholders;

vii. Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;

viii. Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest

ix. Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

x. Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

xi. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

xii. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Status of Appointment

7. You will not be an employee of the Company and this letter shall not constitute a contract of employment. You will be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as may be decided by the Board.

8. You will have no entitlement to any bonus during the appointment and no entitlement to participate in any employee stock option scheme operated by the Company or any Group Company.

Conflict of Interests

9. It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment, you are required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of your appointment.

10. In the event that your circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgment that you are independent, this should be disclosed to the Chairman and the Secretary.

Disclosure of Interest

11. Any material interest that a Director may have in any transaction or arrangement that the Company has entered into should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contract with a particular person, firm or company is acceptable.

Code of Conduct

12. During the appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the Code for Independent Directors, Code of Conduct and Ethics for Directors and Senior Executives and Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.

13. At the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect your status as an independent director, you shall give a declaration to that effect confirming that you meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Confidentiality

14. All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by

whatever means) to third parties without prior clearance from the Chairman unless required by law or by the rules of any stock exchange or regulatory body. On reasonable request, you shall surrender any documents and other materials made available to you by the Company.

15. Your attention is also drawn to the requirements under the applicable regulations and the Company's Insider Trading Code which concern the disclosure of price sensitive information and dealing in the securities of the Company. Consequently you should avoid making any statements or performing any transactions that might risk a breach of these requirements without prior clearance from the Chairman or any other Director of the Company.

Publication of the letter Confidentiality

16. In line with provision of Clause IV sub clause 6 of Schedule IV, under Companies Act, 2013 the terms and condition of appointment of independent director will be open for inspection at the registered office of the Company by any member during the business hours.

Membership of Committees

17. The Board of Directors may appoint you as Member / Chairman of one or more of its Committees which will be covered in a separate communication setting out the relevant committee's terms of reference and any specific responsibilities.

Termination

18. You may resign from your position at any time and should you wish to do so, you are requested to serve a reasonable written notice on the Board. In terms of provisions of the Companies Act, 2013, you are required to file a copy of your resignation letter with the Registrar of Companies, Mumbai.

19. Continuation of your appointment is contingent on your getting re-elected by the shareholders in accordance with provisions of Companies Act, 2013 and the Articles of Association of the Company, from time to time in force.

20. Your appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

21. Please confirm your agreement to the above by signing and returning the enclosed duplicate of this Letter.

Yours Faithfully,

For Eternis Fine Chemicals Limited

(Name)

DIRECTOR

DIN:

CORPORATE SOCIAL RESPONSIBILITY POLICY

1. This Policy shall be called Corporate Social Responsibility Policy (CSR) of Eternis Fine Chemicals Limited ('Eternis').
2. This policy has been formulated and recommended by the CSR Committee of Directors of Eternis, pursuant to the provisions of the Companies Act, 2013 ('the Act').
3. This Policy lists the activities to be undertaken by the Company and the expenditure thereon to fulfill its obligations u/s 135 of the Act. (CSR activities).
4. The CSR activities shall be undertaken by the Company as projects or programmes or activities (either new or ongoing) excluding activities undertaken in pursuance of Eternis's normal course of business.
5. The Board of Directors of Eternis may decide to undertake the CSR activities either by Eternis itself or through a registered trust or a registered society or a company established by Eternis or its promoters or associate company(ies) under Section 8 of the Companies Act, 2013 or otherwise; provided that:
 - i) If such trust, society or company is not established by Eternis or its promoter/associate company(ies) it shall have an established track record of at least three years in undertaking similar programme or projects;
 - ii) Eternis specifies the project or programmes to be undertaken through these entities, the modalities of utilization of funds on such projects or programmes and the monitoring and reporting mechanism.
6. Eternis may also collaborate with other companies for undertaking projects or programs or CSR activities.
7. Subject to provisions of sub-section (5) of section 134 of the Act, the CSR projects or programs or activities undertaken in India only shall amount to CSR Expenditure. Eternis shall give preference to the local area and areas around its plants for CSR program.
8. The CSR projects or programs or activities that benefit only the employees of the company and their families shall not be considered as CSR activities in accordance with section 135 of the Act.

9. Contribution of any amount directly or indirectly to any political party under section 182 of the Act, shall not be considered as CSR activity.

10. Expenditure on CSR activities

Eternis shall strive to spend in every financial year at least 2% of the average net profits made during the three immediately preceding financial years on CSR activities.

Explanation

‘Average net profit’ shall be calculated in accordance with the provisions of Section 198 of the Act.

11. CSR Activities

Any of the following activities may be undertaken by Eternis as part of its CSR activities

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care, sanitation [including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts;

- measures for the benefit of armed forces veterans, war widows and their dependents,
- training to promote rural sports, nationally recognized sports, paralympic sports and olympic sports;
 - contribution to the prime minister's national relief fund or PM CARES Fund or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women
- contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organization (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs);
- rural development projects;
- slum area development;
- disaster management, including relief, rehabilitation and reconstruction activities.

12. General

The CSR policy would be subject to revision/amendment in accordance with the guidelines as issued by the Ministry of Company Affairs from time to time and as reviewed by the CSR Committee.

The company reserves the right to alter, modify, add, delete or amend any of the provisions of this policy.

The power to interpret and administer the Policy shall rest with the Chairman of the CSR Committee whose decision shall be final and binding.

CORPORATE SOCIAL RESPONSIBILITY (CSR) ANNUAL ACTION PLAN 2024-25

Eternis Fine Chemicals Limited

Sr. No.	Brief details of the CSR Projects	Activities under Schedule VII	Local Area (Yes / No)	Manner of execution (Direct or through Implementing Agency)
1	Environmental Sustainability: a) Tree Plantation; b) Rain Water Harvesting	Schedule VII (iv) Environmental Sustainability	Yes, Pune and Nashik	Through Implementing Agency
2	Promoting Primary and Secondary Education: a) Education - Support at blind school at Sinnar, Infra for ZP School (Toilet, classroom) at Sinnar and Kurkumbh; b) Promotion of R&D at multiple institutes	Schedule VII (ii) Education	Yes, Pune and Nashik	Through Implementing Agency
3	Preventive and Curative Health Services	Schedule VII (i) Healthcare	Yes, Pune	Through Implementing Agency

- All Projects Outlay for the Financial Year 2024-25, as approved by the CSR Committee and the Board.
- The Company may take up additional CSR Projects other than those stated above or modify CSR Projects as stated above, with the approval of the Board and CSR Committee from time to time.
- All the aforesaid projects will be completed before 31st March, 2025.
- Impact Assessment from an Independent Agency is not applicable as the total CSR Obligation for the FY 2024-25 is below Rs. 10 crores.

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Approval Reference Details			

WHISTLE BLOWER POLICY

Introduction:

Our company has adopted Whistle Blower Policy in line with the objective of strengthening the governance mechanism and to report to the management instances of unethical behavior, actual or suspected fraud. This policy will also meet the requirement of the Companies Act, 2013.

Objective:

The Company is committed to adhere to the highest standards of ethical, moral, and legal conduct of business operations. To maintain these standards, the Company encourages its employees and Directors who have concerns about suspected unethical and fraudulent behavior to come forward and express these concerns without fear of punishment or unfair treatment.

This Policy aims to provide an avenue for employees and Directors to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, improper misconduct, unethical behavior etc.

Scope:

The Policy shall extend to whole of the Company. The Policy shall be available on the Company's website: www.eternis.com

All employees and directors of the Company are eligible to make protected disclosures under this Policy. The Whistle Blower's role is to report or raise any concerns which the individual believes is an internal malpractice or wrongdoing which could affect the business or reputation of the Company. Any allegation which falls within the scope of the concerns identified below will be seriously considered and investigated.

