

NOTICE

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

DAY : SATURDAY
DATE : 27TH AUGUST, 2022
TIME : 02:00 P.M.
PLACE : 206, FUNCTIONAL
INDUSTRIAL ESTATE,
PATPARGANJ,
DELHI – 110092

To transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Annual Audited Financial Statements and Reports thereon

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2022 including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Report 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 & Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2022 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.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

2. Re-appointment of Mr. Neeraj Jain (DIN: 00206206) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Neeraj Jain (DIN: 00206206), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES

3. Appointment of Mrs. Snigdha Mishra (DIN: 09661277) as an independent director:

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 149,152, and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Snigdha Mishra (DIN: 09661277), who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from July 04, 2022 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2021-2022 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying her intention to propose her as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company and who office is not liable to retire by rotation..

RESOLVED FURTHER THAT Directors/Company Secretary of the Company of the company be and is hereby severally authorized to file the necessary returns/forms to the Registrar of Company and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolutions.”

4. Appointment of Mrs. Parul Sharma (DIN: 09670418) as an independent director:

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 149,152, and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Parul Sharma (DIN: 09670418), who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from July 12, 2022 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2021-2022 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying her intention to propose her as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company and who office is not liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company of the company be and is hereby severally authorized to file the necessary returns/forms to the Registrar of Company and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolutions.”

By Order of the Board of Directors
For CHEMICO SYNTHETICS LIMITED

Place: Delhi

Date: 02, August, 2022

Abdur Razique
(Company Secretary)
M. No. A66712

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF 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. Members are requested to write their Folio Number/ Client ID in the attendance slip for attending the Meeting.
4. 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 is given as Annexure I to this notice.
5. The route map for the AGM venue is given as Annexure II to this notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO.3

Appointment of Mrs. Snigdha Mishra (DIN: 09661277) as an independent director:

The Board of Directors of the Company had appointed Mrs. Snigdha Mishra as an Additional Director of the Company with effect from 04th July, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Snigdha Mishra shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mrs. Snigdha Mishra signifying her candidature as an Independent Director of the Company.

The Company has received a declaration of independence from Mrs. Snigdha Mishra. In the opinion of the Board, Mrs. Snigdha Mishra fulfills the conditions specified in the Companies Act, 2013, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Snigdha Mishra, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 3 for approval of the Members.

ITEM NO.4

Appointment of Mrs. Parul Sharma (DIN: 09670418) as an independent director:

The Board of Directors of the Company had appointed Mrs. Parul Sharma as an Additional Director of the Company with effect from 12th July, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Parul Sharma shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up to five years.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mrs. Parul Sharma signifying her candidature as an Independent Director of the Company. The Company has received a declaration of independence from Mrs. Parul Sharma. In the opinion of the Board, Mrs. Parul Sharma fulfills the conditions specified in the Companies Act, 2013, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Parul Sharma, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 3 for approval of the Members.

