

CHEMICO SYNTHETICS LIMITED

CIN: U17114DL1997PLC084759

Regd. Office: 206, Functional Industrial Estate, Patparganj, Delhi – 110092

Tel: 91-11-22165633, Fax: 011-2216 8135

Website: www.chemicosynthetics.com, E-mail: neeraj@cslmoly.com, india@cslmoly.com

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the members of Chemico Synthetics Limited (“the Company”) will be held as under:

DAY : TUESDAY
DATE : 29TH SEPTEMBER, 2015
TIME : 11:00 AM
PLACE : 206, FUNCTIONAL
INDUSTRIAL ESTATE,
PATPARGANJ,
DELHI - 110092

To transact the following business:-

ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2015 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Neeraj Jain (DIN: 00206206), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration by passing the following resolution as an ordinary resolution with or without modification(s) :

“RESOLVED THAT pursuant to the provisions of Section 139 and 141 of the Companies Act, 2013 read with The Companies (Audit & Auditors) Rules, 2014, and other applicable provisions if any of the Companies Act, 2013 and related rules thereof as applicable, M/s K.K. Ghei & Co, Chartered Accountants (FRN: 01342N), the retiring auditors be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 18th Annual General Meeting until the conclusion of 23rd Annual General Meeting of the Company, subject to ratification by the members at each such Annual General Meeting for auditing the Accounts of the Company for the financial years 2015 – 2016 to 2019 – 2020 and the Board of Directors of the Company be and are hereby authorized to fix their remuneration plus travelling and other out of pocket expenses incurred by them in connection with Statutory Audit and/or Tax Audit, if applicable.”

SPECIAL BUSINESSES

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Kumar Jain (DIN: 07143821), who was appointed as an Additional (Independent) Director in the meeting of the Board of Directors held on 30th March, 2015, and holds office till the date of this Annual General Meeting, in terms of Section 161 of the Companies Act 2013, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to March 29, 2020, whose office shall not be liable to retirement by rotation.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shiv Kumar Sharma (DIN: 07143833), who was appointed as an Additional (Independent) Director in the meeting of the Board of Directors held on 30th March, 2015, and holds office till the date of this Annual General Meeting, in terms of Section 161 of the Companies Act 2013, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to March 29, 2020, whose office shall not be liable to retirement by rotation.”

**BY ORDER OF THE BOARD
For Chemico Synthetics Limited**

Place: Delhi
Date: 24th August, 2015

SD/-
Nritigya Gupta
(Company Secretary)
Membership No. A39883
Address: H. No. 12, Gali No.3
Part –I, Krishan Kunj Extension,
Laxmi Nagar,
Delhi-110092

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The enclosed proxy form, if intended to be used, should reach the Registered Office of the Company duly completed before the scheduled time of the meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights:

Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Members/Proxies are requested to deposit the enclosed attendance slip duly filled in and signed for attending the meeting.
3. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses set out above are annexed hereto.
4. Members are requested to write their Folio Number in the attendance slip for attending the Meeting.
5. The necessary disclosures pursuant to the Secretarial Standards on General Meeting (SS - 2) in respect of Mr. Neeraj Jain (DIN: 00206206), who retires by rotation and being eligible, offers himself for re – appointment are given as Annexure I to this notice.
6. The route map for the AGM venue is given as Annexure II to this notice.

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

Item No. 4

The members may note that the Board of Directors of the Company at its meeting held on 30th March, 2015 appointed Mr. Anil Kumar Jain (DIN: 07143821) as an Additional (Independent) Director with immediate effect up to the conclusion of the ensuing Annual General Meeting. The Company has received a notice in writing from the member of the Company proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to March 29, 2020, whose office shall not be liable to retirement by rotation.”

The necessary disclosures pursuant to the Secretarial Standards on General Meeting (SS - 2) are given below:

S. NO.	PARTICULARS	DETAILS
1	Name	Mr. Anil Kumar Jain
2	Age	64 yrs
3	Qualifications	Executive Engineer, Graduate from Delhi University
4	Experience	30 yrs
5	Terms and conditions of appointment or re-appointment	To be appointed as Director not liable to retire by rotation.
6	Details of remuneration sought to be paid	None
7	Remuneration last drawn by such person	None
8	Date of First appointment on the Board	30 th March, 2015
9	Shareholding with the Company	He is not holding any shares in the Company.
10	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Company
11	Number of the Board Meeting attended during the year	1 (One)
12	Other Directorships, Membership/ Chairmanship of Committees of the other Boards	NIL

All documents referred to in this explanatory statement are available for inspection by the Members at the Registered Office of the Company up to the date of Annual General Meeting and at the meeting.

Save and except Mr. Anil Kumar Jain himself in his capacity of Director of the Company, none of the other Directors, Key Managerial Personnel of the Company, and/ or their relatives is, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at item No. 4 of the Notice.