These concerns would include but are not restricted to :-

- a. Fraud;
- b. Financial malpractice;
- c. Failure to comply with legal requirements or Company policy;
- d. Improper or unethical behavior;
- e. Attempts to conceal any material facts;
- f. Negligence causing substantial and specific danger to public health;
- g. Any unlawful act whether criminal/civil;
- h. Colluding with third parties/associates to exploit the company;
- i. Wastage / misappropriation of Company Funds/assets.

Eternis Fine Chemicals Ltd.

Print date: -

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Printed document on shopfloor is valid only for one week. Always refer original soft copy.

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Complaints on employee misconduct will be addressed by HR through grievance redressal mechanism

Definitions:

“Audit Committee” or “Committee” means Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013.

“Company” means Eternis Fine Chemicals Limited, its subsidiaries, joint-ventures and associate companies .

Designated Authority means an official who is nominated/ appointed by the Audit Committee to receive Protected Disclosures from the Whistle Blower, conduct detailed investigation of the Protected Disclosure and recommend action to the Audit Committee.

“Protected Disclosure” means any communication made in good faith under this policy that discloses or demonstrates information that may evidence unethical or improper activity or Fraud.

“Fraud” means deliberate deception to secure or attempt to secure, unfair or unlawful benefit or gain from the Company or a third party. This may include the embezzlement of Company funds or the misappropriation of Company assets in the form of money, property, data, confidential information or intellectual property.

“Policy” means the Whistle Blower Policy.

“Whistle Blower” means any employee or director of the Company who makes a Protected Disclosure under this Policy.

“Whistle Officer” or “Whistle Committee” means a Committee of persons who are nominated/ appointed by the Audit Committee to assist the Designated Authority or the audit Committee to conduct investigation of the Protected Disclosure received from the Whistle Blower.

Duties of Whistle Blowers:

- a. Report any improper practice on time. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
- b. Although they are not required to provide proof, they must have sufficient cause for concern and submit evidence when called for.
- c. Avoid anonymity when raising a concern.
- d. Follow the procedures prescribed in this Policy for making a Disclosure.

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- e. Co-operate with investigating authorities, maintaining full confidentiality.
- f. The intent of the Policy is to bring genuine and serious issues to the fore and it is not intended for petty disclosures. Malicious allegations by employees may attract disciplinary action.
- g. Whistle Blower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation.

Reporting a concern:

All suspected concerns/violations are to be reported to Designated Authority appointed by the Audit Committee comprising of the following personnel:

Chief Financial Officer
General Manager - Human Resources

The Protected disclosure by the whistleblower can be sent

Email: whistleblower@eternis.com
Mailing Address: 1004, Peninsula Tower, 10th Floor,
Peninsula Corporate Park, G K Marg, Lower Parel,
Mumbai - 400013.
Phone call: 91-22-66513470/ 91-22-66513430

Protected Disclosures should preferably be reported in writing (email or letter) so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.

The Protected Disclosure should bear the identity of the Whistle Blower.

In case the Protected Disclosure is regarding any of the Designated Authority members, the complaint can be made either to other member of Designated authority or to Managing Director. The email ids for these are as below:

1. GM -HR : minal.koparde@eternis.com
2. CFO: chetan.chowatia@eternis.com
3. MD: MD@eternis.com

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In case the Complaint is regarding any exceptional matter or involving members of the Senior Management Team of the Company the Designated Authority shall forward the Protected Disclosure to the Chairman of Audit Committee for investigation. All other Protected Disclosures shall be investigated by the Designated Authority.

The protected disclosure should be completely factual. Complete details must be elaborately discussed by the Whistle Blower to enable right and swift course of action.

If a Protected Disclosure is received by any executive of the Company other than the designated authority or Audit Committee, the same should be forwarded to the Designated authority or Audit Committee for further appropriate action.

How the Protected Disclosure Will Be Dealt With

a) The Protected Disclosure raised may

- Form the subject of an independent enquiry.
- Be investigated internally.
- Be referred to external auditor.
- Be referred to the Police if required.

b) Upon receipt of a Protected Disclosure, an initial enquiry will be carried out by the Designated Authority or the Audit Committee as the case may be to decide whether an investigation is appropriate and if so, what form it should take. Some concerns may also be resolved by an agreed action without the need for investigation.

c) The Designated Authority shall forward to the Audit Committee, details of all Protected Disclosures received cases where the Designated Authority after and findings of preliminary investigation has decided not to carry out further investigation carried out by him.

d) The amount of contact between the body considering the issues and the Whistle Blower will depend on the nature of the matters raised, the potential difficulties involved, and the clarity of the information provided. If necessary, further information will be sought from the Whistle Blower.

e) After the Protected Disclosure has been evaluated as above, the Designated Authority will write to the complainant:

- Acknowledging that the concern has been received;
- Indicating how it is proposed to be dealt with ;
- Informing whether further investigation will take place, and if not, why
- If the Designated Authority or the Audit Committee as the case may be after the preliminary investigation comes to the conclusion that the matter needs to be investigated in detail, the Designated Authority or the Audit Committee will proceed to investigate it further in such manner as may be decided by the Audit Committee. The Audit committee shall in appropriate cases

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appoint a Whistle Committee to assist the designated authority or the Audit Committee in the preliminary and/or detailed investigation. If the alleged malpractice or wrongdoing is required by law to be dealt with under any other mechanism, then the Designated Authority or the Audit Committee shall refer the Protected Disclosure to the appropriate authority under such mandated mechanism.

Protection:

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a concern under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization, or any other unfair employment practice being adopted against Whistle Blowers.

Protection will be given to Whistle Blowers against any unfair practice like retaliation, threat, or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/ functions including making further Disclosure.

The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Disclosure.

The Identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

If a Whistle Blower faces any retaliatory action or threat as a result of making a Protected Disclosure he may immediately write to the Managing Director who will recommend appropriate steps to protect the Whistle Blower from such retaliatory action and ensure implementation of such steps for the protection of the Whistle Blower.

Anonymous allegations:

This Policy encourages individuals to put their name to any Disclosures they make. Disclosures expressed anonymously are much less credible, but they may be considered at the discretion of the Designated Authority/Managing Director or Audit Committee. In exercising this discretion, the factors to be taken into account will include:

- The seriousness of the issues raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

Untrue allegations:

In making a Disclosure the individual should exercise due care to ensure the accuracy of the information. If an individual makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual. If however, an individual makes malicious or vexatious

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Approval Reference Details			

allegations, and particularly if he or she persists with making them despite the outcome of the investigation, the Designated Authority may recommend action against the individual. However, the intention is to provide full protection to any individual acting in good faith.

Duties of the Investigating Committee/ Authority:

- a. Proceedings of investigation shall be conducted in a fair, unbiased manner.
- b. Fact finding process should be comprehensive.
- c. Confidentiality shall be the key word of the Audit Committee/ Designated Authority.
- d. Decision on the outcome of the investigation, whether an improper practice has been committed and if so by whom to be taken.
- e. Action to be taken has to be recommended by the committee.

Rights of ‘the alleged’:

- a. All allegations on the subject must be clearly communicated to him/her.
- b. The subject shall be heard by the Committee completely.
- c. Outcome of the investigation shall be communicated to the subject and shall be informed in writing also.

Time Frame:

The investigation shall be completed normally within 45 days of the receipt of the concern. However in appropriate cases, the Designated Authority or the Audit Committee as the case may be, for reasons to be recorded in writing may take longer time to complete the investigation.

Decision:

If the investigation is carried out by the Designated Authority, the Designated Authority shall forward its finding to the Audit Committee as to whether an improper or unethical act has been committed or not.

If the investigation by the Designated authority or by the Audit Committee as the case may be leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall recommend to the management/ Board of the Company to take such disciplinary or corrective action and also in appropriate cases recommend reward for the whistle blower.

Reporting:

Company shall at such interval as the Audit Committee may decide, publish on its website a report on the number of issues reported, investigations completed, and cases which involved actions from the Company.

