Registered Office : 2nd Floor, Sun Plaza-1, Nr. Vadsar Bridge, Makarpura GIDC Road, Vadodara-390 010. Phone: 0265-2646914
E-mail : comedchemicals@comedchemicals.com Website : www.comedchemicals.com
CIN No.U24231GJ1988PLC010415

NOTICE

*Notice is hereby given that the **37th Annual General Meeting** of **COMED CHEMICALS LIMITED** will be held on Monday 28th September, 2026, at **"VIVANTA Vadodara, Akota Garden Main Road, Shushil Park Society, Sheetal Nagar, Akota, Vadodara- 390020 at 12:15 p.m** to transact the following business:*

ORDINARY BUSINESS

ITEM NO. 1:- TO ADOPT STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED ON MARCH 31, 2026:

To receive, consider and adopt the Standalone & Consolidated Audited Financial Statements of the Company for the year ended March 31, 2026 together with the Reports of the Boardof Directors and Auditors thereon.

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

*"**RESOLVED THAT** the Audited Standalone & Consolidated Financial Statements including Balance Sheet of the Company as at 31st March, 2026, together with notes forming part thereof, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon, be and are herebyreceived, approved and adopted."*

ITEM NO. 2:- APPOINT A DIRECTOR IN THE PLACE OF MR. JASHANJIT SINGH SETHI (DIN: 08921899) WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT:

To re-appoint Mr. Jashanjit Singh Sethi (DIN: 08921899), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

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

*"**RESOLVED THAT** Mr. Jashanjit Singh Sethi (DIN: 08921899), Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."*

SPECIAL BUSINESS:

ITEM NO. 3:- TO CONSIDER RATIFICATION OF REMUNERATION TO THE COST AUDITOR FOR THE F.Y. 2026-27:

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

*"**RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Audit and Auditor's) Rules, 2014, the remuneration payable to M/s. Y S Thakar & Co., Practicing Cost Accountant (Registration No.000318) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27 amounting to Rs. 55,000/- (Rupees Fifty Five Thousand only) plus government levies / taxes as applicable and reimbursement of out-of-pocket expenses to be incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed."*

ITEM NO. 4: ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA):

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, and subject to such approvals, consents, permissions and sanctions as may be necessary from the Registrar of Companies or any other statutory/regulatory authority, consent of the Members of the Company be and is hereby accorded to alter Clause III(B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' of the Memorandum of Association of the Company by inserting the following new sub-clause as Clause III(B)(32) after the existing sub-clause III(B)(31):

'Clause 32: To borrow, raise or secure the payment of money in such manner as the Company may deem fit and proper, including by way of loans, advances, credit facilities, overdrafts, cash credits, debentures, bonds or other securities or instruments, from banks, financial institutions, companies, bodies corporate, Government authorities or other persons, and to secure the repayment thereof and/or the payment of interest thereon by mortgage, charge, hypothecation, pledge or lien over the whole or any part of the Company's assets, properties, receivables, rights or undertakings, present and future, and to execute and issue bonds, debentures and other securities and to do all such acts, deeds, matters and things as may be necessary, incidental or conducive to the attainment of the aforesaid object.'

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms and documents with the Registrar of Companies and making such modifications, if any, as may be required by the Registrar of Companies or any other competent authority."

ITEM NO. 5: ALTERATION OF THE ARTICLES OF ASSOCIATION (AOA)

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, and subject to such approvals, consents, permissions or sanctions as may be required under the Act or any other applicable law, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new Article 98 after the existing Article 97 thereof:

"Article 98. BORROWING POWERS

Subject to the provisions of the Companies Act, 2013 and the rules made thereunder, the Board of Directors may, from time to time, at its discretion, borrow or otherwise raise money for the purposes of the Company from banks, financial institutions, companies, bodies corporate, Government authorities or any other persons, whether by way of loans, advances, overdrafts, cash credit facilities, commercial papers, debentures, bonds or other securities or financial instruments, or otherwise, and may secure the repayment of any such money borrowed, together with interest, charges, costs and other monies payable in respect thereof, by mortgage, charge, hypothecation, pledge, lien or other security over the whole or any part of the assets, properties, rights or undertakings of the Company, both present and future, in such manner and upon such terms and conditions as the Board may deem fit.

