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POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Shareholders,

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) including any statutory modification(s) and re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs (**"MCA"**) General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, respectively (collectively referred to as "MCA Circulars") and pursuant to other applicable laws and regulations, that the following resolutions appended below are proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process ("e-voting").

In view of COVID-19 Pandemic, the MCA has vide the above referred MCA Circulars advised the companies to take all decisions requiring members approval, other than items of ordinary business where any person has right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting requiring physical presence of members at a common venue. MCA has clarified that the requirements provided under Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis* for Companies that are required to provide e-voting facility under the Act while they are transacting any business(es) by way of Postal Ballot up to 30th June, 2022.

In Compliance with the said MCA Circulars, notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories. Physical copy of notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

Members may note that the notice will also be available of the Company's website, website of Stock Exchange viz, BSE Limited and website of Central Depository Services (India) Limited (CDSL).

The explanatory statement pursuant to Sections 102, and other applicable provisions, if any, of the Act pertaining to the below resolutions setting out the material facts is annexed hereto for your consideration.

In accordance with the provisions of Section 108 of the Act read with Rules 20 and 22 of the above mentioned Rules as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company is providing e-voting facility to its shareholders to cast their vote on resolutions proposed in the Notice of Postal Ballot. For this purpose, the Company has engaged the services of CDSL to provide e-voting facility to the shareholders. Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically.

The Board of Directors of the Company at their meeting held on 29th December, 2021 have appointed Mr. Hemant Shetye (FCS No. 2827 COP No. 1483) Practicing Company Secretary, having office at 206, 2nd Floor, Tantia & Jogani Industrial Estate, J.R. Boricha Marg, Opposite Lodha Excelus, Lower Parel (East), Mumbai 400011, as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman after completion of scrutiny of the remote e-voting. The results shall be declared on or before Tuesday, February 1, 2022 and communicated to BSE Limited ("BSE"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), Purva Sharegistry India Private Limited ("Registrar and Share Transfer Agent") and will also be displayed on the Company's website www.nglfinechem.com

ITEM of Special Business

Resolution No. 1 – Appointment of Ms. Sarala Menon (DIN: 09433901) as an Independent Woman Director of the Company.

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

"RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Sarala Menon (DIN: 09433901), who was appointed by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from December 14, 2021 and who holds office only upto the date of the ensuing Annual General Meeting, and who has submitted the declaration that she meets the criteria for

Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term upto 13th December, 2026, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mrs. Pallavi Pednekar, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Resolution No. 2 – To Borrow Money in excess of aggregate of its paid-up share capital and free reserves and securities premium.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution for Borrowing the money:

“RESOLVED THAT in supersession of all the earlier resolutions passed and pursuant to the provision of Section 180(1)(c) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any the consent of the Members be and is hereby accorded for borrowing from time to time any sum or sums of money by way of cash credit, loan, overdraft, discounting of bills, operating of letter of credit, for standing guarantee or counter guarantee and any other type of credit line or facility up to an amount not exceeding Rs. 750 Crore (Rupees Seven Hundred Fifty Crore Only) (including the money already borrowed by the Company) on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT for the purpose of aforesaid borrowings Mr. Rahul Nachane, Managing Director or Mr. Rajesh Lawande, Whole-Time Director & CFO of the Company, be and is hereby authorised to sign, get registered and deliver on behalf of the Company all documents and forms relating to the above credit lines and to secure the facilities by hypothecation of present and future raw materials belonging to the Company and lying in any godown, factory or anywhere in India, stock of stores, work-in-progress and finished goods and book debts, and that the Company do create an equitable mortgage on the fixed assets of the Company in favour of the Bank/Financial Institutions/NBFC’s by depositing the Title Deeds in relation thereto, as collateral security for the credit facility made available to the Company.

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/pari passu with/to the mortgage and/or charges already created or to be created by the Company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT Mr. Rahul Nachane, Managing Director or Mr. Rajesh Lawande, Whole-Time Director & CFO of the Company, be and is hereby authorised to do all the acts, deeds and things which are necessary to give effect to the above said resolution and to authenticate it and file requisite forms with the Registrar of Companies or with any of the Statutory Authorities within the prescribed time and fees and to do relevant entries in the Register of Charges.”