Retention of Records:

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All Disclosures in writing as well as all documents related to any investigation and the results of the investigation relating thereto shall be retained for a period of at least 7 years.

Amendment:

This Policy may be amended or modified in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the employees unless the same is notified to the employees by posting it on the Company's website at www.eternis.com.

Review:

The policy guidelines shall be reviewed at two years intervals and necessary amendment will be made for meeting business objectives.

Review Records:

Date	Revision No.	Key Changes	Prepared By	Approved By	Authorised By	Approval Reference Detail

Authorisation:

Prepared By: Minal Koparde	Sign:	Dated:
Reviewed By: Minal Koparde	Sign:	Dated:
Authorised By: Chetan Chowatia	Sign:	Dated:

POLICY ON CODE OF CONDUCT

Eternis is committed to ensure that its business is conducted, in all respects and all the times, according to rigorous ethical, professional and legal standards, which prevail from time to time, in the same industrial sector in which Company conducts its normal business. The Company is also committed to create a workplace, at all of its working locations, that, all the times, is free from harassment and discrimination, where co-workers are respected, and provided an appropriate environment so as to encourage good performance and conduct. To achieve this goal all Employees are expected to:

- Adhere to this Policy in their professional as well as personal conduct
- Treat co-workers with respect, courtesy, honesty and fairness
- Respect different values, beliefs, cultures and religions

POLICY OBJECTIVE

This “Policy on Code of Conduct Policy” has been formulated in order to foster and maintain Employee trust and confidence in the professionalism and the integrity of the Employees of the Company by ensuring that all Employees adhere to appropriate standards of conduct as set out in this Policy that maintains and enhances the reputation of the Company.

Employees are encouraged to talk to Superiors, Managers or other appropriate personnel about observed behavior, which they believe may be illegal or a violation of this Code of Conduct or Company policy or when in doubt about the best course of action in a particular situation. For this company has also framed down appropriate mechanism like Whistle Blower Policy, POSH, etc.

COVERAGE

This Policy applies to all the Employees of the Company. Employee shall mean all individuals on fulltime employment on Company rolls.

Annexure of the CODE OF THE BUSINESS CONDUCT to be referred for detail interpretation.

CODE OF BUSINESS CONDUCT

INTRODUCTION

This Code of Business Conduct covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees and management of the Company. All of our employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. In addition, Company policies, apply to various Company operations and you need to know and follow those policies that apply to your Company work.

A code of conduct for Eternis enables the Company to state to its employees and other stakeholders the way in which they intend to do business.

If you have any questions about these conflicts, you should ask your Immediate Superior how to handle the situation. All employees are responsible for understanding the legal and policy requirements that apply to their jobs and reporting any suspected violations of law, this Code or Company policy.

Those who violate the standards in this Code will be subject to disciplinary action, including possible dismissal. Furthermore, violations of this Code may also be violations of the Law and may result in civil or criminal penalties for you, your Superior and/or the Company. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the procedures set out in Section 15 of this Code.

The basic principles discussed in this Code are subject to Any Company policies covering the same issues.

1. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obeying the law, both in letter and in spirit, is the foundation on which Eternis' ethical standards are built. All employees must respect and obey the Laws, Rules and Regulations of the cities, states and countries in which we operate and deal. Although employees are not expected to know the details of each of these Laws, Rules and Regulations, it is important to know enough to be able to determine right from wrong, and when in doubt to seek advice from Superiors, managers or other appropriate personnel.

2. HONESTY AND INTEGRITY

All Employees and Management will act and perform their duties ethically, honestly, diligently and in good faith keeping in mind the goals of the Company. Personal integrity upheld on a day to day basis, is the unshakable foundation for corporate integrity. Long term trusting business relationships are built by being honest. Employees are expected to uphold the highest professional standards.

3. CONFLICTS OF INTEREST

A “conflict of interest” exists when a person’s private interest interferes in any way or even appears to interfere, with the interests of the Company. A conflict situation can arise when an employee or officer takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively.

Conflicts of interest may also arise when an employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members by the Company may create conflicts of interest and in certain instances are prohibited by law.

It is a conflict of interest for a Company employee to work for a competitor, customer or supplier. You should avoid any direct or indirect business connection with our customers, suppliers or competitors, except as required on our behalf.

Conflicts of interest are prohibited as a matter of Company policy, except as approved by the Board of Directors. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or follow the procedures set out in Section 15 of the code. Any employee or officer who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures provided in Section 15 of this Code.

4. CONFIDENTIALITY

All information about the Company should be considered confidential information. Employees who have access to confidential information about the Company or any other entity are not permitted to use or share that information for any other purpose except to conduct the Company’s business.

At the time of joining Eternis, all new employees are required to sign the:-

- Non-Disclosure and Confidentiality Agreement
- Non-Compete Agreement

Employees and officers must maintain the confidentiality of proprietary information entrusted to them by the Company or its customers or suppliers,

except when disclosure is authorized in writing and approved by appropriate authority and under an appropriate confidentiality agreement protecting such information or it is required by laws and regulations.

Proprietary information includes all non-public information that might be of use to competitors or harmful to the Company or its customers or suppliers if disclosed. It includes information that suppliers and customers have entrusted to us. The obligation to preserve proprietary information continues even after employment ends.

5. CORPORATE OPPORTUNITIES

Employees are prohibited from taking for themselves opportunities that are discovered through the use of corporate property of the company, information or position without the consent of the Board of Directors. No employee may use corporate property, information, or position for personal gain. Further no employee may compete with the Company directly or indirectly at any time during their employment with the company and for a period of 2 years after leaving the services. Employees owe a duty to Eternis and must act in the Company's interests, when the opportunity to do so arises.

6. COMPETITION AND FAIR DEALING

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other illegal trade practice. No employee is permitted to engage in price fixing, allocation of markets or customers, or similar illegal anti-competitive activities.

To maintain the Company's valuable reputation, compliance with our quality processes and safety requirements is essential. All documents must be handled in accordance with all applicable specifications and requirements.

The purpose of business entertainment and gifts in a commercial corporate setting is ONLY to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Company employee, family member of an employee, or agent unless it:

- (1) Is not a cash gift
- (2) Is consistent with customary business practices
- (3) Is reasonable in value
- (4) Cannot be construed as a bribe or pay-off or kick back
- (5) Does not violate any laws, regulations or applicable policies of the other Party's Organization.

Please discuss with your Superior any gifts or proposed gifts which you are not certain are appropriate.

7. DISCRIMINATION AND HARASSMENT (RESPECT FOR ALL PEOPLE)

The diversity of Eternis' employees and customers is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and service and will not tolerate any illegal discrimination or harassment based on race, caste, color, religion, sex, national origin or any other protected class or hierarchy. For further information you should consult the appropriate Company policy. Any harassment issues and claims need to be taken to the senior management immediately. (Refer to Section 15)

8. SAFETY, HEALTH & ENVIRONMENT

The Company strives to provide each employee with a safe and healthy work environment and pays utmost importance to the health and safety of all of its employees. All members are responsible for maintaining a safe and healthy workplace for all, by following environmental, safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behaviour will not be permitted at all. Employees and officers are expected to perform their Company related work in a safe manner.

The Company expects its members to follow all applicable environmental laws and regulations. If you are uncertain about your responsibility or obligation you should check with your Superior Head of Department for guidance.

9. RECORD-KEEPING, FINANCIAL CONTROL & DISCLOSURES

The Company requires honest, accurate and timely recording and reporting of information in order to make sound and responsible, effective and efficient business decisions. All business expense accounts must be documented and

recorded accurately in a timely manner. If you are not sure whether a certain expense is legitimate, ask your Superior or Accounts department. All of the Company's books, records, accounts and financial statements must be maintained in detail and must appropriately reflect the Company's transactions. Disclosure should be prompt and in accordance with any applicable Laws or Regulations and must conform both to applicable legal requirements and to Eternis' system of internal controls. Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that may be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. All Rules, Regulations and Practices are in accordance with the applicable Laws and Acts.

10. PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on our growth and profitability. All the Company's assets are to be used for legitimate work related purposes **only**. Any suspected incident of fraud or theft should be immediately reported for investigation. Company assets should not be used for non-Company business. The obligation of members to protect Eternis' assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, drawings, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of Company policy. It could also be illegal and result in civil or criminal penalties.

11. PAYMENTS TO GOVERNMENT PERSONNEL

Eternis and its employees shall not, unless mandated under applicable laws, offer or give any funds or property as donation or bribe to any Government agency or its representative, directly or through intermediaries, in order to obtain any favorable performance of official duties. Eternis shall comply with government procurement regulations and shall be transparent in all its dealings with all Government agencies. Never give or authorize directly or indirectly any illegal payments to Government officials.

12. WAIVERS OF THE CODE OF BUSINESS CONDUCT AND ETHICS

Any waiver of this Code for executive officers or directors may be made only by the Board of Directors and will be promptly disclosed as required by law or regulation.

13. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

Employees are encouraged to talk to Superiors, Managers or other appropriate personnel about observed behavior, which they believe may be illegal or a violation of this Code of Conduct or Company policy or when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports made in good faith by employees of misconduct by others. Employees are expected to cooperate in internal investigations of misconduct.

14. FINANCIAL REPORTING

Eternis expects members to take this responsibility very seriously and provide prompt and accurate answers to inquiries related to the Company's disclosure requirements. The Company's policy is to comply with all financial reporting and accounting regulations applicable to the Company. If any employee has concerns or complaints regarding accounting or auditing matters of the Company, then he or she is encouraged to submit those concerns to a senior employee by one of the methods described in Section 15.

15. COMPLIANCE PROCEDURES

We must all **work together** and in accordance with Eternis', "VALUES" to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

(a) **Make sure you have all the facts.** In order to reach the right solutions, we must be as well informed as possible. Absence of knowledge of the Company's policy cannot be the deferrer for the employee for any reason / purpose.\

(b) **Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?** This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.

(c) **Discuss the problem with your Superior. This is the basic guidance for all situations.** In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process.

Remember that it is your supervisor's responsibility to help solve problems. If you are uncomfortable discussing the problem with your Superior you can always talk to your Departmental Head or Human Resource Department.

(d) **Seek help from Company resources.** In cases where it may not be appropriate to discuss an issue with your Superior, or Head of Department, discuss directly with the H R Department.

(e) **You may report violations in confidence and without fear of retaliation.** If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against any employees for good faith reports of suspected violations.

(f) **Always ask first, act later:** If you are unsure of what to do in any situation, seek guidance before you act.

(g) **All employees and officers are subject to the Company's Code,** which describes procedures for the internal reporting of violations of the Code. All employees and officers must comply with those reporting requirements and promote compliance with them by others. Failure to adhere to this Code by any employee or officer will result in disciplinary action, up to and including termination.

Your Personal Commitment to Eternis Fine Chemicals Ltd.

CODE OF BUSINESS CONDUCT

I acknowledge that I received a copy of the Code of Business Conduct manual dated Feb-16. I agree that I have read the Code and that I understand it. I will comply with the Code at all times. If I learn that there has been a violation of the Code, I will contact my Superior. I acknowledge that the Code is not a contract, and that nothing in the Code is intended to change the traditional relationship of employment-at-will.

Dated:

Signature:

Employee's Name:

Policy on Grievance Handling Mechanism

Policy Objective:

To ensure procedural fairness and establish the principles by which any work related grievance raised by ETRENIS employee will be handled

Applicability:

This policy is applicable to all staff employees of ETERNIS

General Guidelines:

A Grievance is a clear statement, by an employee, of an employment related concern, including those involving:

- The interpretation and application of organization's policies. These include allocation of work tasks, performance management, employee training, administrative policies such as travel, canteen, IT etc.
- A workplace communication or interpersonal conflict.
- An occupational health and safety issue.

General salary adjustments / compensation / promotion / or other company practices that involve monetary implication are excluded from grievance.

Policy Provisions:

Grievances are to be handled in an unbiased manner, taking into account the principles of procedural fairness. The intent is to encourage open and free communication through proper channels and ensure that issues can be resolved quickly to the satisfaction of all concerned.

- Before raising a Grievance, an employee is expected to discuss the concern with his / her immediate superior in an informal set up. There is a possibility that a satisfactory solution could be reached as a result of seniority and experience of the reporting manager

Stage 1:

- If the grievance is not yet resolved, the employee should submit a written complaint to the representative of unit/department against which the grievance is raised, marking copy to reporting managers involved and the HR department personnel
- Site HR will arrange, within 5 working days of receiving the notification from employee, for parties involved meeting and mutually working towards resolution of the grievance. All relevant information is to be provided to the participants in advance of any such meeting
- Representative of the unit/department against which grievance was raised will share a written response of the outcome of this meeting within 3 working days and submit closure report form to Site HR
 - If, however, a mutual satisfactory solution could not be arrived, Site HR will seek involvement of Function Head. In any such case, the parties involved should work under the guidance and mentorship of Function Head and strive to resolve the issue within 7 working days
 - Site HR will maintain and update records of any written notification in Stage 1. For cases that do not get addressed to the mutual satisfaction of parties involved, the closure report form is to be submitted after completing stage 2 (mentioned below) of the process
 - It is utmost responsibility of all the participants involved to maintain highest level of confidentiality and mutual trust and respect during and post the proceedings

Stage 2:

- If the grievance is not yet resolved as an outcome of Stage 1, the employee should forward the written notification to VP-HR
- VP-HR and Function Head will review the proceeding till date and consolidate all relevant information from the parties involved
- VP-HR and Function Head will connect with the aggrieved parties either in person or through most effective electronic mean of communications – Video Conference, Tele-Call etc. within 7 working days of receiving the notification
- Representative of the unit/department against which grievance was raised will share a written response of the outcome of this discussion within 3 working days and submit closure report form to Corporate HR
- Corporate HR will maintain and update records of any written notification in Stage 2

Stage 3:

- If the grievance is not yet resolved as an outcome of Stage 2, VP-HR will bring this to the notice of CEO
- The decision of CEO will be final
- Corporate HR will maintain and update records of any written notification in Stage 3

Possible Outcome of Grievance Handling Mechanism include:

- The staff member gains better understanding of the situation so that his/ her concerns are addressed
- A mutually acceptable solution is achieved through conciliation / counselling
- In certain cases, in which the facts surrounding a grievance cannot be substantiated, no further action will be taken

Grievance Form

To: _____ (Name) Department: _____

Cc: _____ (Manager Name) Department: _____

Cc: _____ (HR
Department) Nature of Grievance /

Complaint :

Reasons(s) for raising this grievance/ complaint (tick where applicable):

- Received no response within the Time-Lag by _____ (Name/Department)
- Grievance not addressed to my satisfaction by _____ (Name/Department)
- Any other reasons (please state)

In Line with Grievance Redressal Mechanism at ENTERNIS request a meeting with you on __

(Time), _____ (Date) at your office. I shall have the right to appeal to
the higher authority should I fail to hear from you by _ (Date).

