

CHEMICO SYNTHETICS LIMITED

CIN: U17114DL1997PLC084759

Regd. Office: 206, Functional Industrial Area, 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 Nineteenth Annual General Meeting of the members of Chemico Synthetics Limited (“the Company”) will be held as under:

DAY : THURSDAY
DATE : 29TH SEPTEMBER, 2016
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, 2016 together with the reports of the Board of Directors and Auditors thereon.

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

RESOLVED THAT the Audited Balance Sheet & Profit & statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2016 along with the Auditor’s Report and the Directors’ Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

2. To appoint a Director in place of Mrs. Kusum Jain (DIN: 00393673), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Auditors

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

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s K.K. Ghei & Co, Chartered Accountants (FRN: 01342N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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. Gaurav Kumar Jain (DIN: 07524198), who was appointed as an Additional (Independent) Director in the meeting of the Board of Directors held on 26th July, 2016, 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 July, 25th 2021, whose office shall not be liable to retirement by rotation

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

Place: Delhi
Date: 26.07.2016

**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 Mrs. Kusum Jain (DIN: 00393673), 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. Gaurav Kumar Jain (DIN: 07521498) 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 July, 25TH 2021, 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. Gaurav Kumar Jain
2	Age	36 yrs
3	Qualifications	MBA
4	Experience	15 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	26 th July, 2016
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	None
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. Gaurav 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.

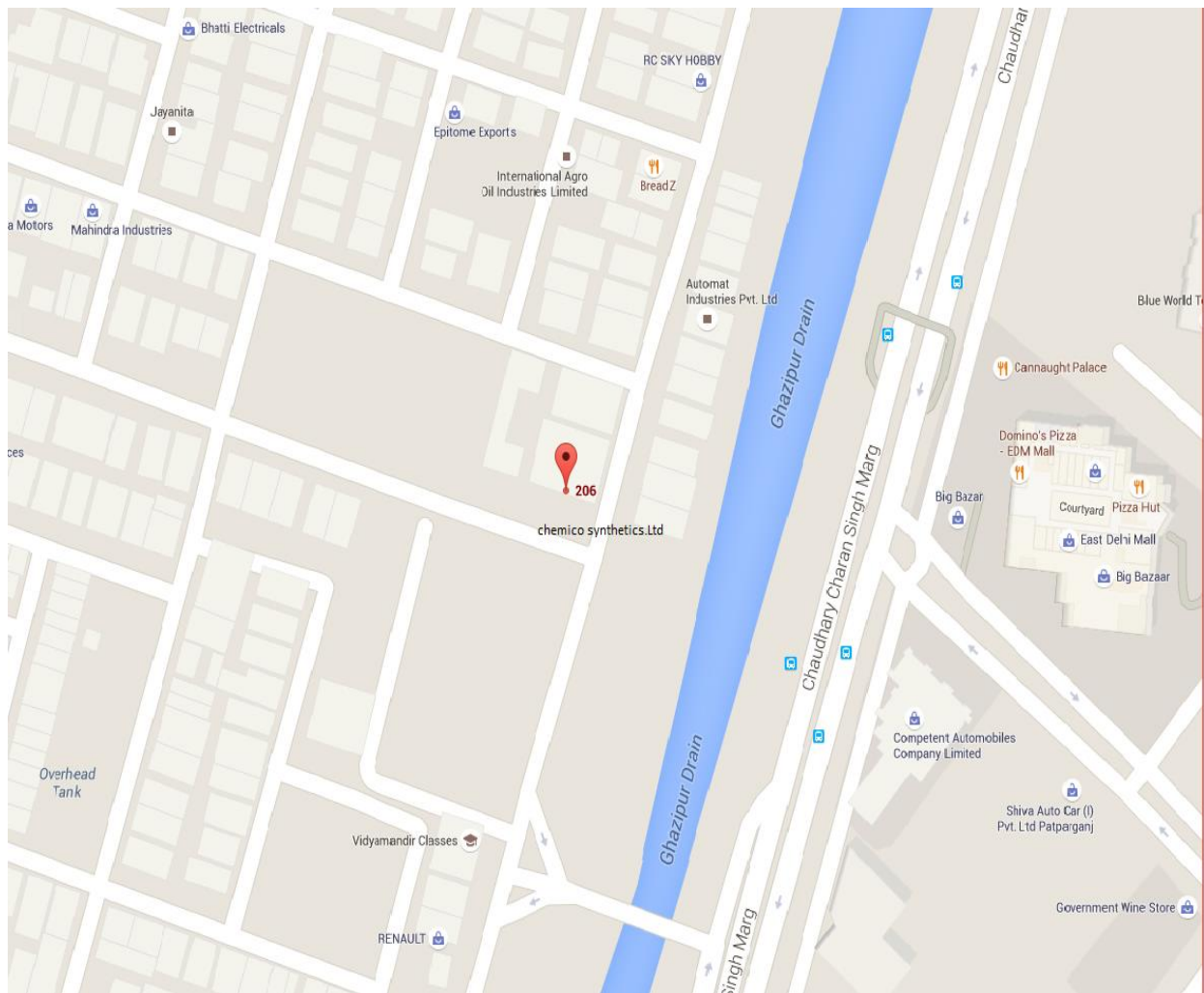
Annexure I

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

S. NO.	PARTICULARS	DETAILS
1	Name	Mrs. Kusum Jain
2	Age	61 yrs
3	Qualifications	Intermediate
4	Experience	30 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. 2,00,000/- per month
8	Date of First appointment on the Board	15/11/2010
9	Shareholding with the Company	She is holding 12, 75,000 equity shares in the Company.
10	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Save and except Mr. Neeraj Jain & Sh. B.K. Jain she 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	10 (Ten)
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• Chemico Chemicals Pvt Ltd

Annexure II

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



ATTENDANCE SLIP

(NINETEENTH ANNUAL GENERAL MEETING HELD ON 29TH SEPTEMBER, 2016)

(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 Nineteenth Annual General Meeting of Chemico Synthetics Limited

Date:	29.09.2016	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 Nineteenth Annual general meeting of the Company, to be held on Thursday, 29th day of September, 2016 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, 2016, and Reports of the Board and of the Auditors thereon.
2	Appointment of Mrs. Kusum Jain (DIN: 00393673), who retires by rotation and being eligible, offers himself for re – appointment.
3	Ratification of Statutory Auditors.
SPECIAL BUSINESS	
4	Regularization of Appointment of Mr. Gaurav Kumar Jain, (DIN: 07524198)

Signed this day of, 2016

Signature of shareholder:

Signature of Proxy holder(s)

Affix Revenue Stamp

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.