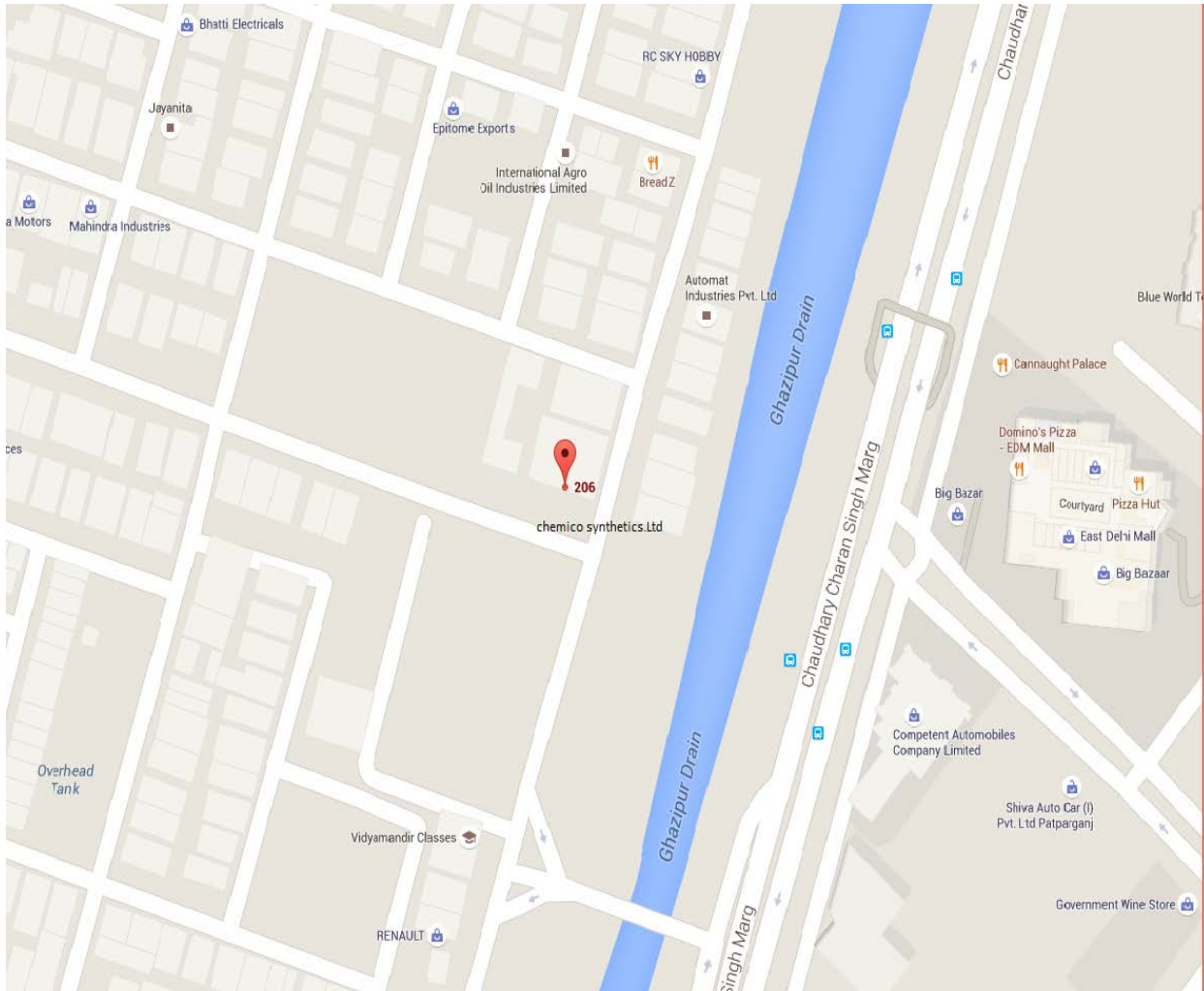
Annexure I

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	46 yrs
3	Qualifications	Degree in Engineering
4	Experience	25 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 drawn by such person for FY 2021-2022	Rs. 1,80,00,000 /- P.A
8	Date of First appointment on the Board	30 th January, 1997
9	Shareholding with the Company	He is holding 70,97,640 Equity shares in the Company.
10	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Save and except Mrs. Kusum Jain (Mother) & Mrs. Komal Jain (wife). He is not related to any of the Directors, Manager, and Key Managerial Personnel of the Company.
11	Number of the Board Meeting attended during the year	7 (Seven)
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 Twenty-Fifth Annual General Meeting Venue: 206, Functional Industrial Estate, Patparganj, Delhi – 110092.



ATTENDANCE SLIP

(TWENTY-FIFTH ANNUAL GENERAL MEETING HELD ON 27TH AUGUST, 2022)
(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 Twenty-Fifth Annual General Meeting of M/s. Chemico Synthetics Limited

Date:	27.08.2022	Time :	02:00 P.M.
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:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-Fifth Annual General Meeting of the Company, to be held on Saturday, 27th day of August, 2022 at 02:00 P.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, 2022 including Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2.	Appointment of Mr. Neeraj Jain (DIN: 00206206), who retires by rotation and being eligible, offers himself for re-appointment,
SPECIAL BUSINESSES	
3.	Appointment of Mrs. Snigdha Mishra (DIN:09661277) as an independent director
4.	Appointment of Mrs. Parul Sharma (DIN:09670418) as an independent director

Signed this day of, 2022

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.