Name: _____

Sign: _____

Date: _

Closure Report of Grievance Form

To: _____ (Name), HR Department

From: _____ (Name of Representative of Unit against which
Grievance was raised) Date of GH meeting: _____

Present at Meeting:

(1) _____ (Name), Department: _____

(2) _____ (Name) ,Department: _____

(3) _____ (Name) ,Department: _____

(4) _____ (Name) ,Department: _____

Nature of Grievance Discussed:

Grievance settled at meeting (Yes / No):

If yes, states nature of settlement:

If no, state your recommendations:

Sign: _____

Date _____

Notice is hereby given that the 58th Annual General Meeting of Eternis Fine Chemicals Limited ('the Company') will be held on Thursday 20th June 2024 at 11.30 AM at the registered office of the Company i.e. 1004, Peninsula Towers, Peninsula Corporate Park, Ganpatrao Kadam Marg, Off. Senapati Bapat Marg, Lower Parel, Mumbai 400013 to transact the following business

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the audited Standalone financial statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors alongwith its Annexures and Auditors thereon; and
 - b) the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with the report of the Auditors thereon.
2. To appoint a Director in place of Dr. (Mr.) Ravindra Mariwala (DIN: 00032825) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To ratify the remuneration payable to M/s. V.J Talati & Associates, Cost & Management Accountants, (Firm Registration No. R00213 /Membership No. M/26963) the Cost Auditors of the Company for the financial year ending 31st March, 2025 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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules framed thereunder, as amended from time to time, the Members of the Company do hereby ratify the remuneration of Rs. 1,20,000/- (Rupees One lakh Twenty Thousand only), excluding Goods and Services Tax and reimbursement of out of pocket expenses, if any, to M/s V.J Talati & Associates, Cost & Management Accountants, Mumbai, (Firm Registration No. R00213 /Membership No. M/26963), as approved by the Board of Directors, for conducting audit of the cost records of the Company for the financial year ending 31st March, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

4. To consider and approve the revision in remuneration of Mr. Krishan Sharma (DIN:10043714) Whole Time Director of the Company, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 ('the Act') read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re- enactment thereof, for the time being in force) and other provisions of such other laws, rules, regulations, guidelines, circulars, etc. as may be applicable and Articles of Association of the Company and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to other approvals required if any, approval of the shareholders be and is hereby accorded for revision in remuneration of Mr. Krishan Sharma (DIN:10043714) as a Whole Time Director of the





RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any of the financial year during the tenure of Mr. Krishan Sharma, Whole-time Director shall be paid salary, perquisites and other allowances as may be decided by the Board and as may be statutorily permitted, subject to receipt of requisite approvals, if any.

RESOLVED FURTHER THAT Mr. Krishan Sharma be entrusted with such powers and duties as may from time to time be delegated/entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of remuneration to the Whole-time Director based on the recommendation of the Nomination & Remuneration Committee, in such manner as it may decide subject to the limits as per approval of the shareholders in such manner as may be considered appropriate in the best interests of the Company and as may be permissible at law.

RESOLVED FURTHER THAT any Director be and is hereby authorized to do all such acts, deeds and things and execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s)/officials of the Company to give effect to the aforesaid resolutions.”

5. To consider and approve the revision in remuneration of Mr. Rajendra Mariwala (DIN:00007246) as a Managing Director of the Company, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 (‘the Act’) read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re- enactment thereof, for the time being in force) and other provisions of such other laws, rules, regulations, guidelines, circulars, etc. as may be applicable and Articles of Association of the Company and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to other approvals required, if any, approval of the shareholders be and is hereby accorded for revision in remuneration of Mr. Rajendra Mariwala (DIN:00007246) as a Managing Director of the Company with effect from 01st April, 2024 for a period of 4 years ending on 31st March, 2028 as follows :



NOTES

- A statement annexed to the Notice pursuant to the Section 102 of the Companies Act, 2013 ("Act") relating to Special Business to be transacted at 58th Annual General Meeting is attached hereto and forms an integral part of the Notice.
- In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the 58th Annual General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
- Corporate Members or Trusts intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
- The instrument appointing the proxy, in order to be effective, must be deposited at the Registered office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting.
- Proxies submitted on behalf of companies, Trust, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder 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.
- All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days upto the date of Annual General Meeting
- In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the Annual General Meeting is enclosed.





ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2

Name of the Director	Dr. (Mr.) Ravindra Mariwala
DIN	00032825
Nationality	Indian
Age	57 years
Qualifications	Bachelor of Science (B.S) Chemical Engineering, Doctor of Philosophy (Ph.D.), Chemical Engineering from University of Delaware.
Experience (including experience in specific functional area/Brief Resume)	Dr. Ravindra Mariwala has 30 years of experience in the chemical and allied industries. He holds a B.S. in Chemical Engineering from the University of Wisconsin and a Ph.D. in Chemical Engineering from the University of Delaware. Currently, he serves as the Managing Director of Scientific Precision Private Ltd. and IVAR Carbons, both companies dedicated to environmental and sustainability initiatives.
Terms and Conditions of Re-appointment	Not Applicable

Board	
Shareholding in the Company	840 equity shares (singly & jointly with relatives)
Relationship with other Directors/Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year ended on 31 st March 2024	5
Directorships of other Boards as on date	i. Ivar Carbons Private Limited ii. Scientific Precision Private Limited iii. Koyla-ki Pyrolyzers Private Limited iv. Aureolis Capital Private Limited v. Hyca Technologies Private Limited
Membership/ Chairmanship of Committees of other Boards as on date	-



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

ITEM NO. 3

The Board of Directors, on the recommendation of the Audit Committee at its meeting held on 16th May, 2024, approved the appointment of M/s V.J Talati & Associates, Cost & Management Accountants, Mumbai, (Firm Registration No. R00213 /Membership No. M/26963), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025. The Board at its meeting held on 16th May 2024 has approved their appointment for the financial year ended on 31st March 2025, at a remuneration of Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand only) excluding Goods and Services Tax and reimbursement of out-of-pocket expenses at actuals. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, consent of the Members is sought by passing an Ordinary Resolution, as set out at Item No. 3 of the Notice, for the remuneration payable to the Cost Auditors and for the financial year ended on 31st March, 2025.

In terms of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration approved by the Board is subject to subsequent ratification by members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

ITEM NO. 4

The members of Nomination and Remuneration Committee and Board of Directors at its held on 16th May, 2024 considered and approved the revision in remuneration of Krishan Sharma, Whole Time Director of The Company. Further, Members are informed that Mr. Krishan Sharma was appointed as the Whole Time Director of the Company w.e.f. 17th February, 2023 for period of 5 years upto 16th February 2028. It is now proposed to seek approval for revision in remuneration of Mr. Krishan Sharma considering his performance and expertise delivered in the operations of the Company within a band ranging from [REDACTED] (including Fixed Remuneration, Performance Bonus (to be paid as per Company's Policy), Perquisites, allowance, retivals) w.e.f. 01st April, 2024 upto his tenure as aforesaid.

Brief Profile of Mr. Krishan Sharma

Mr. Krishan Kumar Sharma is a chemical engineer graduate with 20 years of experience in operation management, manufacturing, supply chain, Process engineering and project management.

Brief & Additional Information on Mr. Krishan Sharma (Age- 43 years)		
1.	Background details	B. Tech. (Chemical Engineering) 1998-2002 IIT Bombay 3TP Senior Management Program Aug 2013 IIM Ahmedabad.
2	Recognition or awards	-



4.	Job profile and his suitability	22 years of experience of working with various pharmaceuticals and Chemical industry
5.	Remuneration proposed	As mentioned in the resolution
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration paid to Mr. Krishan Sharma, Whole Time Director is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person considering profile and responsibilities of Mr. Krishan Sharma before recommending the remuneration as proposed hereinabove.
7.	Date of first appointment on Board	17 th February, 2023
8.	Shareholding, if any	Nil
9.	Directorships and Committee Memberships, if any	Eternis Chemicals Private Limited
10.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	There is no pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any
11.	Number of Board Meeting attended as on 31 st March 2024	6

Save and except Mr. Krishan Sharma and his relatives, none of the Directors and Key Managerial Personnel are interested financially or otherwise in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

ITEM NO. 5

The Members of the Nomination and Remuneration Committee and Board of Directors at its meeting held on 16th May 2024 considered and approved the revision in remuneration of Mr. Rajendra Mariwala, Managing Director of the Company. Members are informed that Members and Board of Directors had approved the appointment of Mr. Rajendra Mariwala, Managing Director of the Company as Whole Time Director of the Company as on 01st April, 2023 for period of 5 years.