Accordingly, your directors recommend resolution set out at item no. 4 for the approval of members by way of an Ordinary Resolution.

Item No. 5

The members may note that the Board of Directors of the Company at its meeting held on 30th March, 2015 appointed Mr. Shiv Kumar Sharma (DIN: 07143833) as an Additional (Independent) Director with immediate effect up to the conclusion of the ensuing Annual General Meeting. The Company has received a notice in writing from the member of the Company proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to March 29, 2020, whose office shall not be liable to retirement by rotation.”

The necessary disclosures pursuant to the Secretarial Standards on General Meeting (SS - 2) are given below:

S. NO.	PARTICULARS	DETAILS
1	Name	Mr. Shiv Kumar Sharma
2	Age	65 yrs
3	Qualifications	Master's degree in Sociology from Agra University
4	Experience	37 yrs as a Sales tax officer in U.P. Sales Tax Dept
5	Terms and conditions of appointment or re-appointment	To be appointed as Director not liable to retire by rotation.
6	Details of remuneration sought to be paid	None
7	Remuneration last drawn by such person	None
8	Date of First appointment on the Board	30 th March, 2015
9	Shareholding with the Company	He is not holding any shares in the Company.
10	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Company
11	Number of the Board Meeting attended during the year	1 (One)
12	Other Directorships, Membership/ Chairmanship of Committees of the other Boards	NIL

All documents referred to in this explanatory statement are available for inspection by the Members at the Registered Office of the Company up to the date of Annual General Meeting and at the meeting.

Save and except Mr. Shiv Kumar Jain himself in his capacity of Director of the Company, none of the other Directors, Key Managerial Personnel of the Company, and/ or their relatives is, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at item No. 5 of the Notice

Accordingly, your directors recommend resolution set out at item no. 5 for the approval of members by way of an Ordinary Resolution

**BY ORDER OF THE BOARD
For Chemico Synthetics Limited**

Place: Delhi

Date: 24th August, 2015

SD/-
Nritigya Gupta
(Company Secretary)
Membership No. A39883
Address: H. No. 12, Gali No.3
Part –I, Krishan Kunj Extension,
Laxmi Nagar,
Delhi-110092