Provided that the Board shall exercise the aforesaid powers subject to the provisions of the Companies Act, 2013, including Sections 179, 180 and other applicable provisions thereof, and subject to such approvals of the Members or other authorities as may be required under applicable law."

RESOLVED FURTHER THAT the existing Articles of Association of the Company be and are hereby altered accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, deeds, writings and instruments as may be necessary, proper or expedient for giving effect to this resolution, including making necessary filings with the Registrar of Companies and making such modifications, alterations or amendments to the altered Articles of Association as may be required by the Registrar of Companies or any other competent authority."

Registered Office:	**By Order of the of the Board of Directors**
2nd Floor, Sun Plaza-1,	**For Comed Chemicals Limited**
Near Vadsar Bridge,	
Makarpura,	
Vadodara -390 010	
CIN: 24231GJ1988PLC010415	**AMISHA RITESHKUMAR SHAH**
Place: Vadodara	**Company Secretary**
Date: 03.09.2026	**ACS 50451**

NOTES:

1. Please note that the meeting will be conducted **through physical mode**, and no facility for participation via video conferencing (VC/OAVM) will be provided.

2. ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE LODGED WITH THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, for Special Businesses (Items 3 to 5) is annexed hereto

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

5. Members / proxies should bring duly filled attendance slips sent herewith to attend the meeting.

6. The Register of Directors' and Key Managerial Personnel, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

7. Members, who desire to seek any information pertaining to Annual Accounts and operations of the Company, are requested to address their questions / queries to the Secretary of the Company so as to reach at least seven days before the date of the Annual General Meeting to enable the Company to make the information sought available to the best extent possible.

8. Pursuant to Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself.

9. Members are requested to provide feedback and raise queries, if any, related to the agenda items through email before the date of the meeting to enable adequate response.

ANNEXURE TO NOTICE

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

ITEM NO. 3:

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have its cost records audited from a qualified Cost Accountant. On the recommendation of the Audit Committee, the Board of Directors of the Company has appointed M/s. Y S Thakar & Co., Practising Cost Accountants, (Registration No.000318) as the Cost Auditor, to conduct the audit of the cost records of the Company for the financial year 2026-27.

In terms of the provisions of Section 148(3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified subsequently by the Members of the Company. Accordingly, consent of the Members is being sought for the ratification of the remuneration payable to the Cost Auditor for the financial year 2026-27, as set out in the resolution under Item No. 3 of this Notice.

The Board of Directors recommends the Ordinary Resolution as set out at Item no. 3 of the Notice for your approval.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4 & 5:

ALTERATION OF THE OBJECT CLAUSE (MOA) AND ARTICLES OF ASSOCIATION (AOA) TO INCORPORATE BORROWING POWERS:

The Company is presently engaged in its existing business activities as set out in its Memorandum of Association (“MOA”). In order to meet the Company's working capital requirements, capital expenditure, expansion plans, general corporate requirements and other business needs, the Company may be required from time to time to raise or arrange funds through borrowings from banks, financial institutions, bodies corporate, Government authorities and/or other lenders.

The existing provisions of Clause III(B) of the MOA and the Articles of Association (“AOA”) do not specifically provide for the proposed borrowing-related object. It is therefore considered appropriate and expedient to insert a new sub-clause in Clause III(B) of the MOA and alter AOA authorising the Company to borrow, raise or secure money and to create appropriate security over its assets, properties and/or undertakings for securing such borrowings, subject to the provisions of the Companies Act, 2013 and other applicable laws.

Accordingly, the Board of Directors, at its meeting held on 3rd September, 2026, approved the proposal for alteration of Clause III(B) of the MOA and alteration of AOA and recommended the same for approval of the Members by way of Special Resolution pursuant to Section 13 & Section 14 of the Companies Act, 2013.