It is now proposed to seek approval for revision in remuneration of Mr. Rajendra Mariwala considering his performance and expertise delivered in the operations of the Company with effect from 01st April, 2024 for a period of 4 years ending on 31st March, 2028 as follows:

a) Fixed Remuneration (including perquisites, allowances, retiral etc.): within a band which is not





Company subject to maximum of Rs. 50 lakhs in any financial year.

Telephone expenses and Fuel expenses would be reimbursed on actuals.

Memberships of not more than two clubs.

Brief Profile of Mr. Rajendra Mariwala

Mr. Rajendra Mariwala brings with him a rich experience of over 30 years in fragrances and 18 years in leading a competitive business in specialty chemicals. He is on the Board of Marico Limited and Kaya Limited. Additionally, he is President with Indian Chemical Council (ICC).

Brief & Additional Information on Mr. Rajendra Mariwala, Age- 61 years		
1.	Background details	B.Tech Chem. Engg, M.chem Engg. From Cornell University USA

RS. 5.07 CRORES		
4.	Job profile and his suitability	Vast experience in areas of manufacturing in chemicals
5.	Remuneration proposed	As mentioned in the resolution
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration paid to Rajendra Mariwala, Managing Director is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person & considering profile and responsibilities of Rajendra Mariwala before recommending the remuneration as proposed hereinabove.
7.	Date of first appointment on Board	01/04/1995
8.	Shareholding, if any	840 shares (singly & jointly with relatives)
9.	Directorships and Committee Memberships, if any	Directorships: o Eternis Fine Chemicals Limited o Marico Limited o Kaya Limited o Eternis Chemicals Private Limited o Indian Chemical Council o Mariwala Consultancy Private Limited o Eternis Fine Chemicals UK Limited o Eternis (UK) Limited



		<p><u>Committee Positions:</u></p> <p>○ <u>Eternis Fine Chemicals Limited</u></p> <ul style="list-style-type: none"> ➤ Audit Committee; ➤ CSR Committee <p>○ <u>Marico Limited</u></p> <ul style="list-style-type: none"> ➤ Stakeholders' Relationship Committee ➤ Administrative Committee ➤ Investment & Borrowing Committee ➤ Securities Issue Committee ➤ Share Transfer Committee <p>○ <u>Kaya Limited</u></p> <ul style="list-style-type: none"> ➤ Audit Committee ➤ Nomination & Remuneration Committee ➤ Risk Management Committee <p>Mr. Rajendra Mariwala is the Member in all the aforesaid Committees.</p>
10.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Since Mr. Rajendra Mariwala is a brother of Dr. Ravindra Mariwala, he may be deemed to be interested in the resolution relating to the remuneration of Mr. Rajendra Mariwala
11.	Number of Board Meeting attended as on 31 st March 2024	6

Apart from Mr. Rajendra Mariwala, Dr. (Mr.) Ravindra Mariwala and their relatives none of the Directors or their relatives are interested in the resolution to the extent of their shareholding.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.



INFORMATION OF THE APPOINTEES: Disclosed at Item Nos. 4 & 5 of the Notice		
OTHER INFORMATION		
1.	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits. However, changes in the challenging business environment may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above
2.	Steps taken or proposed to be taken for improvement	The Company is always looking forward in taking all such steps and measures including expansion, diversification, restructuring which are in the best interest of the Company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins
3.	Expected increase in productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is difficult to predict profit in measurable terms due to present industry situation, competitive market environment/scenario and changes in the economy

Mumbai, 16th May, 2024
Registered Office
1004, Peninsula Towers, Peninsula Corporate Park
Ganpatrao Kadam Marg, Off. Senapati Bapat Marg,
Lower Parel, Mumbai 400013
Contact: 022 66513400
E-mail – secretarial@eternis.com
CIN: U17120MH1965PLC015806

By order of Board
Eternis Fine Chemicals Limited

Rajendra Mariwala
Managing Director
DIN:00007246



ROUTE MAP

Address –1004, Peninsula Towers, Peninsula Corporate Park, Ganpatrao Kadam Marg, Off. Senapati Bapat Marg, Lower Parel, Mumbai 400013



ATTENDANCE SLIP
58th ANNUAL GENERAL MEETING

Registered Folio No.	
Name and Address of the Member	
Name and Address of the Proxy/Authorised Representative	
Number of Shares Held	

I/We hereby record my/our presence at 58th Annual General Meeting of the Members of the Company held on Thursday, 20th June, 2024 at the registered office of the Company i.e. 1004, Peninsula Towers, Peninsula Corporate Park, Ganpatrao Kadam Marg, Off. Senapati Bapat Marg, Lower Parel, Mumbai 400013 at 11.30 A.M

Name of the Member/ Proxy/ Authorised Representative	
Signature of the Member/ Proxy/ Authorised Representative *	

*Strike out whichever is not applicable.

**FORM NO. MGT – 11
PROXY FORM**

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

CIN	
Name of the Company	
Registered Office	
Name of the Member (s)	
Address of the Member	
E- mail id	
Folio No.	

I / We, being the member (s) of _____ Equity Shares of the above-named Company, hereby appoint

1. Name :
Address :
E-mail id :
Signature: or failing him/her

2. Name :
Address :
E-mail id :
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 20th June, 2024 at 11.30 a.m at the registered office of the Company i.e. 1004, Peninsula Towers, Peninsula Corporate Park, Ganpatrao Kadam Marg, Off. Senapati Bapat Marg, Lower Parel, Mumbai 400013 and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

Resolution No	Description	Type of Resolution
ORDINARY BUSINESS		
1	To consider and adopt A) the audited financial statements of the Company for the financial year ended 31 st March, 2024 together with the reports of the Board of Directors alongwith its Annexures and Auditors thereon; and B) the audited consolidated financial statements of the Company for the financial year ended 31 st March, 2024 together with the report of the Auditors thereon.	Ordinary

2	To appoint a director in place of Dr. (Mr.) Ravindra Mariwala (DIN: 00032825) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
SPECIAL BUSINESS		
3	Ratification of remuneration of Cost Auditors.	Ordinary
4	To consider and approve the revision in remuneration of Mr. Krishan Sharma (DIN:10043714) Whole Time Director of the Company.	Special
5	To consider and approve the revision in remuneration of Mr. Rajendra Mariwala (DIN:00007246) as a Managing Director of the Company	Special

Signed this _____ day of _____, 2024.

Signature of Shareholder(s):

Signature of Proxy holder(s):

Affix Revenue Stamp of Re. 1

Notes to Proxy Form:

This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company before the commencement of the meeting.

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U17120MH1965PLC015806

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACH3757J

(ii) (a) Name of the company

ETERNIS FINE CHEMICALS LIM

(b) Registered office address

1004, PENINSULA TOWER, PENINSULA CORPORATE PARK,
GANPATRAO KADAM MARG, OFF. SENAPATI BAPAT MARG,
LOWER PAREL, MUMBAI
Maharashtra
400013

(c) *e-mail ID of the company

secretarial@eternis.com

(d) *Telephone number with STD code

02264513400

(e) Website

(iii) Date of Incorporation

25/02/1965

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ETERNIS UK LIMITED		Subsidiary	100
2	ETERNIS FINE CHEMICALS UK L		Subsidiary	100
3	ETERNIS CHEMICALS PRIVATE I	U24303MH2020PTC339944	Subsidiary	100
4	ETERNIS FINE CHEMICALS SINC		Subsidiary	100
5	ETERNIS FINE CHEMICALS (SHA		Subsidiary	100
6	ETERNIS FINE CHEMICALS USA		Subsidiary	100
7	ETERNIS FINE CHEMICALS B.V		Subsidiary	100