Resolution No. 3 – To pledge, mortgage, hypothecate and/or charge movable or immovable property of the Company.

To consider and if thought fit to pass the following resolutions, with or without modifications, as a Special Resolution to pledge, mortgage, hypothecate and/or charge movable or immovable property of the Company:

"RESOLVED THAT in supersession of all the earlier resolution passed and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 750 Crores (Rupees Seven Hundred Fifty Crore) at any point of time.

RESOLVED FURTHER THAT Mr. Rahul Nachane or Mr. Rajesh Lawande, Directors of the Company be and is hereby authorised to do all the acts, deeds and things which are necessary to give effect to the above said resolution and to authenticate it and file requisite forms with the Registrar of Companies or with any of the Statutory Authorities within the prescribed time and fees and to do relevant entries in the Register of Charges.”

Resolution No. 4 – To give loan or guarantee or provide security in connection to any loan or make investment.

To consider and if thought fit to pass the following resolutions, with or without modifications, as a Special Resolution to give loan or make investment:

“RESOLVED THAT in supersession of all the earlier resolutions passed and pursuant to provisions of Section 179(3) (e,) Section 186 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.250 Crore (Rupees Two Hundred Fifty Crore Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free

reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOVLED FURTHER THAT Mr. Rahul Nachane or Mr. Rajesh Lawande, Director of the Company, be and is hereby authorised to sign and submit all papers, deeds and documents and to do all such acts, deeds and things as may be deemed, expedient and incidental thereto to give effect to this resolution.”

Resolution No. 5 - Approval of Related Party Transactions

To consider & if thought fit, to pass the following resolution as an Ordinary Resolution for increase in limit for related party transactions:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, governing the Related Party Transactions read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, , 2021 and such other rules as may be applicable and amended from time to time, consent of the shareholders of the Company be and is hereby accorded to the below mentioned arrangement/transaction (including transfer of resource, service or obligation) hitherto entered or to be entered into by the Company between the following related parties;

Name and Nature of Related Party Transaction	Name of Interested Director	Nature of Relationship	Duration of Transaction	Amount of Transaction (Rs.) per year
(i) Expenses				
Rent				
Nupur Remedies Private Limited	Mr. Rahul Nachane Mr. Rajesh Lawande	Entities with joint control or significant influence over entity	5 years (w.e.f. 1 st April, 2022)	60 Lakh
Rahul Nachane	Ajita Nachane	Managing Director	5 years (w.e.f. 1 st April, 2022)	42 Lakh
Rajesh Lawande	Ajita Nachane	Whole-Time Director & CFO	5 years (w.e.f. 1 st April, 2022)	42 Lakh
Managerial Remuneration				
Rahul Nachane	Ajita Nachane	Managing Director	5 years (w.e.f. 1 st April, 2022)	200 Lakh

Rajesh Lawande	Ajita Nachane	Whole-Time Director & CFO	5 years (w.e.f. 1 st April, 2022)	200 Lakh
Salaries				
Ahaan Nachane	Ajita Nachane Rahul Nachane	Son of Managing Director	5 years (w.e.f. 1 st April, 2022)	60 Lakh
Commission on profits				
Rahul Nachane	Ajita Nachane	Managing Director	5 years (w.e.f. 1 st April, 2022)	250 lakh
Rajesh Lawande	Ajita Nachane	Whole-Time Director & CFO	5 years (w.e.f. 1 st April, 2022)	250 lakh
Legal & Professional Fee				
Nupur Remedies Private Limited	Mr. Rahul Nachane Mr. Rajesh Lawande	Entities with joint control or significant influence over entity	5 years (w.e.f. 1 st April, 2022)	72 Lakh
Salary To KMP				
CS Pallavi Pednekar	--	Company Secretary	5 years (w.e.f. 1 st April, 2022)	20 lakh
Leave Encashment				
Rahul Nachane	Ajita Nachane	Managing Director	5 years (w.e.f. 1 st April, 2022)	60 lakh
Rajesh Lawande	Ajita Nachane	Whole-Time Director & CFO	5 years (w.e.f. 1 st April, 2022)	60 lakh
Processing Charges				
Macrotech Polychem Private Limited	Rahul Nachane Rajesh lawande	Wholly Own Subsidiary	5 years (w.e.f. 1 st April, 2022)	5000 Lakh