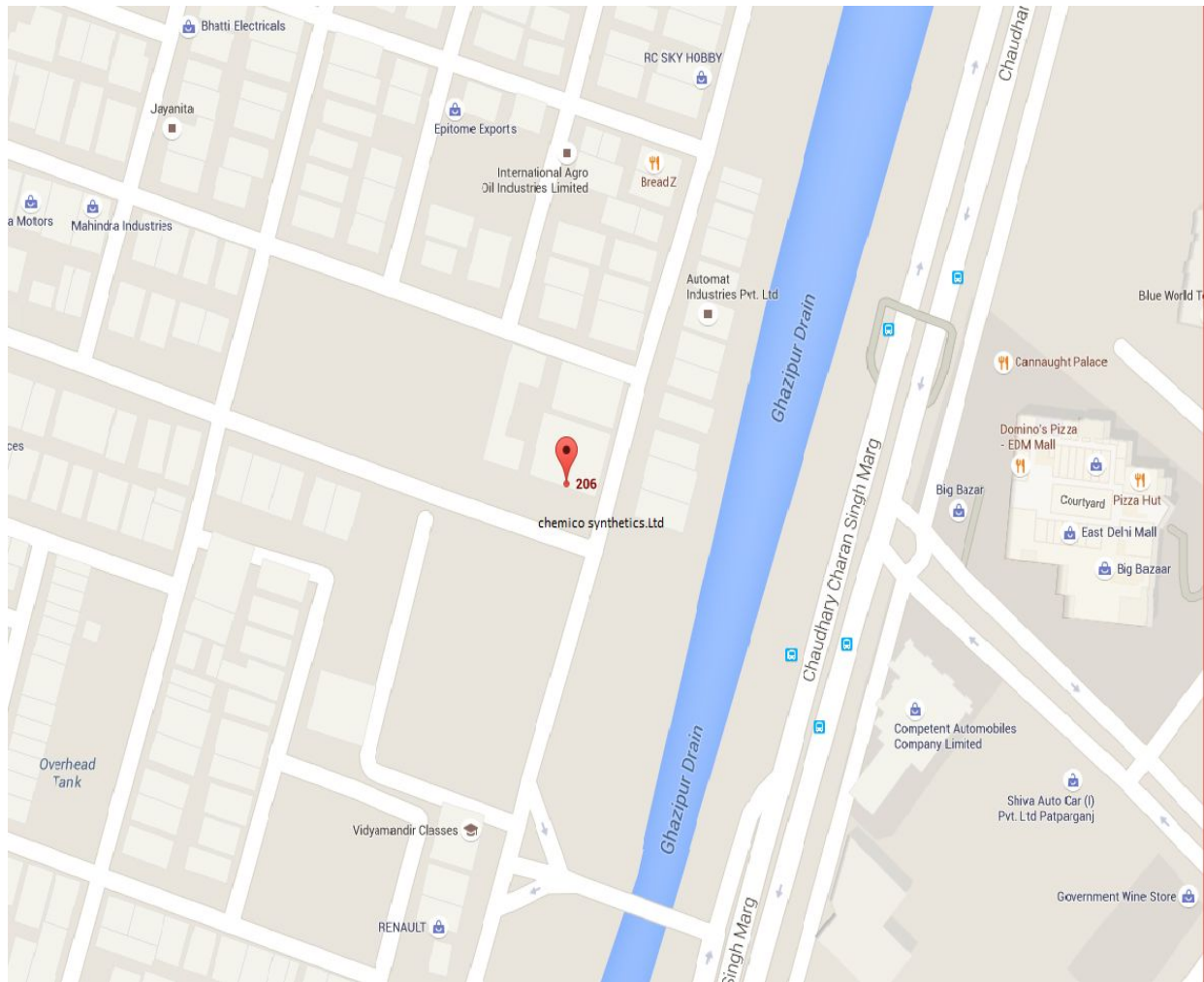
Annexure I

The necessary disclosures pursuant to the Secretarial Standards on General Meeting (SS - 2) are given below:

S. NO.	PARTICULARS	DETAILS
1	Name	Mr. Neeraj Jain
2	Age	39 yrs
3	Qualifications	Degree in Engineering
4	Experience	15 yrs
5	Terms and conditions of appointment or re-appointment	To be appointed as Director liable to retire by rotation.
6	Details of remuneration sought to be paid	As per the Provisions of Companies Act, 2013
7	Remuneration last drawn by such person	Rs. 3,25,000/-
8	Date of First appointment on the Board	30 th January, 1997
9	Shareholding with the Company	He is holding 37, 50,000 equity shares in the Company.
10	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Save and except Mr. Bimal Kumar Jain & Mrs. Kusum Jain he is not related to any of the Directors, Manager, Key Managerial Personnel of the Company
11	Number of the Board Meeting attended during the year	6 (Six)
12	Other Directorships, Membership/ Chairmanship of Committees of the other Boards	Other Directorship <ul style="list-style-type: none">• Elegant Cars Private Limited• Arhant Dye Chem Private Limited

Annexure II

Route map of Annual General Meeting Venue: 206, Functional Industrial Estate, Patparganj, Delhi – 110092.



ATTENDANCE SLIP

(EIGHTEENTH ANNUAL GENERAL MEETING HELD ON 29TH SEPTEMBER, 2015)

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

I/ we hereby record my presence in the Eighteenth Annual General Meeting of Chemico Synthetics Limited

Date:	29.09.2015	Time :	11:00 AM
Place:	206, Functional Industrial Estate, Patparganj, Delhi-110092		

Please (√) in the box and fill the necessary details.

Member

Proxy

Regd. Folio	
Name of the Shareholder	
Name of the Proxy, if applicable	
Address of the Shareholder	
Number of Shares	

Signature of the Shareholder/ Proxy/Representative present	
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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: U17114DL1997PLC084759

Name of the company: Chemico Synthetics Limited

Registered office: 206, Functional Industrial Estate, Patparganj, Delhi-110092

Name of the Member(s) :	
Registered Address :	
E Mail Id :	
Folio No /Client Id:	
DP ID :	

I/We, being the member(s) of shares of the above named company, hereby appoint

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

2. Name:
Address:
E-mail Id:
Signature:, or failing him

3. Name:
Address:
E-mail Id
Signature:

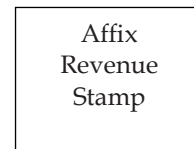
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighteenth Annual general meeting of the Company, to be held on Tuesday, 29th day of September, 2015 at 11:00 A.M. at 206, Functional Industrial Estate, Patparganj, Delhi - 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
ORDINARY BUSINESSES	
1	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2015, and Reports of the Board and of the Auditors thereon.
2	Appointment of Mr. Neeraj Jain (DIN: 00206206), who retires by rotation and being eligible, offers himself for re – appointment.
3	Appointment of Statutory Auditors and fixing of their remuneration.
SPECIAL BUSINESSES	
4	Regularization of Appointment of Mr. Anil Kumar Jain (DIN: 07143821).
5	Regularization of Appointment of Mr. Shiv Kumar Sharma (DIN: 07143833).

Signed this day of, 2015

Signature of shareholder:

Signature of Proxy holder(s)



Note: 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.