8	AMP ENERGY GREEN TWELVE F	U40106DL2020PTC373517	Associate	26
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IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	545,000	10,679	10,679	10,679
Total amount of equity shares (in Rupees)	54,500,000	1,067,900	1,067,900	1,067,900

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	545,000	10,679	10,679	10,679
Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	54,500,000	1,067,900	1,067,900	1,067,900

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	250,000	0	0	0
Total amount of preference shares (in rupees)	2,500,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	250,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	2,500,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	10,679	10679	1,067,900	1,067,900	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	10,679	10679	1,067,900	1,067,900	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify				0	0	
Not Applicable						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Not Applicable						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
---------------------------------------------	----------------------

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

(ii) Net worth of the Company

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,081	10.12	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,678	15.71	0	
10.	Others TRUST	7,320	68.55	0	
	Total	10,079	94.38	0	0

Total number of shareholders (promoters)

10

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	600	5.62	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	600	5.62	0	0

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters+Public/
Other than promoters)

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	10	10
Members (other than promoters)	3	3
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	2	1	2	2.25	7.88
B. Non-Promoter	1	4	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	6	2	6	2.25	7.88

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAJENDRA KISHORE	00007246	Managing Director	240	
ARUN MADHAV BEW	00024276	Director	0	
RAVINDRA KISHORE	00032825	Director	840	
HARSH CHARANDAS	00210342	Director	1	
KRISHAN SHARMA	10043714	Whole-time director	0	
MILIND SHRIPAD SAF	00109854	Director	0	
KETAN ARVIND DALA	00003236	Director	0	
ANITA BELANI	01532511	Director	0	
SANDESH POKHRIYA	CJLPP2280H	Company Secretary	0	
CHETAN CHOWTIA	ABMPC3992N	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SANDESH POKHRIYA	CJLPP2280H	Company Secretary	16/02/2024	APPOINTMENT
CHETAN CHOWTIA	ABMPC3992N	CFO	25/05/2023	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI +	25/05/2023	13	13	100
EXTRAORDINARY GENER +	08/03/2024	13	11	92

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2023	8	8	100
2	22/08/2023	8	8	100
3	06/10/2023	8	8	100
4	17/11/2023	8	8	100
5	16/02/2024	8	8	100
6	08/03/2024	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM +	25/05/2023	5	5	100
2	AUDIT COMM +	22/08/2023	5	5	100
3	AUDIT COMM +	17/11/2023	5	5	100
4	AUDIT COMM +	16/02/2024	5	5	100
5	NOMINATION +	25/05/2023	4	4	100
6	NOMINATION +	06/10/2023	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
7	NOMINATION	17/11/2023	4	4	100
8	NOMINATION	16/02/2024	4	4	100
9	CORPORATE	25/05/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								20/06/2024 (Y/N/NA)
1	RAJENDRA K	6	6	100	5	5	100	Yes
2	ARUN MADH	6	6	100	9	9	100	No
3	RAVINDRA KI	6	5	83.33	4	4	100	Yes
4	HARSH CHAF	6	6	100	0	0	0	Yes
5	KRISHAN SH	6	6	100	0	0	0	Yes
6	MILIND SHRII	6	6	100	9	9	100	No
7	KETAN ARVIN	6	6	100	4	4	100	No
8	ANITA BELAN	6	6	100	8	8	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJENDRA MARIV	MANAGING DIF					0
2	KRISHAN SHARMA	WHOLE TIME D					0
	Total		0	0	0	0	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHETAN CHOWTI	CFO					0
2	SANDESH POKHR	COMPANY SEC					0
	Total		0	0	0	0	0

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	HARSH MARIWAL	Non executive N	0	1,800,000	0	600,000	2,400,000
2	MILIND SARWATE	Independent Dir	0	1,800,000	0	1,275,000	3,075,000
3	ARUN BEWOOR	Independent Dir	0	1,800,000	0	1,275,000	3,075,000
4	ANITA BELANI	Independent Dir	0	1,800,000	0	1,200,000	3,000,000
5	KETAN DALAL	Independent Dir	0	1,800,000	0	900,000	2,700,000
6	RAVINDRA MARIW	Non executive N	0	1,800,000	0	800,000	2,600,000
	Total		0	10,800,000	0	6,050,000	16,850,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

Attach	List of Directors Shareholders as on 31032
Attach	UDIN.pdf
Attach	MGT 8 final.pdf
Attach	

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (01/2024-25) OF THE MEMBERS OF ETERNIS FINE CHEMICALS LIMITED (“THE COMPANY”) WILL BE HELD ON FRIDAY, 11th OCTOBER, 2024 AT 11.30 A.M AT 1004, PENINSULA TOWER, PENINSULA CORPORATE PARK, GANPATRAO KADAM MARG, OFF. SENAPATI BAPAT MARG, LOWER PAREL, MUMBAI – 400013 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

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

Item No.1

APPROVAL TO BORROW FUNDS IN EXCESS OF PAID-UP CAPITAL, SECURITIES PREMIUM, AND FREE RESERVES UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force, if any) and subject to the provisions contained in the Articles of Association of the Company and in supersession of any earlier resolution passed in this regards, the Board of Directors (hereinafter referred to as the “**Board**” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorised to borrow any sum or sums of money by way of loans or debentures (whether secured or unsecured), bonds, deposits, fund based, non-fund based working capital limits or in any other forms, either in Indian or Foreign currency from time to time at its discretion from any bank(s) or any financial institution(s) or any other institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) in excess of and in addition to the aggregate of paid up capital and securities premium and free reserves (that is to say reserves not set apart for any specific purpose) up to an aggregate amount of Rs. 3,000 Crores (Rupees Three Thousand Crores Only) and that the Board be and is hereby authorised to negotiate and fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, to sign, execute all documents, writings etc. as it may in its absolute discretion deem expedient, necessary, proper or desirable for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt as may arise in connection therewith or incidental thereto, for and on behalf of the Company.”

Item No.2

APPROVAL FOR CREATION OF MORTGAGES, CHARGES, HYPOTHECATIONS, AND PLEDGE OF ASSETS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

“**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and in supersession of any earlier resolution passed in this regards, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of mortgages, charges and / or hypothecations, pledge of shares, etc., as may be necessary on all or any of the immovable and movable properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or

ETERNIS FINE CHEMICALS LIMITED

undertakings of the Company (as defined in the Act) in such form and in such manner as the Board of Directors of the Company may think fit, for securing any financial assistance to be availed by the Company and/or by its subsidiary(ies) including step-down subsidiary(ies) in excess of and in addition to the aggregate of paid up capital and securities premium and free reserves (that is to say reserves not set apart for any specific purpose) up to an aggregate amount of Rs. 3,000 Crores (Rupees Three Thousand Crores) by way of loans that may be obtained from any financial institutions/ Banks/ insurance companies or person or persons and/ or debentures issued and/ or that may be issued, together with all interests, compound/ additional interest, commitment charges, costs, charges, expenses and all other moneys payable by the Company and/or by its subsidiary(ies) including step-down subsidiary(ies) of the Company to the concerned lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, to sign, execute all documents, writings etc. as it may in its absolute discretion deem expedient, necessary, proper or desirable for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt as may arise in connection therewith or incidental thereto, for and on behalf of the Company.”