Purchase of Raw Material					
Macrotech Limited	Polychem Private	Rahul Nachane Rajesh lawande	Wholly Own Subsidiary	5 years (w.e.f. 1 st April, 2022)	5000 Lakh
(ii) Income					
Interest accrued on Loan given to					
Macrotech Limited	Polychem Private	Rahul Nachane Rajesh lawande	Wholly Own Subsidiary	5 years (w.e.f. 1 st April, 2022)	250 Lakh
Sales					
Macrotech Limited	Polychem Private	Rahul Nachane Rajesh lawande	Wholly Own Subsidiary	5 years (w.e.f. 1 st April, 2022)	5000 Lakh
(iii) Deposits					
Nupur Remedies Private Limited		Rahul Nachane Rajesh lawande	Entities with joint control or significant influence over entity	5 years (w.e.f. 1 st April, 2022)	5 Lakh
Rahul Nachane - Office Deposit		Ajita Nachane	Managing Director	5 years (w.e.f. 1 st April, 2022)	20 Lakh
Rajesh Lawande - Office Deposit		Ajita Nachane	Whole-Time Director & CFO	5 years (w.e.f. 1 st April, 2022)	20 Lakh
(iv) Loans					
Macrotech Limited	Polychem Private	Rahul Nachane Rajesh lawande	Wholly Own Subsidiary	5 years (w.e.f. 1 st April, 2022)	5000 Lakh

*The approval sought for entering into related party transactions shall be valid till the limits stated above are utilized and shall be at arm's length basis at market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or a Committee thereof, to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and authorise any person (s) to severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

By Order of the Board
For NGL Fine-Chem Limited

Pallavi Pednekar
Company Secretary
Membership No: A33498

Date: 29/12/2021

Place: Mumbai

Notes:

1. The explanatory statement pursuant to Sections 102 of the Act stating all material facts and the reasons for the proposals set out in resolution no. 1 to 4 is annexed herewith.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, December 24, 2021.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.nglfinechem.com>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited, Unit No.9, Shiv Shakti Indl Estate, J.R. Boricha Marg, Lower Parel, Mumbai 400011.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, December 24, 2021 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, December 24, 2021. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically on the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited. The instructions for e-voting are provided as part of this Postal Ballot Notice.

9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Sunday, January 30, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Tuesday, February 1, 2022 and will also be displayed on the website of the Company (www.nglfinechem.com), besides being communicated to the Stock Exchange viz. BSE Limited, Depositories and Registrar and Share Transfer Agent.

11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, January 30, 2022 i.e., the last date specified for receipt of votes through the e-voting process.

12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@nglfinechem.com.

General information and instructions relating to e-voting

- i. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Friday, December 24, 2021 only shall be entitled to avail the facility of e-voting.
- ii. The e-voting facility will be available during the following period:
 - a) Commencement of e-voting: 9.00 a.m. (IST) on Saturday, January 1, 2022.
 - b) End of e-voting: 5.00 p.m. (IST) on Sunday, January 30, 2022The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.
- iii. Instructions and other information relating to e-voting:
 - (i) The voting period begins on 1st January, 2022, 9.00 a.m. and ends on 30th January, 2022, at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 24th December, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” “Portal” or “click” at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service</p>

their Depository Participants	provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; hs@hsassociates.net, cs@nglfinechem.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS:-

i. For Temporary Registration of e-mail id for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Purva Sharegistry (India) Pvt. Ltd. by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their web site www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

ii. For Permanent Registration of e-mail id for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

iii. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Purva Shareregistry (India) Pvt. Ltd., by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their web site www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, mobile number and e mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

iv. Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Purva Shareregistry (India) Pvt. Ltd., by sending E mail at support@purvashare.com. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id on a covering letter requesting to update the bank details signed by all the shareholder(s), self-attested PAN card copy and address proof along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

v. Registration of Bank Details for Demat shareholders:

It is clarified that for registration of bank details, the Members are requested to register their bank details, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N.M. Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

ITEM NO. 1:

Ms. Sarala Menon (DIN: 09433901) on the recommendation of the Nomination and Remuneration Committee was appointed as Additional Director with effect from 14th December, 2021 by the Board of Directors through Circular Resolution, Ms. Sarala Menon holds office up to the date of ensuing Annual General Meeting. Ms. Sarala Menon possess the requisite knowledge, experience and skill for the position of Independent Director. The Board on recommendation of its Nomination and Remuneration Committee and subject to the approval of members has accorded its consent, to appoint Ms. Sarala Menon, as Independent Woman Director not liable to retire by rotation. Ms. Sarala Menon will not be entitled for any remuneration as per the Company policy for non-executive directors expect sitting fees for attending Board Meetings.

The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Sarala Menon signifying her candidature as an Independent Woman Director of the Company. The Company has also received a declaration of independence from Ms. Sarala Menon. In the opinion of the Board, Ms. Sarala Menon fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. Ms. Sarala Menon is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode basis and the request be sent on cs@nglfinechem.com.

A brief profile of Ms. Sarala Menon, including nature of her expertise, is provided here under. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Sarala Menon as an Independent Woman Director.

Except Ms. Sarala Menon, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested in the proposed resolution. The Board of Directors recommend passing of the resolution no.1 of this Notice as an Ordinary Resolution.

Brief Profile of Ms. Sarala Menon

Date of Birth	13/02/1962
Date of Appointment	14/12/2021
Qualifications	B.E. (Chemical), MBA
Expertise in specific functional area	She has experience of more than 2 decades in Manufacturing & operations.

ITEM NO. 2:

Keeping in view the future financial requirements to support business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 750 crores. 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 free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Hence, the Special Resolution No.2 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(c) of the Act.

None of the Directors are concerned or deemed to be interested in the resolution.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

ITEM NO. 3:

Keeping in view the 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 various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and Securities Premium of the Company. Hence it is proposed to fix the maximum borrowing limits of Rs. 750 crores for the Company.

In view of the provisions of Section 180 (1)(a) of the Companies Act, 2013 and in order to facilitate securing the borrowing made by the Company, it would be necessary to create, pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company for the borrowings up to Rs.750 Crore (Rupees Seven Hundred Fifty Crore).

None of the Directors are concerned or deemed to be interested in the resolution.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

ITEM NO. 4:

Considering the availability of funds the Company proposes to make loan(s) to and/or make investments or acquire by way of subscription, purchase or otherwise the securities, units, bonds, treasury bills, commercial papers etc. of other body corporate(s). The proposed investments are expected to fetch reasonable returns to the Company. However, according to the provisions of the Companies Act, 2013 the Board of Directors cannot make loans, investments in excess of 60% of the paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher, except with the approval of the Members in the General Meeting. Your Directors requests the shareholders to pass Special Resolution authorizing the Board of Directors for making loans, investments in accordance with the provisions of the section 186 of the Companies Act, 2013 for an aggregate amount of Rs. 250 Crore (Rupees Two Hundred Fifty Crore Only).

None of the Directors are concerned or deemed to be interested in the resolution.

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

ITEM NO. 5:

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section requires a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules. Further the Securities and Exchange Board of India vide its notification dated 9th November, 2021 have notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021. As per the said notification Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 which governs the Related Party transaction has been amended and the said amendment will take effect from 1st April, 2022. The frame work of related party has been widened with change in definition covering a combination of transactions. Further the definition of material transaction as per Regulation 23(1) is also amended as under:

“Provided that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, all material RPT’s shall require prior approval of the shareholders w.e.f 1st April, 2021. Considering the same the Board of Directors on recommendation of Audit Committee vide its Board Meeting Dated 29th December, 2021 have put forth the below Related Party Transactions / Contracts for the prior approval of shareholders.