The proposed alteration is intended to provide the Company with the necessary enabling authority to arrange funds for its business and corporate requirements. The proposed alteration of the MOA and AOA shall take effect only upon filing and registration/approval with the Registrar of Companies in accordance with the provisions of the Companies Act, 2013.

A copy of the existing MOA & AOA along with the proposed altered MOA and AOA will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to and including the date of the meeting.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the proposed resolutions, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 4 & 5 of the Notice for approval of the Members.

Details of Directors seeking appointment/re-appointment at the 37th Annual General Meting

[As per the Secretarial Standard-2 of the General Meeting]

Name of Director	**Mr. Jashanjit Singh Sethi**
DIN	08921899
Designation	Whole-Time Director
Date of Birth	11/02/1987
Date of Appointment	16/10/2020
Terms and conditions of appointment/re-appointment	Director to retire by rotation
Qualifications	B.E Mechanical Engineer
Expertise in Specific Functional Area	Versatile experience in Purchase and Marketing.
No. of Equity Shares held in the company	3254700 Shares
Remuneration last drawn	Rs. 5 lacs p.m
Directors in other companies	-
Membership of committees in other public limited companies	-
No. of Board meetings attended during the financial year 2025-26	4/4

Registered Office:
2nd Floor, Sun Plaza-1,
Near Vadsar Bridge,
Makarpura,
Vadodara -390 010
CIN:
24231GJ1988PLC010415
Place: Vadodara
Date: 03.09.2026

By Order of the of the Board of Directors
For Comed Chemicals Limited

AMISHA RITESHKUMAR SHAH
Company Secretary
ACS 50451

ATTENDANCE SLIP

I certify that I am a member/ proxy for the member of the Company

I hereby record my presence at the Annual General Meeting of the Company being held on day Monday, 28th September, 2026, at ***"VIVANTA Vadodara, Akota Garden main road, Shushil Park society, Sheetal Nagar, Akota, Vadodara- 390020 at 12:15 p.m****.*

.. *…………………………………..*

Full Name of the Member *Signature*

(IN BLOCK LETTERS)

Folio No/ Client-ID..

No. of Shares held..

... *………………………………….*

Full Name of the Proxy *Signature*

(IN BLOCK LETTERS)

NOTE*: Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.*

PROXY FORM (Form No. MGT-11)

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

*Name of the Member(s):*____________________________

Registered Address:

Email ID:

*Folio No./ DP ID and Client ID:*____

I/we being the member(s) of the above named Company hereby appointName:
Email ID:
Address:

____*Signature:*

or failing him/her

Name:
Email ID:
Address:

____*Signature:*

or failing him/her

Name:
Email ID:
Address:

____*Signature:*

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday ***28th September, 2026****, at* ***"VIVANTA Vadodara, Akota Garden main road, Shushil Park society, Sheetal Nagar, Akota, Vadodara- 390020 at 12:15 p.m*** *and at any adjournment thereof in respect of suchresolutions as are indicated below:*

Resolution No.	**Description**	**For***	**Against***
1.	TO CONSIDER AND ADOPT STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FORTHE YEAR ENDED ON MARCH 31, 2026		
2.	TO RE-APPOINT MR. JASHANJIT SINGH SETHI (DIN: 8921899) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.		
3.	TO CONSIDER RATIFICATION OF REMUNERATION TO THE COST AUDITOR FOR THE F.Y. 2026-27		
4.	ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA)		
5.	ALTERATION OF THE ARTICLES OF ASSOCIATION (AOA)		

Signed this ....day of. ....September,____2026

Signature.................................

Re. 1/-

Revenue Stamp

NOTES:

1. *Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

3. A Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.

4. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

ROUTE MAP OF VENUE OF **ANNUAL GENERAL MEETING** TO BE HELD ON Monday **28th September, 2026**, at **"VIVANTA Vadodara, Akota Garden main road, Shushil Park Society, Sheetal Nagar, Akota, Vadodara- 390020 at 12:15 p.m**
"