Mumbai, 21st August, 2024

Registered Office:

1004, Peninsula Towers, Peninsula Corporate Park
Ganpatrao Kadam Marg, Off. Senapati Bapat Marg,
Lower Parel, Mumbai 400013

Contact: 022 66513400

E-mail – secretarial@eternis.com

CIN: U17120MH1965PLC015806

By order of Board
Eternis Fine Chemicals Limited

SD/-

Rajendra Mariwala
Managing Director
DIN:00007246

NOTES:

1. A member entitled to attend and vote at the extra-ordinary general meeting (EOGM or the meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of himself / herself and the proxy need not be a member of the company.
2. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting. a proxy so appointed shall not have any right to speak at the meeting.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
6. The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder 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.
7. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the Extra-Ordinary General Meeting is enclosed.
8. The Explanatory Statement of pursuant to section 102 of the Companies Act, 2013 is annexed to the notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item no. 1 & 2:**

The Members of the Company, had earlier accorded their consent by way of Special Resolution for:

- a) borrowing monies from time to time, upto an aggregate amount not exceeding at any time the sum of Rs. 1000 crores, as per Section 180(1)(c) of the Companies Act, 2013 ('the Act'); and
- b) creation of charge/mortgage/pledge/hypothecation to secure borrowings upto an amount not exceeding Rs. 1000 crores, as per Section 180(1)(a) of the Act.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from any one or more Banks, Financial Institutions and Bodies Corporate an amount in excess of and in addition to the aggregate of paid-up capital and securities premium and free reserves (that is to say reserves not set apart for any specific purpose) up to an aggregate amount of Rs. 3,000 Crores (Rupees Three Thousand Crores Only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its securities premium account and free reserves at any one time except with the consent of the members of the Company in a general meeting.

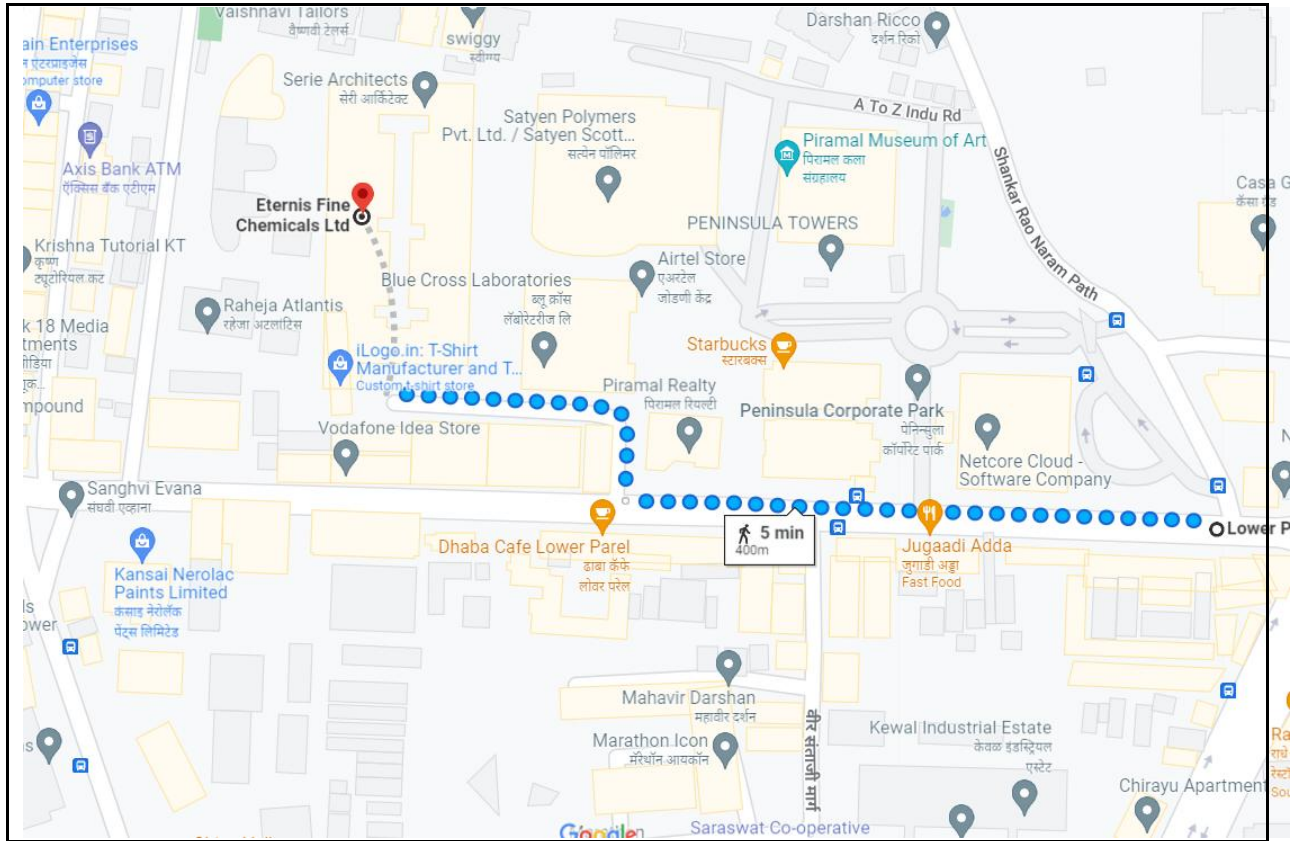
Further, the approval of the members is sought under Section 180(1)(a) of the Companies Act, 2013 for creation by the Board of Directors of the Company mortgages, charges and / or hypothecations, pledge of shares, etc., as may be necessary on all or any of the immovable and movable properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company (as defined in the Act) in such form and in such manner as the Board of Directors of the Company may think fit, for securing any financial assistance to be availed by the Company and/or by its subsidiary(ies) including step-down subsidiary(ies) in excess of and in addition to the aggregate of paid up capital and securities premium and free reserves (that is to say reserves not set apart for any specific purpose) up to an aggregate amount of Rs. 3,000 Crores (Rupees Three Thousand Crores) by way of loans that may be obtained from any financial institutions/ Banks/ insurance companies or person or persons and/ or debentures issued and/ or that may be issued, together with all interests, compound/ additional interest, commitment charges, costs, charges, expenses and all other moneys payable by the Company and/or by its subsidiary(ies) including step-down subsidiary(ies) of the Company to the concerned lenders.

Hence, the Special Resolutions at Item No.1 and 2 of the Notice are being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act.

The Board recommends the Special Resolution as set out at Item Nos.1 and 2 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolutions set out at Item No. 1 and 2 except to the extent of their shareholding in the Company.

ROAD MAP



ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING

Registered Folio No.	
Name and Address of the Member	
Name and Address of the Proxy/Authorised Representative	
Number of Shares Held	

I/We hereby record my/our presence at Extra Ordinary General Meeting of the Members of Eternis Fine Chemicals Limited held on Friday, 11th October, 2024 at the registered office of the Company i.e. 1004, Peninsula Towers, Peninsula Corporate Park, Ganpatrao Kadam Marg, Off. Senapati Bapat Marg, Lower Parel, Mumbai 400013 at 11.30 A.M

Name of the Member/ Proxy/ Authorised Representative	
Signature of the Member/ Proxy/ Authorised Representative *	

*Strike out whichever is not applicable.

**FORM NO. MGT – 11
PROXY FORM**

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

CIN	
Name of the Company	
Registered Office	
Name of the Member (s)	
Address of the Member	
E- mail id	
Folio No.	

I / We, being the member (s) of _____ Equity Shares of the above-named Company, hereby appoint

1. Name :
 Address :
 E-mail id :
 Signature: or failing him/her

2. Name :
 Address :
 E-mail id :
 Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Friday, 11th October, 2024 at 11.30 a.m at registered Office of the Company i.e. 1004, Peninsula Tower, Peninsula Corporate Park, Ganpatrao Kadam Marg, Off. Senapati Bapat Marg, Lower Parel, Mumbai – 400013 and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

Resolution No	Description	Type of Resolution
SPECIAL BUSINESS		
1	Approval to Borrow Funds in Excess of Paid-Up Capital, Securities Premium, and Free Reserves under Section 180(1)(c) of the Companies Act, 2013	Special
2	Approval for Creation of Mortgages, Charges, Hypothecations, and Pledge of Assets under Section 180(1)(a) of the Companies Act, 2013	Special



Signed this _____ day of _____, 2024.

Signature of Shareholder(s):

Signature of Proxy holder(s):

Affix Revenue Stamp of Re. 1

Notes to Proxy Form:

This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company before the commencement of the meeting.