The particulars of the Related Party Transaction(s), which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Name and Nature of Related Party Transaction	Name of Interested Director	Nature of Relationship	Duration of Transaction	Amount of Transaction (Rs.) per year
(i) Expenses				
Rent				
Nupur Remedies Private Limited	Mr. Rahul Nachane Mr. Rajesh Lawande	Entities with joint control or significant influence over entity	5 years (w.e.f. 1 st April, 2022)	60 Lakh

Rahul Nachane	Ajita Nachane	Managing Director	5 years (w.e.f. 1 st April, 2022)	42 Lakh
Rajesh Lawande	Ajita Nachane	Whole-Time Director & CFO	5 years (w.e.f. 1 st April, 2022)	42 Lakh
Managerial Remuneration				
Rahul Nachane	Ajita Nachane	Managing Director	5 years (w.e.f. 1 st April, 2022)	200 Lakh
Rajesh Lawande	Ajita Nachane	Whole-Time Director & CFO	5 years (w.e.f. 1 st April, 2022)	200 Lakh
Salaries				
Ahaan Nachane	Ajita Nachane Rahul Nachane	Son of Managing Director	5 years (w.e.f. 1 st April, 2022)	60 Lakh
Commission on profits				
Rahul Nachane	Ajita Nachane	Managing Director	5 years (w.e.f. 1 st April, 2022)	250 lakh
Rajesh Lawande	Ajita Nachane	Whole-Time Director & CFO	5 years (w.e.f. 1 st April, 2022)	250 lakh
Legal & Professional Fee				
Nupur Remedies Private Limited	Mr. Rahul Nachane Mr. Rajesh Lawande	Entities with joint control or significant influence over entity	5 years (w.e.f. 1 st April, 2022)	72 Lakh
Salary To KMP				
CS Pallavi Pednekar	--	Company Secretary	5 years (w.e.f. 1 st April, 2022)	20 lakh
Leave Encashment				
Rahul Nachane	Ajita Nachane	Managing Director	5 years	60 lakh

			(w.e.f. 1 st April, 2022)	
Rajesh Lawande	Ajita Nachane	Whole-Time Director & CFO	5 years (w.e.f. 1 st April, 2022)	60 lakh
Processing Charges				
Macrotech Polychem Private Limited	Rahul Nachane Rajesh lawande	Wholly Own Subsidiary	5 years (w.e.f. 1 st April, 2022)	5000 Lakh
Purchase of Raw Material				
Macrotech Polychem Private Limited	Rahul Nachane Rajesh lawande	Wholly Own Subsidiary	5 years (w.e.f. 1 st April, 2022)	5000 Lakh
(ii) Income				
Interest accrued on Loan given to				
Macrotech Polychem Private Limited	Rahul Nachane Rajesh lawande	Wholly Own Subsidiary	5 years (w.e.f. 1 st April, 2022)	250 Lakh
Sales				
Macrotech Polychem Private Limited	Rahul Nachane Rajesh lawande	Wholly Own Subsidiary	5 years (w.e.f. 1 st April, 2022)	5000 Lakh
(iii) Deposits				
Nupur Remedies Private Limited	Rahul Nachane Rajesh lawande	Entities with joint control or significant influence over entity	5 years (w.e.f. 1 st April, 2022)	5 Lakh
Rahul Nachane - Office Deposit	Ajita Nachane	Managing Director	5 years (w.e.f. 1 st April, 2022)	20 Lakh
Rajesh Lawande - Office Deposit	Ajita Nachane	Whole-Time Director & CFO	5 years (w.e.f. 1 st April, 2022)	20 Lakh
(iv) Loans				
Macrotech Polychem Private Limited	Rahul Nachane Rajesh lawande	Wholly Own Subsidiary	5 years	5000 Lakh

			(w.e.f. 1 st April, 2022)	
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Except for Directors and KMP's whose names are mentioned hereinabove and their relatives none of the Directors and KMP are interested in the said resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the Members.

By Order of the Board
For NGL Fine-Chem Limited

Pallavi Pednekar
Company Secretary
Membership No: A33498

Date: 29/12/2021

Place: Mumbai.